

Company number: 4098545

NCR UK HOLDINGS LIMITED
("Company")

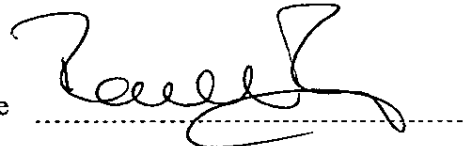
**STATEMENT OF COMPLIANCE RE REDUCTION OF CAPITAL SUPPORTED BY
SOLVENCY STATEMENT**
(pursuant to section 644(5) of the Companies Act 2006)

- 1 The Company has taken steps to effect the following capital reduction ("Capital Reduction") supported by a solvency statement made by the directors of the Company on 2014 pursuant to section 642 of the Companies Act 2006 ("Solvency Statement")
- 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 \$0 10 each held by NCR UK Group Limited, and
- 1 1 2 47,700,000 ordinary shares of \$0 10 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, being all the directors of the Company, confirm that
- 2 1 the Solvency Statement was made not more than 15 days before the date on which the special resolution approving the Capital Reduction was passed, and
- 3 a copy of the Solvency Statement was provided to every eligible member in accordance with section 642(2) of the Companies Act 2006

Signed on 2014 by the director of the Company.


RACHEL NASH

) Signature



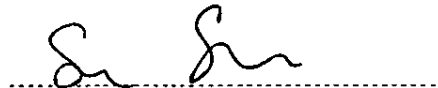
CAROLINE KEE

) Signature

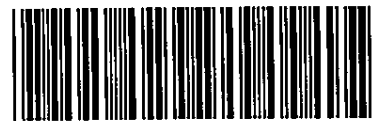


SAHIL SHAH

) Signature



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SPE

30/07/2014

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