UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 2, 2023



Commission File Number 001-00395

Maryland (State or other jurisdiction of incorporation or organization)

31-0387920 (I.R.S. Employer Identification No.)

864 Spring Street NW Atlanta, GA 30308 (Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (937) 445-1936

 $N\!/A$ (Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Trading Symbol(s)

Name of each exchange on which registered

New York Stock Exchange

Title of each class

Common Stock, par value \$0.01 per share

NCR

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. O

Item 2.02. Results of Operations and Financial Condition.

On August 2, 2023, the Company issued a press release setting forth its second quarter 2023 financial results and certain other financial information. A copy of the press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

Item 7.01. Regulation FD Disclosure.

On August 2, 2023, the Company will hold its previously announced conference call to discuss its second quarter financial results. A copy of supplementary materials that will be referred to in the conference call, and which were posted to the Company's website, is attached hereto as Exhibit 99.2.

The information in this report (including Exhibits 99.1 and 99.2) is being furnished pursuant to Item 2.02 and Item 7.01 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

The following exhibits are attached with this current report on Form 8-K:

Description Exhibit No.

- Press Release issued by the Company, dated August 2, 2023 Supplemental materials, dated August 2, 2023 99.1
- 99.2
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NCR Corporation

By:

/s/ Timothy C. Oliver Timothy C. Oliver Senior Executive Vice President and Chief Financial Officer

Date: August 2, 2023



NCR Announces Second Quarter 2023 Results Strong First Half Pushes Expectations to Higher End of Previous Guided Ranges

ATLANTA, August 2, 2023 - NCR Corporation (NYSE: NCR) reported financial results today for the three months ended June 30, 2023. Second quarter results and other recent highlights include:

- Revenue of \$2.0 billion; Recurring revenue of \$1.3 billion
- Net income from continuing operations attributable to NCR of \$20 million
- Adjusted EBITDA of \$389 million
- GAAP diluted EPS from continuing operations of \$0.11; Non-GAAP diluted EPS of \$0.94
- Net cash provided by operating activities of \$227 million; Adjusted free cash flow-unrestricted of \$154 million
- Company progressing toward separation into two public companies

"We delivered strong second quarter results, marked by solid growth in recurring revenue, margin expansion and robust cash flow generation," said Michael Hayford, Chief Executive Officer. "We have made significant progress preparing for the separation into two public companies, which we anticipate will occur in the fourth quarter, and are in a strong financial position and carrying positive momentum. Over the last three quarters, NCR generated cumulative adjusted free cash flow-unrestricted of over \$550 million, enabling us to decrease financial leverage in preparation for the separation transaction."

Mr. Hayford continued, "With the planned separation in sight, we will become two distinct and robust entities with market leading positions, each with ample opportunities for long-term growth. NCR Voyix will leverage NCR's industry leading software for global retail, hospitality and digital banking technology platforms. NCR Atleos will enable customers to meet global demand for ATM access while leveraging new ATM transaction types, including digital currency solutions, to drive market growth. We believe the enhanced operating and financial flexibility will benefit both companies and will unlock substantial value for our customers and stockholders."

On July 24, 2023, NCR announced the new names for the two companies that will form after its planned separation, expected in the fourth quarter of 2023. NCR Voyix will be the new name for our digital commerce business, which includes our Retail, Hospitality, and Digital Banking segments. The new name for the ATM business will be NCR Atleos, which includes our Self-Service Banking and Payments & Network segments as well as our telecommunications and technology business.

In this release, we use certain non-GAAP measures, including presenting certain measures on a constant currency basis. These non-GAAP measures include "Adjusted free cash flow-unrestricted," "Adjusted EBITDA," and others with the words "non-GAAP" or "constant currency" in their titles. These non-GAAP measures are listed, described and reconciled to their most directly comparable GAAP measures under the heading "Non-GAAP Financial Measures" later in this release.

Second Quarter 2023 Operating Results

Revenue

Second quarter revenue of \$1,986 million decreased 1% year over year. On a constant currency basis, revenue growth was flat year over year. The following table shows revenue for the second quarter:

\$ in millions	Q2 2023	Q2 2022	% Increase (Decrease)	% Increase (Decrease) Constant Currency
Retail	\$ 576	\$ 562	2 %	3 %
Hospitality	235	238	(1)%	(1)%
Digital Banking	140	131	7 %	7 %
Payments & Network	333	332	— %	1 %
Self-Service Banking	661	679	(3)%	(1)%
Other (1)	54	61	(11)%	(11)%
Eliminations (2)	(13)	(12)	8 %	8 %
Other adjustment (3)	_	6	n/m	n/m
Total revenue	\$ 1,986	\$ 1,997	(1)%	— %
Recurring revenue	\$ 1,262	\$ 1,217	4 %	5 %
Recurring revenue %	64 %	61 %		

⁽¹⁾Other revenue represents certain other immaterial business operations that do not represent a reportable segment.
 ⁽²⁾Eliminations include revenues from contracts with customers and the related costs that are reported in the Payments & Network segment as well as in the Retail or Hospitality segments, including merchant acquiring services that are monetized via payments.
 ⁽³⁾Other adjustment reflects the revenue attributable to the Company's operations in Russia for the three months ending June 30, 2022 that were excluded from management's measure of revenue due to our previous announcement to suspend sales to Russia and orderly wind down of our operations in Russia beginning in the first quarter of 2022. Refer to section entitled "Non-GAAP Financial Measures" for additional information.

- Second quarter gross margin of \$538 million increased from \$471 million in the prior year period. Gross margin rate was 27.1%, compared to 23.6% in the prior period. Second quarter gross margin (non-GAAP) of \$576 million increased from \$515 million in the prior year period. Gross margin rate (non-GAAP) was 29.0%, compared to 25.9% in the prior period.
- Second quarter income from operations of \$148 million increased from \$103 million in the prior year period. Second quarter operating income (non-GAAP) of \$297 million increased from \$233 million in the prior year period.
- Second quarter net income from continuing operations attributable to NCR of \$20 million decreased from net income from continuing operations attributable to NCR of \$35 million in the prior year period.
- . Second quarter Adjusted EBITDA of \$389 million increased from \$339 million in the prior year period. Foreign currency fluctuations had an unfavorable impact on the Adjusted EBITDA comparison of 2%. Adjusted EBITDA margin rate was 19.6%, compared to 17.0% in the prior year period.
- Second quarter cash provided by operating activities of \$227 million increased from cash provided by operating activities of \$80 million in the prior year period. Second quarter Adjusted free cash flow-unrestricted was \$154 million, compared to break-even Adjusted free cash flow-unrestricted in the prior year period.

2023 Outlook

We are affirming our full year 2023 guidance communicated on February 7, 2023, with our strong first half pushing expectations to the higher end of the previously guided ranges. For the full year 2023, we are forecasting:

- Revenue \$7.8 billion to \$8.0 billion Adjusted EBITDA \$1.45 billion to \$1.55 billion .
- Non-GAAP diluted EPS \$3.30 \$3.50 Adjusted free cash flow-unrestricted - \$400 million to \$500 million

With respect to our Adjusted EBITDA, Adjusted free cash flow-unrestricted and non-GAAP diluted earnings per share guidance, we do not provide a reconciliation of the respective GAAP measures because we are not able to predict with reasonable certainty the reconciling items that may affect the GAAP net income from continuing operations, GAAP cash flow from operating activities and GAAP diluted earnings per share from continuing operations without unreasonable effort. The reconciling items are primarily the future impact of special tax items, capital structure transactions, restructuring, pension mark-to-market transactions, acquisitions or divestitures, or other events. These reconciling items are uncertain, depend on various factors and could significantly impact, either individually or in the aggregate, the GAAP measures. Refer to the heading "Non-GAAP Financial Measures" for additional information regarding our use of non-GAAP financial measures.

Separation Update

On September 15, 2022, NCR announced a plan to separate into two independent, publicly traded companies – one focused on digital commerce, the other on ATMs. The separation is intended to be structured in a tax-free manner. The separation transaction will follow the satisfaction of customary conditions, including effectiveness of appropriate filings with the U.S. Securities and Exchange Commission. The current target is to complete the separation in the fourth quarter of 2023.

Should alternative options become available in the future that could deliver superior value to our stockholders than the planned separation, such as a whole or partial company sale of NCR, the Board remains open to considering alternative scenarios.

2023 Second Quarter Earnings Conference Call

A conference call is scheduled for today at 4:30 p.m. Eastern Time to discuss the second quarter 2023 results. Access to the conference call and accompanying slides, as well as a replay of the call, are available on NCR's web site at http://investor.ncr.com. Additionally, the live call can be accessed by dialing 888-820-9413 (United States/Canada Toll-free) or 786-460-7169 (International Toll) and entering the participant passcode 9356480.

More information on NCR's second quarter earnings, including additional financial information and analysis, is available on NCR's Investor Relations website at http://investor.ncr.com/

About NCR Corporation

NCR Corporation (NYSE: NCR) is a leader in transforming, connecting and running technology platforms for self-directed banking, stores and restaurants. NCR is headquartered in Atlanta, Georgia, with 35,000 employees globally. NCR is a trademark of NCR Corporation in the United States and other countries.

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Website: <u>www.ncr.com</u> Twitter: @NCRCorporation Facebook: <u>www.facebook.com/ncrcorp</u> LinkedIn: <u>https://www.linkedin.com/company/ncr-corporation</u> YouTube: <u>www.youtube.com/user/ncrcorporation</u>

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Cautionary Statements

This release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the "Act"). Forward-looking statements use words such as "expect," "anticipate," "outlook," "intend," "plan," "confident," "believe," "will," "should," "would," "would," "potential," "positioning," "proposed," "planmed," "objective," "likely," "could," "may," and words of similar meaning, as well as other words or expressions referencing future events, conditions or circumstances. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Act. Statements that describe or relate to NCR's plans, goals, intentions, strategies, or financial outlook, and statements that do not relate to historical or current fact, are examples of forward-looking statements. Examples of forward-looking statements in this release include, without limitation, statements regarding: our expectations of demand for our solutions and execution, and the impact thereof on our financial results in 2023; NCR's focus on advancing our strategic growth initiatives and transforming NCR into a software-led as-a-service company with a higher mix of recurring revenue streams; our expectations of NCR's ability to deliver increased value to customers and stockholders; statements regarding the planned separation of NCR into two separate companies, including, but not limited to, statements regarding the anticipated timing and structure of such planned transaction, the future commercial or financial performance of the commerce company or the ATM company following such planned transaction, value creation and ability to innovate and drive growth generally as a result of such transaction, and the expected capital structure, net debt and pension obligations of the companies at the time of and following the transaction. Forward-looking statements are based on our current beliefs, expectations and assumptions, which may not prove to be accurate, and involve a number of known and unknown risks and uncertainties, many of which are out of NCR's control. Forward looking statements are not guarantees of future performance, and there are a number of important factors that could cause actual outcomes and results to differ materially from the results contemplated by such forward-looking statements, including those factors relating to:

- Strategy and Technology: transforming our business model; development and introduction of new solutions; competition in the technology industry; integration of acquisitions and management of alliance activities; our multinational operations;
- Business Operations: domestic and global economic and credit conditions; risks and uncertainties from the payments-related business and industry; disruptions in our data center hosting and public cloud facilities; retention and attraction of key employees; defects, errors, installation difficulties or development delays; failure of third-party suppliers; a major natural disaster or catastrophic event, including the impact of the coronavirus (COVID-19) pandemic and geopolitical and macroeconomic challenges; environmental exposures from historical and ongoing manufacturing activities; and climate change;
- Data Privacy & Security: impact of data protection, cybersecurity and data privacy including any related issues, including the April 2023 ransomware incident; Finance and Accounting: our level of indebtedness; the terms governing our indebtedness; incurrence of additional debt or similar liabilities or obligations; access or renewal of financing sources; our cash flow sufficiency to service our indebtedness; interest rate risks; the terms governing our trade receivables facility; the impact of certain changes in control relating to acceleration of our indebtedness, our obligations under other financing arrangements, or required repurchase of our senior unsecured notes; any lowering or withdrawal of the ratings assigned to our debt securities by rating agencies; our pension liabilities; and write down of the value of certain significant assets;
- Law and Compliance: allegations or claims by third parties that our products or services infringe on intellectual property rights of others, including claims against our customers and claims by our customers to defend and indemnify them with respect to such claims; protection of our intellectual property; changes to our tax rates and additional income tax liabilities; uncertainties regarding regulations, lawsuits and other related matters; and changes to cryptocurrency regulations;
- Governance: impact of the terms of our Series A Convertible Preferred ("Series A") Stock relating to voting power, share dilution and market price of our common stock; rights, preferences and privileges of Series A stockholders compared to the rights of our common stockholders; and actions or proposals from stockholders that do not align with our business strategies or the interests of our other stockholders;
- Planned Separation: an unexpected failure to complete, or unexpected delays in completing, the necessary actions for the planned separation in the necessary approvals or third party consents to complete these actions; that the potential strategic benefits, synergies or opportunities expected from the separation may not be realized or may take longer to realize than expected; costs of implementation of the separation and any changes to the configuration of businesses included in the separation if implemented; the potential inability to access or reduced access to the capital markets or increased cost of borrowings, including as a result of a credit rating downgrade; the potential adverse reactions to the planned separation by customers, suppliers, strategic partners or key personnel and potential difficulties in maintaining relationships with such persons and risks associated with third party contracts containing consent and/or other provisions that may be triggered by the planned separation and the ability to obtain such consents; the risk that any newly formed entity to house the commerce or ATM business would have no credit rating and may not have access to the capital markets on acceptable terms; unforeseen tax liabilities or changes in tax law; requests or requirements of governmental authorities related to certain existing liabilities; and the ability to obtain or consummate financing or refinancing related to the transaction upon acceptable terms or at all. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those set forth in the forward-looking statements. There can be no guarantee that

the planned separation

will be completed in the expected form or within the expected time frame or at all. Nor can there be any guarantee that the commerce business and ATM business after a separation will be able to realize any of the potential strategic benefits, synergies or opportunities as a result of these actions. Neither can there be any guarantee that stockholders will achieve any particular level of stockholder returns. Nor can there be any guarantee that the planned separation will be commercially successful in the future, or achieve any particular credit rating or financial results. Additional information concerning these and other factors can be found in the Company's filings with the U.S. Securities and Exchange Commission, including the Company's most recent annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. Any forward-looking statement speaks only as of the date on which it is made. The Company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Non-GAAP Financial Measures

Non-GAAP Financial Measures. While NCR reports its results in accordance with Generally Accepted Accounting Principles in the United States, or GAAP, in this release NCR also uses the non-GAAP measures listed and described below.

Non-GAAP Diluted Earnings Per Share (EPS), Gross Margin (non-GAAP), Gross Margin Rate (non-GAAP), Operating Income (non-GAAP), and Net Income from Continuing Operations Attributable to NCR (non-GAAP), sone GAAP diluted EPS, gross margin (non-GAAP), gross margin rate (non-GAAP), operating income (non-GAAP), and net income from continuing operations attributable to NCR (non-GAAP) are determined by excluding, as applicable, pension mark-to-market adjustments, pension curtailments and pension special termination benefits, as well as other special items, including amortization of acquisition related intagibles, stock-based compensation expense, separation-related costs, cyber ransomware incident recovery costs, and transformation and restructuring activities, from NCR's GAAP earnings per share, gross margin rate, expenses, income from continuing operations attributable to NCR, respectively. Due to the non-operational nature of these pension and other special items, NCR's management uses these non-GAAP measures to evaluate year-over-year operating performance. NCR believes these measures are useful for investors because they provide a more complete understanding of NCR's underlying operational performance, as well as consistency and comparability with NCR's past reports of financial results. Prior to 2023, our calculations of these non-GAAP measures did not exclude stock-based compensation expense. We believe that it is useful to exclude stock-based compensation expense. We believe that it is useful to exclude stock-based compensation expense, which is a non-cash expense, which is a non-cash expense, in order to better understand the long-term performance of our core business and to facilitate comparison of our results to those of peer companies over multiple periods. All periods presented have been recast to reflect this new definition.

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA). NCR determines Adjusted EBITDA for a given period based on its GAAP net income from continuing operations attributable to NCR plus interest expense, net; plus income tax expense (benefit); plus depreciation and amortization; plus stock-based compensation expense; plus other income (expense); plus pension mark-to-market adjustments, pension settlements, pension curtailments and pension special termination benefits, and other special items, including amortization of acquisition related intangibles, separation-related costs, cyber ransomware incident recovery costs, and transformation and restructuring charges (which includes integration, severance and other exit and disposal costs), among others. NCR uses Adjusted EBITDA to manage and meetric of its business managers and as a basis for incentive compensation. NCR believes that Adjusted EBITDA provides useful information to investors because it is an indicator of the strength and performance of the Company's ongoing business operations, including its ability to fund discretionary spending such as capital expenditures, strategic acquisitions and other investments.

Adjusted EBITDA margin is calculated based on Adjusted EBITDA as a percentage of total revenue. Adjusted EBITDA margin by segment is calculated based on segment Adjusted EBITDA divided by the related component of revenue.

Special Item Related to Russia The war in Eastern Europe and related sanctions imposed on Russia and related actors by the United States and other jurisdictions required us to commence the orderly wind down of our operations in Russia in the first quarter of 2022. As of June 30, 2023, we have ceased operations in Russia and are in process of dissolving our only subsidiary in Russia. As a result, for the three and six months ended June 30, 2022, our non-GAAP presentation of the measures described above exclude the immaterial impact of our operating results in Russia, as well as the impact of impairments taken to write down the carrying value of assets and liabilities, severance charges, and the assessment of collectability on revenue recognition. No charges have been recognized for the three and six months ended June 30, 2023. We consider this to be a non-recurring special item and management has reviewed the results of its business segments excluding these impacts.

Adjusted Free Cash Flow-Unrestricted. NCR defines "Adjusted free cash flow-unrestricted" as net cash provided by (used in) operating activities less capital expenditures for property, plant and equipment, less additions to capitalized software, plus/minus the change in restricted cash settlement activity, plus acquisition-related items, plus/minus net reductions or reinvestments in the trade receivables facility established in the third quarter of 2021 due to fluctuations in the outstanding balance of receivables sold, and plus pension contributions and pension settlements. Restricted cash settlement activity represents the net change in amounts collected on behalf of, but not yet remitted to, certain of the Company's merchant customers or third-party service providers that

are pledged for a particular use or restricted to support these obligations. These amounts can fluctuate significantly from period to period based on the number of days for which settlement to the merchant has not yet occurred or day of the week on which a reporting period ends. NCR's management uses Adjusted free cash flow-unrestricted to assess the financial performance of the Company and believes it is useful for investors because it relates the operating cash flow of the Company to the capital that is spent to continue and improve business operations. In particular, Adjusted free cash flow-unrestricted indicates the amount of cash generated after these adjustments, which can be used for, among other things, investment in the Company's existing businesses, strategic acquisitions, strengthening the Company's balance sheet, repurchase of Company stock and repayment of the Company's debt obligations. Adjusted free cash flow-unrestricted does not have uniform definitions under GAAP and, therefore, NCR's definitions may differ from other companies' definitions of these measures.

Constant Currency. NCR presents certain financial measures, such as period-over-period revenue growth, on a constant currency basis, which excludes the effects of foreign currency translation by translating prior period results at current period monthly average exchange rates. Due to the overall variability of foreign exchange rates from period to period, NCR's management uses constant currency measures to evaluate period-over-period operating performance on a more consistent and comparable basis. NCR's management believes that presentation of financial measures without this result may contribute to an understanding of the Company's period-over-period operating performance and provides additional insight into historical and/or future performance, which may be helpful for investors.

NCR's definitions and calculations of these non-GAAP measures may differ from similarly-titled measures reported by other companies and cannot, therefore, be compared with similarly-titled measures of other companies. These non-GAAP measures should not be considered as substitutes for, or superior to, results determined in accordance with GAAP.

Use of Certain Terms

Recurring revenue includes all revenue streams from contracts where there is a predictable revenue pattern that will occur at regular intervals with a relatively high degree of certainty. This includes hardware and software maintenance revenue, cloud revenue, payment processing revenue, interchange and network revenue, Bitcoin-related revenue, and certain professional services arrangements, as well as term-based software license arrangements that include customer termination rights.

Reconciliation of Gross Margin (GAAP) to Gross Margin (Non-GAAP)

\$ in millions	(Q2 2023	Q2 2022
Gross Margin (GAAP)	\$	538 \$	471
Transformation and restructuring costs		1	16
Stock-based compensation expense		4	4
Acquisition-related amortization of intangibles		27	27
Cyber ransomware incident recovery costs		6	—
Acquisition-related costs		—	1
Russia		—	(4)
Gross Margin (Non-GAAP)	\$	576 \$	515

Reconciliation of Gross Margin Rate (GAAP) to Gross Margin Rate (Non-GAAP)

	Q2 2023	Q2 2022
Gross Margin Rate (GAAP)	27.1 %	23.6 %
Transformation and restructuring costs	0.1 %	0.8 %
Stock-based compensation expense	0.2 %	0.2 %
Acquisition-related amortization of intangibles	1.4 %	1.4 %
Cyber ransomware incident recovery costs	0.2 %	— %
Acquisition-related costs	— %	0.1 %
Russia	— %	(0.2) %
Gross Margin Rate (Non-GAAP)	29.0 %	25.9 %

Reconciliation of Income from Operations (GAAP) to Operating Income (Non-GAAP)

\$ in millions	Q2 2023	Q2 2022
Income (Loss) from Operations (GAAP)	\$ 148	\$ 103
Transformation and restructuring costs	6	49
Stock-based compensation expense	36	35
Acquisition-related amortization of intangibles	43	45
Acquisition-related costs	1	3
Separation costs	52	—
Cyber ransomware incident recovery costs	11	—
Russia		(2)
Operating Income (Non-GAAP)	\$ 297	\$ 233

Reconciliation of Net Income from Continuing Operations Attributable to NCR (GAAP) to Adjusted Earnings Before Interest, Depreciation, Taxes and Amortization (Adjusted EBITDA)

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\$ in millions		Q2 2023	Q2 2022
Net Income (Loss) from Continuing Operations Attributable to NCR (GAAP)	\$	20	\$ 35
Transformation and restructuring costs		(1)	49
Acquisition-related amortization of intangibles		43	45
Acquisition-related costs		1	3
Separation costs		52	_
Cyber ransomware incident recovery costs		11	_
Depreciation and amortization (excluding acquisition-related amortization of intangibles)		109	104
Interest expense		91	67
Interest income		(3)	(2)
Income tax expense (benefit)		30	_
Stock-based compensation expense		36	35
Russia		—	3
Adjusted EBITDA (Non-GAAP)	\$	389	\$ 339
	-		

Reconciliation of Diluted Earnings Per Share from Continuing Operations (GAAP) to Non-GAAP Diluted Earnings Per Share from Continuing Operations (Non-GAAP)

	Q2 2023		Q2 2022
Diluted Earnings Per Share from Continuing Operations (GAAP) ⁽¹⁾	\$	0.11 \$	0.22
Transformation and restructuring costs		(0.01)	0.25
Stock-based compensation expense		0.21	0.21
Acquisition-related amortization of intangibles		0.23	0.21
Acquisition-related costs		0.01	0.01
Separation costs		0.30	_
Cyber ransomware incident recovery costs		0.06	_
Russia		—	_
Diluted Earnings Per Share from Continuing Operations (Non-GAAP) ⁽¹⁾	\$	0.94 \$	0.91

(1) Non-GAAP diluted EPS is determined using the conversion of the Series A Convertible Preferred Stock into common stock in the calculation of weighted average diluted shares outstanding, GAAP EPS is determined using the most dilutive measure, either including the impact of dividends or deemed dividends on the Company's Series A Convertible Preferred Stock in the calculation of net income or loss available to common stockholders or including the impact of the conversion of the Series A Convertible Preferred Stock in the calculation of net income or loss available to common stockholders or including the impact of the conversion of the Series A Convertible Preferred Stock into common stock in the calculation of net income or loss available to common stock in the calculation of the weighted average diluted shares outstanding. Therefore, GAAP diluted EPS and non-GAAP diluted EPS may not mathematically reconcile.

Reconciliation of Net Cash Provided by Operating Activities (GAAP) to Adjusted Free Cash Flow-Unrestricted (Non-GAAP)

\$ in millions	Q	2 2023	Q2 2022
Net cash provided by (used in) operating activities	\$	227 \$	80
Total capital expenditures		(121)	(94)
Change in trade receivables facility		43	—
Restricted cash settlement activity		1	9
Pension contributions		4	5
Adjusted free cash flow-unrestricted (Non-GAAP)	\$	154 \$	_

Reconciliation of As Reported Growth % (GAAP) to Growth Constant Currency % (Non-GAAP)

	Th	ree months ended June 30, 202	3	Six months ended June 30, 2023			
\$ in millions	As Reported Growth %	Favorable (Unfavorable) FX Impact	Growth % Constant Currency (non- GAAP)	As Reported Growth %	Favorable (Unfavorable) FX Impact	Growth % Constant Currency (non-GAAP)	
Revenue by segment							
Retail	2 %	(1)%	3 %	2 %	(2)%	4 %	
Hospitality	(1)%	— %	(1)%	2 %	— %	2 %	
Digital Banking	7 %	— %	7 %	3 %	— %	3 %	
Payments & Network	— %	(1)%	1 %	4 %	(1)%	5 %	
Self-Service Banking	(3)%	(2)%	(1)%	(1)%	(2)%	1 %	
Other	(11)%	— %	(11)%	(16)%	(1)%	(15)%	
Eliminations	8 %	— %	8 %	15 %	— %	15 %	
Total revenue	(1)%	(1)%	— %	— %	(2)%	2 %	
Recurring Revenue	4 %	(1)%	5 %	4 %	(2)%	6 %	
Adjusted EBITDA	15 %	(2)%	17 %	13 %	(5)%	18 %	

NCR CORPORATION CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) (in millions, except per share amounts)

		For the Periods Ended June 30					
		Three Months			Six Months		
		2023	2022		2023	2022	
Revenue							
Product	\$		\$ 614	\$	1,097 \$		
Service		1,410	1,383		2,780	2,733	
Total Revenue		1,986	1,997		3,877	3,863	
Cost of products		478	544		934	1,036	
Cost of services		970	982		1,939	1,945	
Total gross margin		538	471		1,004	882	
% of Revenue		27.1 %	23.6 %		25.9 %	22.8 %	
Selling, general and administrative expenses		333	309		625	622	
Research and development expenses		57	59		121	124	
Income (loss) from operations		148	103		258	136	
% of Revenue		7.5 %	5.2 %		6.7 %	3.5 %	
Interest expense		(91)	(67)		(174)	(130)	
Other income (expense), net		(8)	1		(11)	10	
Total interest and other expense, net		(99)	(66)		(185)	(120)	
Income (loss) from continuing operations before income taxes		49	37		73	16	
% of Revenue		2.5 %	1.9 %		1.9 %	0.4 %	
Income tax expense (benefit)		30			44	13	
Income (loss) from continuing operations		19	37		29	3	
Income (loss) from discontinued operations, net of tax		(1)	6		(1)	5	
Net income (loss)		18	43		28	8	
Net income (loss) attributable to noncontrolling interests	-	(1)	2	-		1	
Net income (loss) attributable to NCR	\$	19	\$ 41	\$	28 \$	5 7	
Amounts attributable to NCR common stockholders:							
Income (loss) from continuing operations	\$	20		\$	29 \$		
Dividends on convertible preferred stock		(4)	(4)		(8)	(8)	
Income (loss) from continuing operations attributable to NCR common stockholders		16	31		21	(6)	
Income (loss) from discontinued operations, net of tax		(1)	6		(1)	5	
Net income (loss) attributable to NCR common stockholders	\$	15	\$ 37	\$	20 \$	6 (1)	
Income (loss) per share attributable to NCR common stockholders:							
Income (loss) per common share from continuing operations							
Basic	\$	0.11	\$ 0.23	\$	0.15 \$	6 (0.04)	
Diluted ⁽¹⁾	\$	0.11	\$ 0.22	\$	0.15 \$	6 (0.04)	
Net income (loss) per common share							
Basic	\$	0.11	\$ 0.27	\$	0.14 \$	6 (0.01)	
Diluted ⁽¹⁾	5	0.11	\$ 0.26	\$	0.14 \$	6 (0.01)	
Weighted average common shares outstanding	φ		- 0.20			(0.01)	
Basic		140.4	136.6		140.0	136.2	
Diluted ⁽¹⁾		140.4	140.8		140.0	136.2	

⁽¹⁾ Diluted EPS is determined using the most dilutive measure, either including the impact of the dividends and deemed dividends on NCR's Series A Convertible Preferred Shares in the calculation of net income or loss per common share from continuing operations and net income or loss per common share or including the impact of the conversion of such preferred stock into common stock in the calculation of the weighted average diluted shares outstanding.

NCR CORPORATION REVENUE AND ADJUSTED EBITDA SUMMARY (Unaudited) (in millions)

For the Periods Ended June 30 Three Months Six Months % Change Constant Currency % Change Constant Currency 2023 2022 % Change 2023 2022 % Change Revenue by segment \$ \$ 562 2% 1.128 \$ 1 108 2% 4% Retail 576 3% \$ Hospitality 235 238 (1)% (1)% 458 2% 2% 449 Digital Banking 3% 3% 140 131 7% —% 276 267 7% Payments & Network 333 332 1% 656 631 4% 5% Self-Service Banking 661 679 (3)% (1)% 1,274 1,290 (1)% 1% Other (1) 61 (11)% (11)% 129 (15)% 54 108 (16)% Eliminations 15% (13) (12) 8% (23) (20) 15% 8% Other adjustment (2) n/m n/m 6 n/m 9 n/m \$ 1,986 \$ 1,997 \$ 3,877 \$ 3,863 Total revenue (1)% --% --% 2% Adjusted EBITDA by segment 123 104 18% 171 29% Retail \$ \$ \$ 220 \$ Retail Adjusted EBITDA margin % 21.4% 18.5% 19.5% 15.4% Hospitality 60 46 30% 113 87 30% Hospitality Adjusted EBITDA margin % 25.5% 19.3% 24.7% 19.4% Digital Banking Adjusted EBITDA margin % (5)% (9)% 56 102 112 53 42.7% 37.0% 41.9% 37.9% Payments & Network 99 97 2% 182 195 (7)% Payments & Network Adjusted EBITDA margin % 29.7% 29.2% 27.7% 30.9% Self-Service Banking 142 19% 254 21% 169 307 Self-Service Banking Adjusted EBITDA margin % Eliminations 25.6% 20.9% 24.1% 19.7% 13% 21% (8) (14)(9) (17) Corporate and Other (3) (106) 8% (216) (195)(98) 11% Total Adjusted EBITDA \$ 389 339 15% 17% \$ 691 610 13% 18% Total Adjusted EBITDA margin % 19.6% 17.0% 17.8% 15.8%

⁽¹⁾ Other revenue represents certain other immaterial business operations that do not represent a reportable segment.
⁽²⁾ Other adjustment reflects the revenue attributable to the Company's operations in Russia for the three and six months ended June 30, 2022 that were excluded from management's measure of revenue due to our previous announcement to suspend sales to Russia and orderly wind down of our operations in Russia beginning in the first quarter of 2022. Refer to the section entited "Non-GAAP Financial Measures" for additional information.
⁽³⁾ Corporate and Other includes income and expenses related to corporate functions that are not specifically attributable to an individual reportable segment along with any immaterial operating segment(s).

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Schedule B

NCR CORPORATION CONSOLIDATED BALANCE SHEETS (Unaudited) (in millions, except per share amounts)

(in millions, except per share amounts)				
	Ju	ne 30, 2023	Deceml	oer 31, 2022
Assets				
Current assets				
Cash and cash equivalents	\$	547	\$	505
Accounts receivable, net of allowances of \$42 and \$34 as of June 30, 2023 and December 31, 2022, respectively		986		1,083
Inventories		709		772
Restricted cash		254		228
Prepaid and other current assets		458		494
Total current assets		2,954		3,082
Property, plant and equipment, net		677		663
Goodwill		4,544		4,540
Intangibles, net		1,064		1,145
Operating lease assets		353		371
Prepaid pension cost		222		212
Deferred income taxes		589		598
Other assets		876		896
Total assets	\$	11,279	\$	11,507
Liabilities and stockholders' equity				
Current liabilities				
Short-term borrowings	\$	105	S	104
Accounts payable		832		942
Payroll and benefits liabilities		208		207
Contract liabilities		560		537
Settlement liabilities		263		250
Other current liabilities		689		673
Total current liabilities		2,657		2,713
Long-term debt	-	5,316		5,561
Pension and indemnity plan liabilities		617		614
Postretirement and postemployment benefits liabilities		92		91
Income tax accruals		98		97
Operating lease liabilities		336		353
Other liabilities		334		324
		9,450		9,753
Series A convertible preferred stock: par value \$0.01 per share, 3.0 shares authorized, 0.3 issued and outstanding as of June 30, 2023 and December 31, 2022, respectively; redemption amount and liquidation preference of \$276 as of June 30, 2023 and December 31, 2022, respectively		275		275
Stockholders' equity				
NCR stockholders' equity:				
Preferred stock: par value \$0.01 per share, 100.0 shares authorized, no shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively		_		_
Common stock: par value \$0.01 per share, 500.0 shares authorized, 140.4 and 138.0 shares issued and outstanding as of June 30, 2023 and December 31, 2022,				
respectively respectively		1		1
Paid-in capital		770		704
Retained earnings		1,095		1,075
Accumulated other comprehensive loss		(311)		(300)
Total NCR stockholders' equity		1,555		1,480
Noncontrolling interests in subsidiaries		(1)		(1)
Total stockholders' equity		1,554		1,479
Total liabilities and sockholders' equity	\$	11,279	\$	11,507

NCR CORPORATION CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) (in millions)

2023 \$	Three 1 18 1 155	Months \$	2022 43	\$	2023	Ionths	2022
	18	\$	<u> </u>	\$			2022
\$	1	\$	43	\$			
\$	1	\$	43	3			
					28	\$	8
			1.00				
	155		(6)		1		(5)
			152		306		299
	36		35		68		69
	10		2		16		6
	1		-		1		-
			—				2
	(5)		-		(8)		-
							(209)
							(202)
							58
	(70)						34
	(8)		14				6
	120		(5)		122		52
\$	227	\$	80	\$	544	\$	118
\$	(51)	\$	(17)	\$	(70)	\$	(32)
	8		3		8		3
	(70)		(77)		(134)		(142)
	_		_		(6)		(1)
	5		_		8		_
	_		_		_		(5)
\$	(108)	\$	(91)	S	(194)	\$	(177)
*	(200)	-	(0-)	<u> </u>	()	<u> </u>	(2)
\$	_	s	_	s	_	s	2
Ŷ		Ψ		Ψ		Ψ	(4)
							(599)
							637
			525				
			(4)				(8)
							(0)
							(36)
							(30)
							(3)
	(4)				(9)		(8)
-		-		-		-	
\$	(91)	\$	(8)	\$	(266)	\$	(7)
							(19)
\$		\$		\$		\$	(85)
	780				740		749
\$	810	\$	664	\$	810	\$	664
	<u>s</u> <u>s</u> <u>s</u>	$(1) \\ (5) \\ 28 \\ 66 \\ (124) \\ (70) \\ (8) \\ 120 \\ \hline (5 \\ 227 \\ (5 \\ (51) \\ 8 \\ (70) \\ - \\ (70) \\ - \\ 5 \\ (70) \\ - \\ (70)$	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$	(1) − (5) − 28 (80) 66 (125) (124) 121 (70) (71) (8) 14 120 (5) \$ 227 \$ 80 \$ (51) \$ (70) - − 5 − 5 − 5 − 5 − 5 − 5 − 5 − 5 − 6 (108) \$ − 6 (24) (27) − 4(4) (4) 4 325 (2) − − − (4) (4) 68 8 8 8 760 5	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$	$\begin{array}{c c c c c c c c } (1) & & 1 \\ (5) & & (8) \\ \hline & & & & & & & & & & & & & & & & & &$	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$

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Schedule D

Q2 2023 EARNINGS CONFERENCE CALL

MICHAEL HAYFORD, CEO OWEN SULLIVAN, PRESIDENT & COO TIM OLIVER, CFO (CEO DESIGNATE NCR ATLEOS) DAVID WILKINSON, PRESIDENT NCR COMMERCE (CEO DESIGNATE NCR VOYIX)

August 2, 2023



NOTES TO INVESTORS

FORWARD-LOOKING STATEMENTS. Comments made during this conference call and in these materials contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the "Act"). Forward-looking statements use words such as "expect," "anticipate," "outlook," "intend," "plain," "confident," "believe," "will," "should," "would," "potential," "positioning," "proposed," "planned," "objective," "likely," "could," "may," and words of similar meaning, as well as other words or expressions referencing future events, conditions or circumstances. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Act. Statements that describe or relate to NCR's plans, goals, intentions, strategies, or financial outlook, and statements that do not relate to historical or current fact, are examples of forward-looking statements. Examples of forward-looking statements in these materials include, without limitation, statements regarding: NCR's expectations of demands for our solutions and execution, and the impact thereof on our financial results in 2023; NCR's focus on advancing our strategic growth initiatives and transforming NCR into a software-led as-a-service company with a higher mix of recurring revenue streams; our expectations of NCR's ability to deliver increased value to customers and astockholders; various macroeconomic challenges that may impact our financial performance in 2023; our expectations and statements regarding the planned separation of NCR into two separate companies, including, but not limited to, statements regarding the planned separation of NCR's ability to deliver increased value to customers and asburt performance of the companies at the time of and following the transaction, ne future consmercial or financial performance of t



NOTES TO INVESTORS

NON-GAAP MEASURES. While NCR reports its results in accordance with generally accepted accounting principles in the United States, or GAAP, comments made during this conference call and in these materials will include or make reference to certain "non-GAAP" measures, including: selected measures, such as period-over-period revenue growth; gross margin rate (non-GAAP); diluted earnings per share (non-GAAP); Adjusted free cash flow-unrestricted; gross margin (non-GAAP); net debt; adjusted EBITDA, adjusted EBITDA growth; adjusted EBITDA margin; the ratio of net debt to adjusted EBITDA; operating income (non-GAAP); interest and other expense (non-GAAP); income tax expense (non-GAAP); effective income tax rate (non-GAAP); net income (non-GAAP); and measurements in constant currency. These measures are included to provide additional useful information regarding NCR's financial results, and are not a substitute for their comparable GAAP measures. Explanations of these non-GAAP measures, and reconciliations of these non-GAAP measures to their directly comparable GAAP measures, are included in the accompanying "Supplementary Materials" and are available on the Investor Relations page of NCR's website at www.ncr.com. Descriptions of many of these non-GAAP measures are also included in NCR's SEC reports.

USE OF CERTAIN TERMS. As used in these materials:

- (i) the term "recurring revenue" includes all revenue streams from contracts where there is a predictable revenue pattern that will occur at regular intervals with a relatively high degree of certainty. This includes hardware and software maintenance revenue, cloud revenue, payment processing revenue, interchange and network revenue, Bitcoin-related revenue, and certain professional services arrangements, as well as term-based software license arrangements that include customer termination rights.
- (ii) the term "annual recurring revenue" or "ARR" is recurring revenue, excluding software license sold as a subscription, for the last three months times four, plus the rolling four quarters for term-based software license arrangements that include customer termination rights.
- (iii) the term "CC" means constant currency.

(iv) the term "LTM" means last twelve months.





COMBINED SEGMENTS. Combined segment information is provided for illustrative purposes only and is not representative of actual post-separation performance and does not purport to represent what NCR's (RemainCo) or NCR ATMCo's (SpinCo) financial position and results of operations actually would have been had they operated as independent companies during the periods presented. Importantly, this information reflects an allocation of expenses related to certain NCR corporate functions and other shared functions which may not be indicative of the actual expense that would have been incurred had the companies operated as independent companies during the periods presented, nor are they indicative of future expenses. The revenue and Adjusted EBITDA of corporate and other immaterial operating segments are not included in the combined segments. The ultimate financial performance and results of operations for NCR (RemainCo) and NCR ATMCo (SpinCo) will differ based on certain items which are not reflected in the information presented, including the final perimeter of the transaction, carve-out assumptions, final capital structure, required corporate expenses and other allocations, and such items may be material and result in material differences to financial performance and results of operations. These combined segment results should not be considered guidance or promises of future performance. There can be no guarantee that NCR (RemainCo) or NCR'ATMCo (SpinCo) will achieve results similar to those presented here. Reconciliations of the combined segment information to NCR's reportable segments and consolidated results are included in the accompanying "Supplementary Materials". Such reconciliations include the unallocated revenue and Adjusted EBITDA related to corporate and other immaterial operating segments that are not included in the combined segments.

These presentation materials and the associated remarks made during this conference call are integrally related and are intended to be presented and understood together.



Strong second quarter results

On track to separate NCR into two public companies

Recurring revenue up 5% CC Y/Y

Adjusted EBITDA growth of 17% CC Y/Y

Adjusted EBITDA margin expansion 260 bps

Adjusted free cash flow-unrestricted of \$154 million



STRATEGIC BUSINESS UPDATE

Strong execution advancing strategic growth initiatives

Retail - Momentum in NCR EmeraldTM

Hospitality - Continue growth in Aloha[™]

Digital Banking – Winning in the market

Payments - Strong growth across Merchant acquiring and Allpoint[™] networks

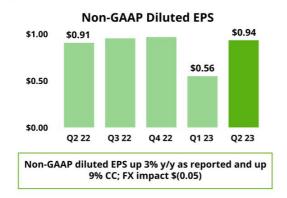
Self-Service Banking - Acceleration in ATMaaS

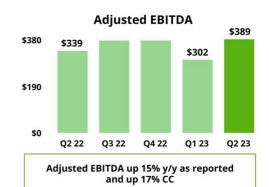
Q2 2023 FINANCIAL RESULTS

\$ in millions, except for EPS

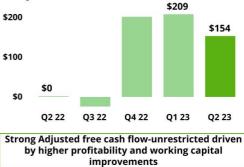


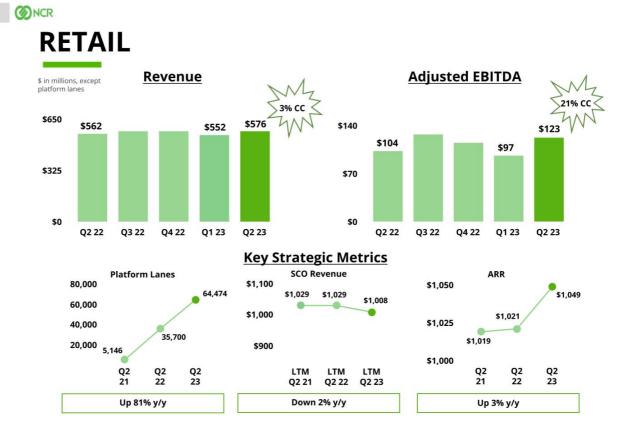
Revenue down 1% y/y as reported and flat CC; Recurring revenue up 4% y/y as reported and up 5% CC

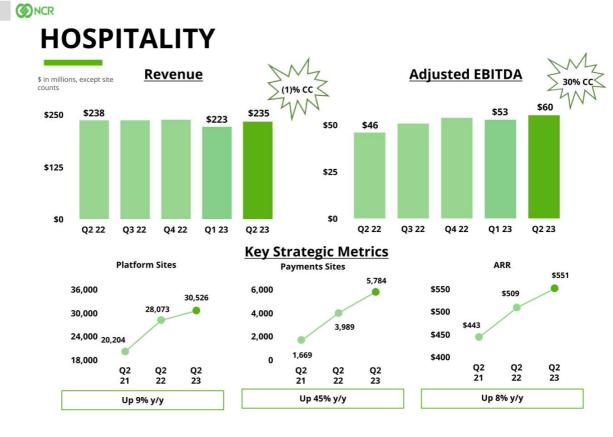


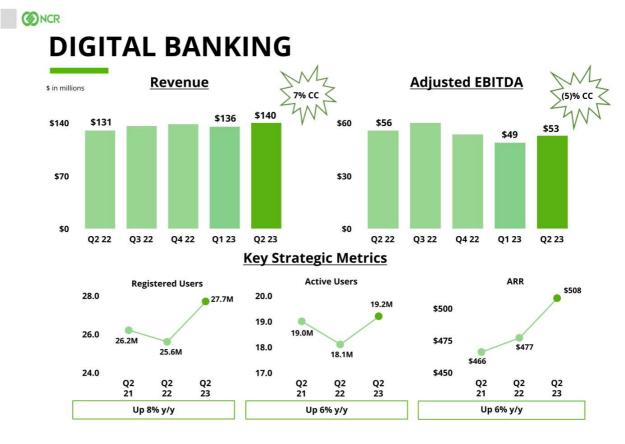


Adjusted Free Cash Flow-Unrestricted









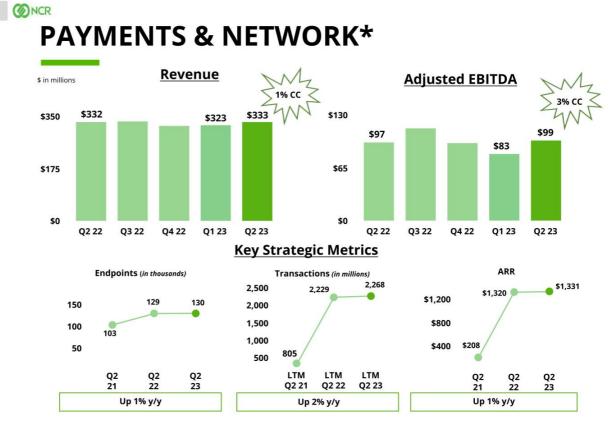
ONCR

Combined Segments: NCR (RemainCo)⁽¹⁾

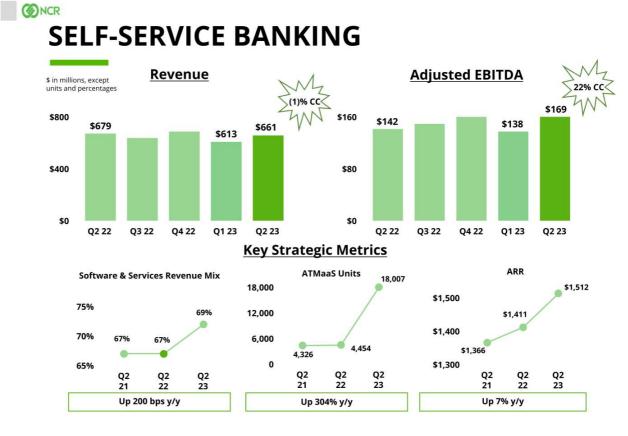
Retail, Hospitality, Digital Banking



⁽¹⁾ This combined segment information is provided for illustrative purposes only and does not represent what NCR's (RemainCo) or NCR ATMCo's (SpinCo) financial position and results of operations actually would have been had they operated as independent companies. The combined segment information is the sum of the segments as reported. The revenue and Adjusted EBITDA of corporate and other immaterial operating segments are not included in this presentation. Refer to the slides "Notes to Investors" for additional information on this presentation of combined segments.



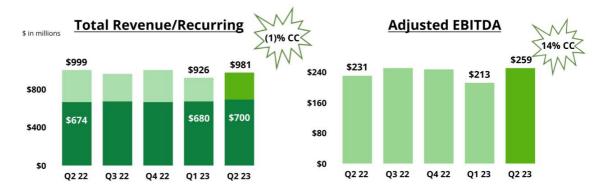
* Fiscal 2021 includes the results of Cardtronics plc from the date of acquisition, June 21, 2021.



ONCR

Combined Segments: NCR ATMCo (SpinCo)⁽¹⁾

Payments & Network, Self-Service Banking, less Eliminations



⁽¹⁾ This combined segment information is provided for illustrative purposes only and does not represent what NCR's (RemainCo) or NCR ATMCo's (SpinCo) financial position and results of operations actually would have been had they operated as independent companies. The combined segment information is the sum of the segments as reported. The revenue and Adjusted EBITDA of corporate and other immaterial operating segments are not included in this presentation. Refer to the slides "Notes to Investors" for additional information on this presentation of combined segments.

Adjusted Free Cash Flow-Unrestricted, Net Debt & EBITDA

\$ in millions

Adjusted Free Cash Flow-Unrestricted	Q2 2023	Q2 2022
Cash provided by operating activities	\$227	\$80
Less: Total capital expenditures	(121)	(94)
Plus: Change in trade receivables facility	43	_
Plus: Restricted cash settlement activity	1	9
Plus: Pension contributions	4	5
Adjusted Free Cash Flow-Unrestricted	\$154	\$—

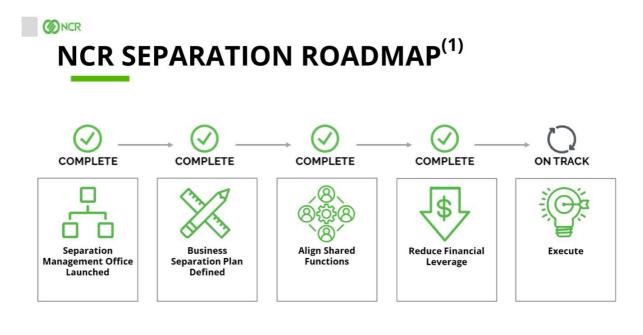
Net Debt & EBITDA	Q2 2023	Q2 2022
Debt	\$5,421	\$5,605
Cash	\$(547)	\$(398)
Net Debt	\$4,874	\$5,207
Adjusted EBITDA LTM	\$1,451	\$1,315
Net Debt / Adjusted EBITDA	3.4x	4.0x

2023 GUIDANCE

In millions, except per share amounts

Guidance ⁽¹⁾	FY 2023		
Revenue	\$7,800 - \$8,000		
Adjusted EBITDA	\$1,450 - \$1,550		
Non-GAAP Diluted EPS	\$3.30 - \$3.50		
Adjusted Free Cash Flow-Unrestricted	\$400 - \$500		

⁽¹⁾ With respect to our Adjusted EBITDA, Adjusted free cash flow-unrestricted and non-GAAP diluted earnings per share guidance, we do not provide a reconciliation of the respective GAAP measures because we are not able to predict with reasonable certainty the reconciling items that may affect the GAAP net income from continuing operations, GAAP cash flow from operating activities and GAAP diluted earnings per share from continuing operations without unreasonable effort. The reconciling items are primarily the future impact of special tax items, capital structure transactions, restructuring, pension mark-to-market transactions, acquisitions or divestitures, or other events. These reconciling items are uncertain, depend on various factors and could significantly impact, either individually or in the aggregate, the GAAP measures. Refer to the slides "Notes to Investors" and "Non-GAAP Measures" for additional information regarding our use of non-GAAP financial measures.



On track to complete separation activities in the fourth quarter of 2023

⁽¹⁾ There can be no guarantee that the planned separation will be completed in the expected form or within the expected time frame or at all. Nor can there be any guarantee that the commerce business and ATM business after a separation will be able to realize any of the potential strategic benefits, synergies or opportunities as a result of these actions. Neither can there be any guarantee that shareholders will achieve any particular level of shareholder returns. Nor can there be any guarantee that the planned separation will enhance value for shareholders, or that NCR or any of its divisions, or separate NCR (RemainCo) and NCR ATMCo (SpinCo) business, will be commercially successful in the future, or achieve any particular credit rating or financial results.



LOOKING FORWARD

On track to separate NCR into two public companies

Unlock shareholder value

Strategic transformation to a software-led as-a-service company

Sequential quarterly operational and financial improvement

Virtual Debt & Equity Investor Day scheduled for September 5, 2023

SUPPLEMENTARY MATERIALS



\$ in millions, except per share amounts

	Q2 2023	Q2 2022	% Change
Revenue	\$1,986	\$1,997	(1)%
Gross Margin	538	471	14%
Gross Margin Rate	27.1%	23.6%	
Operating Expenses	390	368	6%
% of Revenue	19.6%	18.4%	
Operating Income	148	103	44%
% of Revenue	7.5%	5.2%	
Interest and other expense, net	(99)	(66)	50%
Income Tax Expense (Benefit)	30	-	
Effective Income Tax Rate	61.2%	-%	
Net Income (Loss) from Continuing Operations (attributable to NCR)	\$20	\$35	(43)%
Diluted EPS from Continuing Operations	\$0.11	\$0.22	(50)%

Q2 2023 OPERATIONAL RESULTS

\$ in millions, except per share amounts

	Q2 2023	Q2 2022	% Change as Reported	% Change Adjusted Constant Currency
Revenue (non-GAAP)	\$1,986	\$1,991	-%	1%
Gross Margin (non-GAAP)	576	515	12%	14%
Gross Margin Rate (non-GAAP)	29.0%	25.9%		
Operating Expenses (non-GAAP)	279	282	(1)%	-%
% of Revenue	14.0%	14.2%		
Operating Income (non-GAAP)	297	233	27%	30%
% of Revenue	15.0%	11.7%		
Interest and other expense (non-GAAP)	(106)	(61)	74%	74%
Income Tax Expense (non-GAAP)	50	33	52%	52%
Effective Income Tax Rate (non-GAAP)	26.2%	19.2%		
Net Income (Loss) From Continuing Operations (attributable to NCR) (non-GAAP)	\$142	\$137	4%	8%
Diluted EPS (non-GAAP)	\$0.94	\$0.91	3%	9%

NON-GAAP MEASURES

While NCR reports its results in accordance with generally accepted accounting principles (GAAP) in the United States, comments made during this conference call and in these materials will include non-GAAP measures. These measures are included to provide additional useful information regarding NCR's financial results, and are not a substitute for their comparable GAAP measures. There can be no assurance that either NCR (RemainCo) or NCR ATMCo (SpinCo) will utilize the non-GAAP metrics herein, that they will not use different metrics, or that they will define such metrics differently than as presented herein.

Non-GAAP Diluted Earnings Per Share (EPS), Gross Margin (non-GAAP), Gross Margin Rate (non-GAAP), Operating Expenses (non-GAAP), Operating Income (non-GAAP), Operating Rate (non-GAAP), Interest and Other (Expense) (non-GAAP), Income Tax Expense (non-GAAP), Effective Income Tax Rate (non-GAAP), and Net Income from Continuing Operations Attributable to NCR (non-GAAP). NCR's non-GAAP, diluted EPS, gross margin (non-GAAP), gross margin rate (non-GAAP), operating expenses (non-GAAP), operating income (non-GAAP), operating margin rate (non-GAAP), interest and other (expense) (non-GAAP), income tax expense (non-GAAP), effective income tax rate (non-GAAP), and net income from continuing operations attributable to NCR (non-GAAP) are determined by excluding, as applicable, pension mark-to-market adjustments, pension settlements, pension curtailments and pension special termination benefits, as well as other special items, including amortization of acquisition related intangibles, stock-based compensation expense, separation-related costs, cyber ransomware incident recovery costs, and transformation and restructuring activities, from NCR's GAAP earnings per share, gross margin, gross margin rate, expenses, income from operations, operating margin rate, interest and other income (expense), income tax expense, effective income tax rate and net income from continuing operations attributable to NCR, respectively. Due to the non-operational nature of these pension and other special items, NCR's management uses these non-GAAP measures to evaluate year-over-year operating performance. NCR believes these measures are useful for investors because they provide a more complete understanding of NCR's underlying operation al performance, as well as consistency and comparability with NCR's past reports of financial results. Prior to 2023, our calculations of these non-GAAP measures did not exclude stock-based compensation expense. We believe that it is useful to exclude stock-based compensation expense. We believe that it is useful to

Adjusted Free Cash Flow-Unrestricted. NCR defines "Adjusted free cash flow-unrestricted" as net cash provided by (used in) operating activities less capital expenditures for property, plant and equipment, less additions to capitalized software, plus/minus the change in restricted cash settlement activity, plus acquisition related items, plus/minus net reductions or reinvestments in the trade receivables facility established in the third quarter of 2021 due to fluctuations in the outstanding balance of receivables sold, and plus pension contributions and pension settlements. Restricted cash settlement activity represents the net change in amounts collected on behalf of, but not yet remitted to, certain of the Company's merchant customers or third-party service providers that are pledged for a particular use or restricted to support these obligations. These amounts can fluctuate significantly period to period based on the number of days for which settlement to the merchant has not yet occurred or day of the week on which a reporting period ends. NCR's management uses Adjusted free cash flow-unrestricted to assess the financial performance of the Company on the capital that is spent to continue and improve business operations. In particular, Adjusted free cash flow-unrestricted indicates the amount of cash generated after capital expenditures, which can be used for, among other things, investment in the Company's debt obligations. Adjusted free cash flow-unrestricted does not represent the residual cash flow available for discretionary expenditures since there may be other non-discretionary expenditures does not represent the residual cash flow available for discretionary expenditures since there may be other non-discretionary expenditures does not represent the residual cash flow available for discretionary expenditures since there may be other non-discretionary expenditures does not represent the residual cash flow available for discretionary expenditures since there may be other non-discretionary expenditures t



Net Debt and Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA). NCR determines Net Debt based on its total debt less cash and cash equivalents, with total debt being defined as total short-term borrowings plus total long-term debt. NCR believes that Net Debt provides useful information to investors because NCR's management reviews Net Debt as part of its management of overall liquidity, financial flexibility, capital structure and leverage. In addition, certain debt rating agencies, creditors and credit analysts monitor NCR's Net Debt as part of their assessments of NCR's business.

NCR determines Adjusted EBITDA for a given period based on its GAAP net income from continuing operations attributable to NCR plus interest expense, net; plus income tax expense (benefit); plus depreciation and amortization; plus stock-based compensation expense; plus other income (expense); plus pension mark-to-market adjustments, pension settlements, pension curtailments and pension special termination benefits and other special items, including amortization of acquisition related intangibles, separation-related costs, cyber ransomware incident recovery costs, and transformation and restructuring charges (which includes integration, severance and other exit and disposal costs), among others. NCR uses Adjusted EBITDA to manage and measure the performance of its business segments. NCR also uses Adjusted EBITDA to investors because it is an indicator of the strength and performance of the Company's ongoing business operations, including its ability to fund discretionary spending such as capital expenditures, strategic acquisitions and other investments.

Adjusted EBITDA margin is calculated based on Adjusted EBITDA as a percentage of total revenue.

NCR believes that its ratio of Net Debt to Adjusted EBITDA provides useful information to investors because it is an indicator of the Company's ability to meet its future financial obligations. In addition, the Net Debt to Adjusted EBITDA ratio is a measure frequently used by investors and credit rating agencies. The Net Debt to Adjusted EBITDA ratio is calculated by dividing Net Debt by trailing twelve-month Adjusted EBITDA.

Special Item Related to Russia The war in Eastern Europe and related sanctions imposed on Russia and related actors by the United States and other jurisdictions required us to commence the orderly wind down of our operations in Russia in the first quarter of 2022. As of June 30, 2023, we have ceased operations in Russia and are in process of dissolving our only subsidiary in Russia. As a result, for the three and six months ended June 30, 2022, our non-GAAP presentation of the measures described above exclude the immaterial impact of our operating results in Russia, as well as the impact of impairments taken to write down the carrying value of assets and liabilities, severance charges, and the assessment of collectability on revenue recognition. No charges have been recognized for the three and six months ended June 30, 2023. We consider this to be a non-recurring special item and management has reviewed the results of its business segments excluding these impacts.



Constant currency. NCR presents certain financial measures, such as period-over-period revenue growth, on a constant currency basis, which excludes the effects of foreign currency translation by translating prior period results at current period monthly average exchange rates. Due to the overall variability of foreign exchange rates from period to period, NCR's management uses constant currency measures to evaluate period-over-period operating performance on a more consistent and comparable basis. NCR's management believes that presentation of financial measures without this result may contribute to an understanding of the Company's period-over-period operating performance and provides additional insight into historical and/or future performance, which may be helpful for investors.

NCR management's definitions and calculations of these non-GAAP measures may differ from similarly-titled measures reported by other companies and cannot, therefore, be compared with similarly-titled measures of other companies. These non-GAAP measures should not be considered as substitutes for, or superior to, results determined in accordance with GAAP. These non-GAAP measures are reconciled to their corresponding GAAP measures in the following slides and elsewhere in these materials. These reconciliations and other information regarding these non-GAAP measures are also available on the Investor Relations page of NCR's website at <u>www.ncr.com</u>.

GAAP TO NON-GAAP RECONCILIATION

	Q	2 2023	Q1 2023	Q2 2022
Net (Loss) Income from Continuing Operations Attributable to NCR (GAAP)	\$	20 \$	9 9	35
Transformation & Restructuring Costs		(1)	_	49
Acquisition-Related Amortization of Intangibles		43	42	45
Acquisition-Related Costs		1	_	3
Separation Costs		52	19	_
Interest Expense		91	83	67
Interest Income		(3)	(3)	(2)
Depreciation and Amortization		109	106	104
Income Taxes		30	14	-
Stock-Based Compensation Expense		36	32	35
Cyber ransomware incident recovery costs		11	_	-
Russia			_	3
Adjusted EBITDA (non-GAAP)	\$	389 \$	302 \$	339

GAAP TO NON-GAAP RECONCILIATION

	2 2023 LTM	Q1 2023 LTM	Q2 2022 LTM
Net (Loss) Income from Continuing Operations Attributable to NCR (GAAP)	\$ 91	\$ 106	\$ 78
Pension Mark-to-Market Adjustments	8	8	(118)
Transformation & Restructuring Costs	46	96	127
Acquisition-Related Amortization of Intangibles	171	173	175
Acquisition-Related Costs	3	5	23
Separation Costs	74	22	-
Loss on Debt Extinguishment	—	_	42
Interest Expense	329	305	262
Interest Income	(16)	(15)	(7)
Depreciation and Amortization	431	426	418
Income Taxes	179	149	151
Stock-Based Compensation Expense	124	123	142
Cyber ransomware incident recovery costs	11	_	-
Russia	_	3	22
Adjusted EBITDA (non-GAAP)	\$ 1,451	\$ 1,401	\$ 1,315
			26

ADJUSTED EBITDA BY SEGMENT

	Q2	2023	Q1 2023	Q2 2022
Retail	\$	123	\$ 97	\$ 104
Hospitality		60	53	46
Digital Banking		53	49	56
Payments & Network		99	83	97
Self-Service Banking		169	138	142
Eliminations		(9)	(8)	(8)
Corporate and Other		(106)	(110)	(98)
Adjusted EBITDA	\$	389	\$ 302	\$ 339



GAAP TO NON-GAAP RECONCILIATION

Q2 2023

	Q2 2023 QTD GAAP	Transformation Costs	Stock-based Compensation	Acquisition- related amortization of intangibles	Acquisition- related Costs	Separation Costs	Cyber ransomware incident recovery costs	Q2 2023 QTD non-GAAP
Product revenue	\$576	\$—	\$—	\$—	\$—	\$—	\$—	\$576
Service revenue	1,410	-		—	—	-	—	1,410
Total revenue	1,986	-			-	-	-	1,986
Cost of products	478	0. 	(2)	(3)	25-00	10-3h	1	473
Cost of services	970	(1)	(2)	(24)	-		(6)	937
Gross margin	538	1	4	27	—	<u> </u>	6	576
Gross margin rate	27.1%	0.1%	0.2%	1.4%	%	-%	0.2%	29.0%
Selling, general and administrative expenses	333	(5)	(29)	(16)	(1)	(52)	(5)	225
Research and development expenses	57	-	(3)	—	—		—	54
Total operating expenses	390	(5)	(32)	(16)	(1)	(52)	(5)	279
Total operating expense as a % of revenue	19.6%	(0.3)%	(1.6)%	(0.8)%	(0.1)%	(2.6)%	(0.3)%	14.0%
ncome from operations	148	6	36	43	1	52	11	297
Income from operations as a % of revenue	7.5%	0.3%	1.8%	2.2%	0.1%	2.6%	0.6%	15.0%
Interest and Other (expense) income, net	(99)	(7)			-		_	(106)
Income from continuing operations before income taxes	49	(1)	36	43	1	52	11	191
Income tax (benefit) expense	30	-	4	8		6	2	50
Effective income tax rate	61.2%							26.2%
Income (loss) from continuing operations	19	(1)	32	35	1	46	9	141
Net income (loss) attributable to noncontrolling interests	(1)	-		—	-	_	—	(1)
Income (loss) from continuing operations (attributable to NCR)	\$20	\$(1)	\$32	\$35	\$1	\$46	\$9	\$142
Diluted earnings per share	\$0.11	\$ —	\$0.21	\$0.23	\$0.01	\$0.30	\$0.06	\$0.94
Diluted shares outstanding	141.9							151.1

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GAAP TO NON-GAAP RECONCILIATION

Q2 2023

\$ in millions, except per share amounts

Income (loss) from continuing operations attributable to NCR common stockholders:		
Income (loss) from continuing operations (attributable to NCR)	\$20	\$142
Dividends on convertible preferred shares	\$(4)	\$—
Income (loss) from continuing operations attributable to NCR common stockholders	\$16	\$142
Weighted average outstanding shares:		
Weighted average diluted shares outstanding	141.9	141.9
Weighted as-if converted preferred shares	_	9.2
Total shares used in diluted earnings per share	141.9	151.1
Diluted earnings per share from continuing operations ⁽¹⁾	\$0.11	\$0.94

⁽¹⁾ GAAP EPS is determined using the most dilutive measure, either including the impact of the dividends or deemed dividends on NCR's Series A Convertible Preferred Shares in the calculation of net income or loss available to common stockholders or including the impact of the conversion of such preferred stock into common stock in the calculation of the weighted average diluted shares outstanding. Non-GAAP EPS is always determined using the as-if converted preferred shares and shares that would be issued for stock compensation awards. Therefore, GAAP diluted EPS and non-GAAP diluted EPS may be calculated using different methods, and may not mathematically reconcile.

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GAAP TO NON-GAAP RECONCILIATION

Q2 2022

\$ in millions, except per share amounts

	Q2 2022 QTD GAAP	Transformation Costs	Stock-based Compensation Costs	Acquisition- related amortization of intangibles	Acquisition- related costs	Russia	Q2 2022 QTD non-GAAP
Product revenue	\$614	\$—	\$—	\$—	\$—	\$(5)	\$609
Service revenue	1,383	-		—	—	(1)	1,382
Total revenue	1,997				_	(6)	1,991
Cost of products	544	(5)	(1)	(2)	,	(2)	534
Cost of services	982	(11)	(3)	(25)	(1)	—	942
Gross margin	471	16	4	27	1	(4)	515
Gross margin rate	23.6%	0.8%	0.2%	1.4%	0.1%	(0.2)%	25.9%
Selling, general and administrative expenses	309	(25)	(28)	(18)	(2)	(2)	234
Research and development expenses	59	(8)	(3)	_	_		48
Total operating expenses	368	(33)	(31)	(18)	(2)	(2)	282
Total operating expense as a % of revenue	18.4%	(1.6)%	(1.6)%	(0.9)%	(0.1)%	(0.1)%	14.1%
Income from operations	103	49	35	45	3	(2)	233
Income from operations as a % of revenue	5.2%	2.4%	1.8%	2.2%	0.2%	(0.1)%	11.7%
Interest and Other (expense) income, net	(66)					5	(61)
Income from continuing operations before income taxes	37	49	35	45	3	3	172
Income tax (benefit) expense	—	11	4	14	1	3	33
Effective income tax rate	-%						19.2%
Income from continuing operations	37	38	31	31	2		139
Net income (loss) attributable to noncontrolling interests	2	_	-	-	_	_	2
Income from continuing operations (attributable to NCR)	\$35	\$38	\$31	\$31	\$2	\$—	\$137
Diluted earnings per share	\$0.22	\$0.25	\$0.21	\$0.21	\$0.01	\$—	\$0.91
Diluted shares outstanding	140.8						150.0 30

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GAAP TO NON-GAAP RECONCILIATION

Q2 2022

\$ in millions, except per share amounts

	Q2 2022 QTD GAAP	Q2 2022 QTD non- GAAP
Income from continuing operations attributable to NCR common stockholders:		
Income from continuing operations (attributable to NCR)	\$35	\$137
Dividends on convertible preferred shares	\$(4)	\$—
Income from continuing operations attributable to NCR common stockholders	\$31	\$137
Weighted average outstanding shares:		
Weighted average diluted shares outstanding	140.8	140.8
Weighted as-if converted preferred shares	·	9.2
Total shares used in diluted earnings per share	140.8	150.0
Diluted earnings per share ⁽¹⁾	\$0.22	\$0.91

⁽¹⁾ GAAP EPS is determined using the most dilutive measure, either including the impact of the dividends or deemed dividends on NCR's Series A Convertible Preferred Shares in the calculation of net income or loss available to common stakeholders or including the impact of the conversion of such preferred stock into common stock in the calculation of the weighted average diluted shares outstanding. Non-GAAP EPS is always determined using the as-if converted preferred shares and shares that would be issued for stock compensation awards. Therefore, GAAP diluted EPS and non-GAAP diluted EPS may be calculated using different methods, and may not mathematically reconcile.

GAAP TO NON-GAAP RECONCILIATION

	Q2 2023	Q1 2023	Q2 2022
Cash provided by operating activities	\$227	\$317	\$80
Less: Total capital expenditures	\$(121)	\$(83)	\$(94)
Plus: Change in trade AR facility	\$43	\$—	\$—
Plus: Pension contributions	\$4	\$4	\$5
Plus: Restricted cash settlement activity	\$1	\$(29)	\$9
Adjusted Free Cash Flow-Unrestricted	\$154	\$209	\$—

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RECONCILIATION OF COMBINED SEGMENTS

REVENUE	Q2 2023	Q1 2023	Q2 2022
Retail	\$576	\$552	\$562
Hospitality	235	223	238
Digital Banking	140	136	131
Subtotal	\$951	\$911	\$931
Payments & Network	\$333	\$323	\$332
Self-Service Banking	661	613	679
Eliminations ⁽¹⁾	(13)	(10)	(12)
Subtotal	\$981	\$926	\$999
Other	54	54	61
Other adjustment ⁽²⁾			6
Total NCR	\$1,986	\$1,891	\$1,997

Eliminations include revenues from contracts with customers and the related costs that are reported in the Payments & Network segment as well as in the Retail or Hospitality segments, including merchant acquiring services that are monetized via payments.
 Other adjustment reflects the revenue attributable to the Company's operations in Russia for the three months ending June 30, 2022 that were excluded from management's measure of revenue due to our previous announcement to suspend sales to Russia and orderly wind down of our operations in Russia beginning in the first quarter of 2022. Refer to section entitled "Non-GAAP Measures" for additional information.



RECONCILIATION OF COMBINED SEGMENTS

RECURRING REVENUE	Q2 2023	Q1 2023	Q2 2022
Retail	\$262	\$253	\$254
Hospitality	138	136	129
Digital Banking	125	122	117
Subtotal	\$525	\$511	\$500
Payments & Network	\$332	\$321	\$331
Self-Service Banking	381	369	355
Eliminations ⁽¹⁾	(13)	(10)	(12)
Subtotal	\$700	\$680	\$674
Other	37	38	43
Total NCR	\$1,262	\$1,229	\$1,217

⁽¹⁾ Eliminations include revenues from contracts with customers and the related costs that are reported in the Payments & Network segment as well as in the Retail or Hospitality segments, including merchant acquiring services that are monetized via payments.



RECONCILIATION OF COMBINED SEGMENTS

ADJUSTED EBITDA	Q2 2023	Q1 2023	Q2 2022
Retail	\$123	\$97	\$104
Hospitality	60	53	46
Digital Banking	53	49	56
Subtotal	\$236	\$199	\$206
Payments & Network	\$99	\$83	\$97
Self-Service Banking	169	138	142
Eliminations ⁽¹⁾	(9)	(8)	(8)
Subtotal	\$259	\$213	\$231
Corporate & Other ⁽²⁾	(106)	(110)	(98)
Total NCR	\$389	\$302	\$339

(1) Eliminations include revenues from contracts with customers and the related costs that are reported in the Payments & Network segment as well as in the Retail or Hospitality segments, including merchant acquiring services that are monetized via payments.
 (2) Corporate and Other includes income and expenses related to corporate functions that are not specifically attributable to an individual reportable segment along with any immaterial operating segment(s).

RECONCILIATION OF CONSTANT CURRENCY

Q2 2023 - REVENUE	Revenue Growth % (GAAP)	Favorable (Unfavorable) FX Impact	Revenue Growth % Constant Currency (non-GAAP)
Retail	2 %	(1)%	3 %
Hospitality	(1)%	— %	(1)%
Digital Banking	7 %	— %	7 %
SUBTOTAL	2 %	(1)%	3 %
Payments & Network	— %	(1)%	1 %
Self-Service Banking	(3)%	(2)%	(1)%
Eliminations	8 %	— %	8 %
SUBTOTAL	(2)%	(1)%	(1)%
Other	(11)%	— %	(11)%
Total Revenue	(1)%	(1)%	— %

RECONCILIATION OF CONSTANT CURRENCY

Q2 2023 - Adjusted EBITDA	Adjusted EBITDA Growth %	Favorable (Unfavorable) FX Impact	Adjusted EBITDA Growth % Constant Currency (non-GAAP)
Retail	18 %	(3)%	21 %
Hospitality	30 %	— %	30 %
Digital Banking	(5)%	— %	(5)%
SUBTOTAL	15 %	(1)%	16 %
Payments & Network	2 %	(1)%	3 %
Self-Service Banking	19 %	(3)%	22 %
Eliminations	13 %	— %	13 %
SUBTOTAL	12 %	(2)%	14 %
Corporate and Other	8 %	— %	8 %
Adjusted EBITDA	15 %	(2)%	17 %





