



## Corporate Governance Firm Recognizes NCR for Extraordinary Efforts

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DULUTH, Ga.--(BUSINESS WIRE)--May 26, 2016-- NCR Corporation (NYSE:NCR), a global leader in omni-channel solutions, has been recognized by corporate governance firm Institutional Shareholder Services Inc. (ISS) for its governance practices in connection with its proposal to declassify its Board of Directors, which was approved at a special second extension of NCR's 2016 annual meeting of stockholders.

Declassified boards, also referred to as destaggered boards, are elected in their entirety each year by stockholders, with every director standing for election. Staggered boards typically have only a portion of the directors up for election each year, with each member serving a multi-year term.

"Corporate governance leadership is a top priority for the NCR Board of Directors, and we appreciate the recognition from ISS for our efforts," said Bill Nuti, Chairman and CEO, NCR Corporation. "I applaud our Board for approving thorough solicitation activities to achieve this result, despite the challenging technicalities that prevented approval in prior years."

In a May 2016 report, "The Difficulties Inherent in Supermajority Vote Requirements - NCR Corporation Shows the Way Out," ISS writes, "NCR's extraordinary efforts may be the first time that a company has gone to such lengths to meet a supermajority voting requirement for an item initially proposed by shareholders."

NCR persisted in its efforts to pass the measure, traditionally regarded as a hallmark of strong corporate governance and stockholder rights, and twice adjourned the annual meeting to secure the votes necessary for the proposal to pass. Because of a vigorous proxy solicitation campaign conducted at the direction of the company's Board and management, the declassification proposal passed at the May 11 session.

NCR's Board included a declassification proposal on the proxy ballot for the company's 2014 and 2015 annual meetings. While the proposal received strong support each year, it did not attain the supermajority vote required by the Company's charter. That requirement is 80 percent of the voting power of all shares entitled to vote in director elections, not just those actually voting. This was further challenging due to NCR's large number of individual stockholders with relatively smaller holdings, and the requirement that non-votes be treated as votes opposed to the measure.

The results of voting at the 2016 annual meeting of stockholders were disclosed in Current Reports on Form 8-K filed by NCR with the Securities and Exchange Commission.

### About NCR Corporation

NCR Corporation (NYSE:NCR) is a leader in omni-channel solutions, turning everyday interactions with businesses into exceptional experiences. With its software, hardware, and portfolio of services, NCR enables more than 550 million transactions daily across retail, financial, travel, hospitality, telecom and technology, and small business. NCR solutions run the everyday transactions that make your life easier.

NCR is headquartered in Duluth, Georgia, with over 30,000 employees and does business in 180 countries. NCR is a trademark of NCR Corporation in the United States and other countries.

NCR encourages investors to visit its web site which is updated regularly with financial and other important information about NCR.

Web site: [www.ncr.com](http://www.ncr.com)

Twitter: @NCRCorporation

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