

NCR UK HOLDINGS LIMITED
("Company")

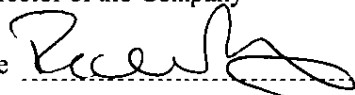
DIRECTORS' STATEMENT OF SOLVENCY
(for the purposes of section 642 of the Companies Act 2006)

- 1 It is proposed that the Company effects the following reduction of capital supported by a solvency statement pursuant to section 642 of the Companies Act 2006 ("Proposed Reduction")
- 1 1 to reduce the Company's issued share capital from \$147,700,000 and £1 00 (divided into 147,700,000 ordinary shares of \$1 each and one ordinary share of £1 00) to £1 00 (comprising 1 ordinary share of £1 00) by cancelling and extinguishing for no consideration
- 1 1 1 100,000,000 ordinary shares of \$1 each held by NCR UK Group Limited, and
- 1 1 2 47,700,000 ordinary shares of \$1 each held by NCR Corporation,
- 1 2 to credit the Company's profit and loss account by an amount equal to the reduction referred to in 1 1 above (being \$147,700,000)
- 2 We, Rachel Nash, Caroline Kee and Sahil Shah, being the directors of the Company, make the following statements in relation to the Proposed Reduction for the purposes of section 642 of the Companies Act 2006
- 2 1 We have each formed the opinion, as regards the Company's situation at the date of this statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts, and
- 2 2 we have each formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement, and
- 2 3 in forming these opinions, we have each taken into account all of the Company's liabilities (including any contingent or prospective liabilities) as required by section 643(2) of the Companies Act 2006

Made and signed on 29 July 2014 by the above named director of the Company

RACHEL NASH

) Signature



CAROLINE KEE

) Signature



SAHIL SHAH

) Signature



WEDNESDAY



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SPE

30/07/2014

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