

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NCR UK HOLDINGS LIMITED

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as a special resolution as detailed below

SPECIAL RESOLUTION

- 1 That the share capital of the Company be reduced by cancelling and extinguishing for no consideration the following ordinary shares of \$1 each

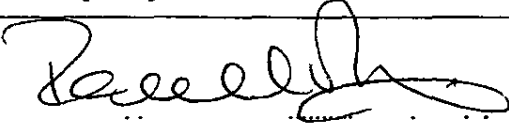
No. of ordinary shares:	Registered holder:
100,000,000 ordinary shares of \$1 each	NCR UK Group Limited
47,700,000 ordinary shares of \$1 each	NCR Corporation

Circulation date: 29 July 2014


Registered office: 206 Marylebone Road, London NW1 6LY

Agreement to written resolution

We, the undersigned, being the sole person entitled to vote on the above resolution, irrevocably agree to such resolution

Name of corporate member	NCR UK GROUP LIMITED	
Name and position of signatory	RACHEL NASH <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated 29/7/14



Name of corporate member	NCR CORPORATION	
Name and position of signatory	RICHARD MCKENZIE <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated. 29/7/14

NCR UK HOLDINGS LIMITED

("Company")

WRITTEN RESOLUTION: CIRCULATED ON 29 July 2014

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolution in this document

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTION:

- 1 1 This document contains a proposed written resolution of NCR UK Holdings Limited for approval by you as a member of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.
- 1 2 The following document relating to the resolutions is supplied with this resolution:
- 1 2 1 a statement of solvency signed by the directors of the Company.

2. PERIOD TO APPROVE WRITTEN RESOLUTION:

If the Company has not received the necessary level of members' agreement to pass the resolution by the date falling 28 days from the date the resolution was first circulated to members, the resolution will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION:

- 3 1 Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company in one of the following ways:
- 3 1 1 by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors", or
- 3 1 2 by delivering your signed and dated document by hand to the director, or
- 3 1 3 by scanning your signed and dated document, attaching it to an email and sending it to [Joanne McHugh]. Please enter "Written resolutions re capital reduction" in the e-mail subject box.

Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the date falling 28 days after the date the resolutions were first circulated.

- 3 2 If you are signifying agreement to the resolution on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority to the Company at the same time as you signify your agreement to the resolution and in any event by no later than the close of business on the date falling 28 days after the date the resolutions were first circulated

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION:

You do not have to do anything Failure to respond will not be treated as agreement to the resolution