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): February 9, 2021



NCR CORPORATION (Exact name of registrant as specified in its charter)

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:

Title of each class Common Stock, par value \$0.01 per share Trading Symbol(s) NCR

Name of each exchange on which registered

New York Stock Exchange

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).

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 February 9, 2021, the Company issued a press release setting forth its fourth quarter and full year 2020 financial results. 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 February 9, 2021, the Company will hold its previously announced conference call to discuss its fourth quarter and full year 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:

Exhibit No. Description

- 99.1 Press Release issued by the Company, dated February 9, 2021
- 99.2 <u>Supplemental materials, dated February 9, 2021</u>
- 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 Executive Vice President and Chief Financial Officer

Date: February 9, 2021



February 9, 2021

NCR Announces Fourth Quarter and Full Year 2020 Results

ATLANTA - NCR Corporation (NYSE: NCR) reported financial results today for the three months ended December 31, 2020. Fourth quarter, full year and other recent highlights include:

- Full year cash flow from operations of \$641 million; Full year free cash flow of \$448 million
- Full year software and services revenue represents 72% of total revenue, up from 65% in 2019
- Fourth quarter recurring revenue up 6%; represents 54% of total revenue
- Fourth quarter cost actions achieve \$150 million in savings in 2021
- Announced proposed transaction with Cardtronics

"Our fourth quarter results marked a solid finish to an unprecedented challenging year," said Michael Hayford, President and Chief Executive Officer. "We achieved sequential operating performance improvement as we steadily adapted to conducting business in the current environment. We generated strong cash flow, increased recurring revenue and improved our cost structure. I am extremely proud of the NCR team as we continue to execute our strategy and expect to emerge from the pandemic a much stronger company. We enter 2021 with a strong financial position and are excited about the opportunity that the proposed transaction with Cardtronics is expected to bring. The proposed transaction accelerates our NCR-as-a-Service strategy and expands opportunities in payments, while further shifting NCR's revenue mix to software, services and recurring revenue. We are positioning NCR to deliver increased value to customers and sustainable long-term value creation for stockholders."

In this release, we use certain non-GAAP measures, including presenting certain measures on a constant currency basis. These non-GAAP measures include "free cash flow" 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.

Fourth Quarter 2020 Operating Results

Revenue

Fourth quarter revenue of \$1,631 million was down 14% year over year. Foreign currency fluctuations did not have an impact on the revenue comparison. The COVID-19 pandemic had a significant impact to revenue and the shift from selling perpetual software licenses to recurring revenue lowered revenue by \$32 million. The following table shows revenue for the fourth quarter:

\$ in millions		Q4 2020	Q4 2019	% Increase (Decrease)	% Increase (Decrease) Constant Currency
Banking		\$ 795	\$ 944	(16 %)	(16 %)
Retail		569	609	(7 %)	(8 %)
Hospitality		182	232	(22 %)	(21 %)
Other		85	101	(16 %)	(17 %)
	Total Revenue	\$ 1,631	\$ 1,886	(14 %)	(14 %)
Software		\$ 483	\$ 533	(9 %)	(10 %)
Services		671	673	%	(1%)
Hardware		477	680	(30 %)	(30 %)
	ATM	221	347	(36 %)	(37 %)
	SCO/POS	256	 333	(23 %)	(24 %)
	Total Revenue	\$ 1,631	\$ 1,886	(14 %)	(14 %)
	Software & Services %	71 %	64 %		
	Recurring Revenue	\$ 874	\$ 825	6 %	6 %
	Recurring Revenue %	54 %	44 %		

Banking revenue decreased 16% due to the continued impact of the COVID-19 pandemic driven by a 36% decline in ATM hardware revenue. An accelerated shift from selling perpetual software licenses to recurring revenue also impacted the year-over-year revenue comparison. Foreign currency fluctuations had no impact on the revenue comparison.

Retail revenue decreased 7% due to a decrease in self-checkout and point-of-sale revenue, partially offset by higher services revenue. Foreign currency fluctuations had a favorable impact of 1% on the revenue comparison.

Hospitality revenue decreased 22% driven primarily by a decline in hardware revenue. Foreign currency fluctuations had an unfavorable impact of 1% on the revenue comparison.

Gross Margin

Fourth quarter gross margin of \$328 million decreased from \$532 million in the prior year period. Gross margin rate was 20.1%, down from 28.2%. The decrease in gross margin was driven by excess inventory charges from the cost actions taken in the fourth quarter of 2020, as well as the reduction in revenue impacted by the COVID-19 pandemic and the shift to recurring revenue.

Fourth quarter gross margin (non-GAAP) of \$465 million decreased from \$541 million in the prior year period. Gross margin rate (non-GAAP) was 28.5%, down from 28.7%. The decrease in gross margin (non-GAAP) was driven by the reduction in revenue impacted by the COVID-19 pandemic and the shift to recurring revenue.

Operating Expenses

Fourth quarter operating expenses of \$391 million increased from \$350 million in the prior year period. The increase in operating expenses (GAAP) was driven by software impairment and cash charges from the cost actions taken in the fourth quarter of 2020, offset by a reduction from the net cost savings.

Fourth quarter operating expenses (non-GAAP) of \$313 million decreased from \$324 million in the prior year period. The decrease in operating expenses (non-GAAP) was primarily due to a reduction from the net cost savings.

Operating Income

Fourth quarter loss from operations of \$63 million decreased from income from operations of \$182 million in the prior year period. Fourth quarter operating income (non-GAAP) of \$152 million decreased from \$217 million in the prior year period. The decreases in operating income, both GAAP and non-GAAP, were driven by the impacts to gross margin and operating expenses described above.

Other Expense/Income

Fourth quarter other expense (GAAP) of \$83 million decreased from \$99 million in the prior year period. The pension mark-to-market adjustment was an expense of \$34 million in the fourth quarter of 2020, compared to expense of \$75 million in the prior year period. Fourth quarter other expense (non-GAAP) of \$49 million decreased from \$60 million. The decrease in other expense (non-GAAP) was due to decreases in employee benefit plan related expenses, as well as higher interest income.

Income Tax Expense/Benefit

Fourth quarter income tax benefit of \$20 million decreased from an income tax benefit of \$301 million in the prior year period. The fourth quarter effective income tax rate was 14%, compared to (363)% in the prior year period. The prior year period included the establishment of deferred tax assets from the transfer of certain intangible assets among our wholly-owned subsidiaries, as well as a valuation allowance release.

Fourth quarter income tax expense (non-GAAP) of \$21 million decreased from \$34 million in the prior year period. The fourth quarter effective income tax rate (non-GAAP) was 20%, compared to 22% in the prior year period. The decrease in income tax expense (non-GAAP) was primarily driven by lower income before income taxes.

Net Income from Continuing Operations Attributable to NCR

Fourth quarter net loss from continuing operations attributable to NCR of \$125 million decreased from net income from continuing operations attributable to NCR of \$384 million in the prior year period. The decrease was driven by impacts to gross margin and operating expenses described above.

Adjusted EBITDA

Fourth quarter adjusted EBITDA of \$258 million decreased from \$299 million in the prior year period. The decrease in Adjusted EBITDA was driven by impacts to gross margin and operating expenses described above.

Cash Flow

Fourth quarter cash provided by operating activities of \$146 million decreased from cash provided by operating activities of \$408 million in the prior year period. Fourth quarter free cash flow was \$149 million, compared to free cash flow of \$302 million in the prior year period. The decreases in cash provided by operating activities and free cash flow were both driven by lower operating earnings, partially offset by working capital improvements.



Full Year 2020 Operating Results

Full year 2020 revenue of \$6,207 million was down 10% year over year. Foreign currency fluctuations did not have an impact on the revenue comparison. The COVID-19 pandemic had a significant impact to revenue and the shift from selling perpetual software licenses to recurring revenue lowered revenue by \$100 million.

Full year net loss from continuing operations attributable to NCR of \$7 million decreased from net income from continuing operations attributable to NCR of \$614 million in the prior year period. Full year 2020 adjusted EBITDA of \$896 million decreased from \$1,058 million in the prior year period.

Full year 2020 GAAP diluted EPS of \$(0.30) was down from \$3.71 in 2019. Full year diluted EPS (non-GAAP) of \$1.69 was down from \$2.81 in 2019.

Full year 2020 cash provided by operating activities was \$641 million and full year free cash flow was \$448 million.

Cost Actions

In the fourth quarter of 2020, as we continue to advance the Company's strategic initiatives, we implemented certain changes to drive sustained organizational efficiencies. As a result, we incurred pre-tax charges of \$202 million of which approximately \$155 million were non-cash charges related to excess inventory and software impairment charges. We also incurred approximately \$47 million in cash charges that are expected to drive \$150 million of savings in 2021.

Impact from COVID-19

We continue to navigate through the challenging times presented by COVID-19, with a sharp focus on safeguarding our employees and helping our customers. Despite the unprecedented environment, our teams are executing at a high level and we are advancing our strategy.

While it is difficult to project how disruptive and protracted the pandemic will be, we do expect it will negatively impact our business into 2021. We expect all of our segment results to be negatively impacted by the COVID-19 pandemic. We expect our hardware revenues to be most impacted while our recurring revenue streams are expected to be more resilient.

The COVID-19 pandemic is complex and rapidly evolving. The ultimate impact on our overall financial condition and operating results will depend on the currently unknowable duration and severity of the pandemic, as well as any additional governmental and public actions taken in response. We continue to evaluate the long-term impact that COVID-19 may have on our business model, which may result in additional charges in 2021. These charges may include both cash and non-cash items. There can be no assurance that the measures we have taken or will take will completely offset the negative impact of COVID-19.

2020 Fourth Quarter Earnings Conference Call

A conference call is scheduled for today at 4:30 p.m. Eastern Time to discuss the fourth quarter and full year 2020 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 7622865.

More information on NCR's fourth quarter and full year 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 leading software- and services-led enterprise provider in the financial, retail and hospitality industries. NCR is headquartered in Atlanta, Ga., with 36,000 employees globally. NCR is a trademark of NCR Corporation in the United States and other countries.

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"), including statements containing the words "expect," "intend," "plan," "believe," "will," "should," "would," "would," "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 that describe or relate to NCR's or Cardtronics' plans, goals, intentions, strategies, or financial outlook (including NCR's expectations in 2021 regarding its first quarter revue, EBITDA margin and free cash flow, as well as general year over year improvements), and statements that do not relate to historical or current fact, are examples of forward-looking statements. Examples of forward-looking statements to manage their respective business through the novel strain of the coronvirus identified in late 2019 ("COVID-19") pandemic and the safety of our customers and melpoyees; the expected impact of the COVID-19 pandemic on NCR's Banking, Retail and Hospitality segments including the impact on NCR's or Cardtronics' respective employee base; expectations regarding NCR's or Cardtronics' cash flow generation, cash reserve, liquidy, financial flexibility and impact of the COVID-19 pandemic on NCR's and Cardtronics' negaction regarding INCR's or Cardtronics' respective financial outlook; expectations regarding NCR's or Cardtronics' sepective financial outlook; expe

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 Expenses (non-GAAP), Operating Income (non-GAAP), Operating Margin Rate (non-GAAP), and Net Income from Continuing Operations Attributable to NCR (non-GAAP). NCR's non-GAAP) diluted EPS, gross margin (non-GAAP), and Net Income from Continuing Operations Attributable to NCR (non-GAAP). NCR's non-GAAP), effective income Tax Rate (non-GAAP), operating margin rate (non-GAAP), other (expense) (non-GAAP), operating expenses (non-GAAP), operating income (non-GAAP), operating margin rate (non-GAAP), other (expense) (non-GAAP), income tax expense (non-GAAP), operating income (non-GAAP), and net income from continuing operations attributable to NCR (non-GAAP), effective income tax rate (non-GAAP), and net income from continuing operations attributable to NCR (non-GAAP), effective income tax rate (non-GAAP), and net income from continuing operations attributable to NCR (non-GAAP), effective income tax rate (non-GAAP), 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 and transformation and restructuring activities, from NCR's GAAP earnings per share, gross margin, rate, expenses, income from operations, operating margin rate, other (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 also uses operating income (non-GAAP) and diluted EPS (non-GAAP), to manage and determine the effectiveness of its business managers and as a basis for incentive compensation. NCR believes these measures are useful for investors because they provide a more complete understanding of NCR's underlying operational pe

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA) NCR believes that Adjusted EBITDA (adjusted earnings before interest, taxes, depreciation and amortization) 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. 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 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.

Free Cash Flow. NCR defines free cash flow as net cash provided by/used in operating activities and cash flow provided by/used in discontinued operations less capital expenditures for property, plant and equipment, additions to capitalized software, discretionary pension contributions and pension settlements. NCR's management uses free cash flow 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, free cash flow indicates the amount of cash generated after capital expenditures, 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. Free cash flow does not represent the residual cash flow available for discretionary expenditures since there may be other nondiscretionary expenditures that are not deducted from the measure. Free cash flow 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 is more representative 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. These non-GAAP measures are reconciled to their most directly comparable GAAP measures in the tables below.

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, 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	Q4	2020	Q4 2019	
Gross Margin (GAAP)	\$	328	\$ 53	62
Transformation and restructuring costs		131		2
Acquisition-related amortization of intangibles		6		7
Gross Margin (Non-GAAP)	\$	465	\$ 54	1

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

	Q4 2020	Q4 2019
Gross Margin Rate (GAAP)	20.1 %	28.2 %
Transformation and restructuring costs	8.0 %	0.1 %
Acquisition-related amortization of intangibles	0.4 %	0.4 %
Gross Margin Rate (Non-GAAP)	28.5 %	28.7 %

Reconciliation of Operating Expenses (GAAP) to Operating Expenses (Non-GAAP)

Transformation and restructuring costs (64) Acquisition-related amortization of intangibles (13) Acquisition-related costs (1)	\$ in millions	Q4 2020	Q4 2019
Acquisition-related amortization of intangibles (13) Acquisition-related costs (1)	Operating Expenses (GAAP)	\$ 391	\$ 350
Acquisition-related costs	Transformation and restructuring costs	(64)	(9)
	Acquisition-related amortization of intangibles	(13)	(15)
Converting European (New CAAD)	Acquisition-related costs	(1)	(2)
	Operating Expenses (Non-GAAP)	\$ 313	\$ 324

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

\$ in millions	Q4 2	2020	Q4 2019
Income (Loss) from Operations (GAAP)	\$	(63) \$	182
Transformation and restructuring costs		195	11
Acquisition-related amortization of intangibles		19	22
Acquisition-related costs		1	2
Operating Income (Non-GAAP)	\$	152 \$	217

Reconciliation of Other (Expense) (GAAP) to Other (Expense) (Non-GAAP)

\$ in millions	Q4 2020	Q4 2019
Other Income (Expense) (GAAP)	\$ (83) \$ (99)
Transformation and restructuring costs	7	
Acquisition-related cost	(7) —
Debt Refinancing	_	· 1
Internal reorganization and IP transfer	-	- (37)
Pension mark-to-market adjustments	34	75
Other Income (Expense) (Non-GAAP)	\$ (49) \$ (60)

Reconciliation of Income Tax (Benefit) Expense (GAAP) to Income Tax Expense (Non-GAAP)

\$ in millions	Q4 2020	Q4 2019	
Income Tax (Benefit) Expense (GAAP)	\$	(20) \$	(301)
Transformation and restructuring costs		37	3
Acquisition-related amortization of intangibles		4	5
Pension mark-to-market adjustments		5	9
Debt refinancing		_	1
Valuation allowance release & other tax adjustments		(5)	53
Internal reorganization & IP transfer		_	264
Income Tax Expense (Non-GAAP)	\$	21 \$	34

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

\$ in millions	Q4 2020	Q4 2019	FY 2020	FY 2019
Net Income (Loss) from Continuing Operations Attributable to NCR (GAAP)	\$ (125)	\$ 384	\$ (7)	\$ 614
Transformation and restructuring costs	202	11	234	58
Acquisition-related amortization of intangibles	19	22	81	86
Acquisition-related costs	(6)	2	(6)	3
Pension mark-to-market adjustments	34	75	34	75
Depreciation and amortization (excluding acquisition-related amortization of intangibles)	74	59	275	232
Loss on debt extinguishment	_	_	20	_
Interest expense	51	54	218	197
Interest income	(3)	(1)	(8)	(4)
Internal reorganization & IP transfer	_	(37)	_	(37)
Income tax expense (benefit)	(20)	(301)	(53)	(273)
Stock-based compensation expense	32	31	108	107
Adjusted EBITDA (Non-GAAP)	\$ 258	\$ 299	\$ 896	\$ 1,058

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

	Q4 2020	Q4 2019	FY 2020	FY 2019
Diluted Earnings Per Share (GAAP) ⁽¹⁾	\$ (1.06)	\$ 2.67	\$ (0.30)	\$ 3.71
Transformation and restructuring costs	1.17	0.06	1.33	0.29
Acquisition-related amortization of intangibles	0.11	0.12	0.45	0.45
Acquisition-related costs	(0.04)	0.01	(0.04)	0.03
Pension mark-to-market adjustments	0.20	0.46	0.20	0.44
Debt refinancing	_	_	0.10	0.03
Valuation allowance release & other tax adjustments	0.04	(0.37)	(0.30)	(0.52)
Internal reorganization & IP transfer	—	(2.09)	_	(2.00)
Diluted Earnings Per Share (Non-GAAP) ⁽¹⁾	\$ 0.59	\$ 0.85	\$ 1.69	\$ 2.81

(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 into 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 Free Cash Flow (Non-GAAP)

\$ in millions	Q4 202	20	Q4 2019	FY 2020	FY 2019
Net cash provided by (used in) operating activities	\$	146	\$ 408	\$ 641	\$ 634
Total capital expenditures		(63)	(109)	(263)	(329)
Net cash provided by (used in) discontinued operations		(4)	3	—	(24)
Discretionary pension contributions		70		70	
Free cash flow	\$	149	\$ 302	\$ 448	\$ 281

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

Thre	Three months ended December 31, 2020				
Revenue Growth % (GAAP)	Favorable (unfavorable) FX impact	Revenue Growth Constant Currency % (Non-GAAP)			
(16)%	%	(16)%			
(7)%	1%	(8)%			
(22)%	(1)%	(21)%			
(16)%	1%	(17)%			
(14)%	—%	(14)%			

	Three months ended December 31, 2020			
	Revenue Growth % (GAAP)	Revenue Growth Adjusted Constant Currency % (Non-GAAP)		
Software	(9)%	1%	(10)%	
Services	%	1%	(1)%	
Hardware	(30)%	%	(30)%	
ATM	(36)%	1%	(37)%	
SCO/POS	(23)%	1%	(24)%	
Total Revenue	(14)%	%	(14)%	

		Three months ended December 31, 2020	
	Revenue Growth % (GAAP)	Favorable (unfavorable) FX impact	Revenue Growth Adjusted Constant Currency % (Non-GAAP)
Recurring Revenue	6%	%	6%

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

Schedule	А

		For the Periods Ended December 31						
	Three Months			Twelve Months				
		2020		2019		2020		2019
evenue								
roduct	\$	529	\$	766	\$	2,005	\$	2,681
ervice		1,102		1,120		4,202		4,234
otal Revenue		1,631		1,886		6,207		6,915
ost of products		479		599		1,733		2,146
ost of services		824		755		2,950		2,848
otal gross margin		328		532		1,524		1,921
of Revenue		20.1 %		28.2 %		24.6 %		27.8 %
elling, general and administrative expenses		326		276		1,069		1,051
esearch and development expenses		65		74		234		259
ncome (loss) from operations		(63)		182		221		611
of Revenue		(3.9)%		9.7 %		3.6 %		8.8 %
oss on extinguishment of debt				—		(20)		
iterest expense		(51)		(54)		(218)		(197)
ther expense, net		(32)		(45)		(42)		(73)
otal other expense, net		(83)		(99)		(280)		(270)
ncome (loss) from continuing operations before income taxes		(146)		83		(59)		341
of Revenue		(9.0)%		4.4 %		(1.0)%		4.9 %
icome tax expense (benefit)		(20)		(301)		(53)		(273)
ncome (loss) from continuing operations		(126)		384		(6)		614
oss from discontinued operations, net of tax		(72)		(35)		(72)		(50)
et income (loss)		(198)		349		(78)		564
et income (loss) attributable to noncontrolling interests		(1)	-		-	1	-	
et income (loss) attributable to NCR	\$	(197)	\$	349	\$	(79)	\$	564
mounts attributable to NCR common stockholders:								
Income (loss) from continuing operations	\$	(125)	\$	384	\$	(7)	\$	614
Dividends on convertible preferred stock		(12)		(6)		(31)		(110)
Income (loss) from continuing operations attributable to NCR common stockholders		(137)		378		(38)		504
Loss from discontinued operations, net of tax		(72)		(35)		(72)		(50)
Net income (loss) attributable to NCR common stockholders	\$	(209)	\$	343	\$	(110)	\$	454
come (loss) per share attributable to NCR common stockholders:								
ncome (loss) per common share from continuing operations								
asic	\$	(1.06)	\$	2.96	\$	(0.30)	\$	4.13
iluted ⁽¹⁾	\$	(1.06)	\$	2.67	\$	(0.30)	\$	3.71
et income (loss) per common share								
asic	\$	(1.62)	\$	2.69	\$	(0.86)	\$	3.72
iluted ⁽¹⁾	\$	(1.62)	\$	2.43	\$	(0.86)	S	3.36
/eighted average common shares outstanding	4	(1.02)		2.40	÷	(0.00)	-	5.50
asic		129.0		127.6		128.4		122.1
asic iluted ⁽¹⁾		129.0		143.9		128.4		145.2

(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 OPERATING INCOME SUMMARY (Unaudited) (in millions)

Schedule B

	For the Periods Ended December 31										
				Three Mo	onths		Twelve Months				
		2020		2019	% Change	% Change Constant Currency	 2020		2019	% Change	% Change Constant Currency
Revenue by segment											
Banking	\$	795	\$	944	(16)%	(16)%	\$ 3,098	\$	3,512	(12)%	(11)%
Retail		569		609	(7)%	(8)%	2,080		2,217	(6)%	(6)%
Hospitality		182		232	(22)%	(21)%	684		843	(19)%	(18)%
Other		85		101	(16)%	(17)%	345		343	1 %	1 %
Total Revenue	\$	1,631	\$	1,886	(14)%	(14)%	\$ 6,207	\$	6,915	(10)%	(10)%
Operating income by segment											
Banking	\$	87	\$	144			\$ 381	\$	514		
Banking operating income margin %		10.9 %		15.3 %			12.3 %	6	14.6 %		
Retail		49		42			116		144		
Retail operating income margin %		8.6 %		6.9 %			5.6 %	6	6.5 %		
Hospitality		9		17			7		56		
Hospitality operating income margin %		4.9 %		7.3 %			1.0 %	6	6.6 %		
Other		7		14			26		44		
All Other operating income margin %		8.2 %		13.9 %			 7.5 %	6	12.8 %		
Subtotal-segment operating income	\$	152	\$	217			\$ 530	\$	758		
Total Revenue operating income margin %		9.3 %		11.5 %			 8.5 %	6	11.0 %		
Other adjustments (1)		215		35			309		147		
Total income (loss) from operations	\$	(63)	\$	182			\$ 221	\$	611		

⁽¹⁾ The following table presents the other adjustments for NCR:

			For the Periods E	nded Decemb	per 31	Twelve Months 2019 2227 \$ 58 81 86			
	 Three	Months			Twelve	Months			
In millions	 2020		2019		2020		2019		
Transformation and restructuring costs	\$ 195	\$	11	\$	227	\$	58		
Acquisition-related amortization of intangible assets	19		22		81		86		
Acquisition-related costs	 1		2		1		3		
Total other adjustments	\$ 215	\$	35	\$	309	\$	147		
	 	_				-			

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

Schedule C

	December 31, 2020	September 30, 2020	December 31, 2019
Assets			
Current assets			
Cash and cash equivalents	\$ 338	\$ 1,605	\$ 509
Accounts receivable, net of allowances of \$51, \$55, and \$44 as of December 31, 2020, September 30, 2020 and December 31, 2019, respectively	1,117	1,248	1,49
Inventories	601	748	78-
Other current assets	422	396	36
Total current assets	2,478	3,997	3,144
Property, plant and equipment, net	373	384	413
Goodwill	2,837	2,828	2,833
Intangibles, net	532	547	60
Operating lease assets	344	347	391
Prepaid pension cost	199	193	178
Deferred income taxes	965	871	821
Other assets	686	661	601
Total assets	\$ 8,414	\$ 9,828	\$ 8,987
iabilities and stockholders' equity			
Current liabilities			
Short-term borrowings	\$ 8	\$ 222	\$ 282
Accounts payable	632	676	840
Payroll and benefits liabilities	268	289	30
Contract liabilities	507	512	502
Other current liabilities	673	579	606
Total current liabilities	2.088	2.278	2,538
Long-term debt	3,270	4,266	3,272
Pension and indemnity plan liabilities	851	875	858
Postretirement and postemployment benefits liabilities	120	119	11
Income tax accruals	102	94	92
Operating lease liabilities	325	336	36
Other liabilities	334	253	240
	7,090	8.221	7,485
Series A convertible preferred stock: par value \$0.01 per share, 3.0 shares authorized, 0.3 issued and outstanding as of December 31, 2020 and 0.4 issued and outstanding as of September 30, 2020, and December 31, 2019, respectively; redemption amount and liquidation preference of \$276 as of December 31, 2020, \$411 as of September 30, 2020 and \$399 as		0,221	7,000
of December 31, 2019	273	408	395
Stockholders' equity			
VCR stockholders' equity:			
Preferred stock: par value \$0.01 per share, 100.0 shares authorized, no shares issued and outstanding as of December 31, 2020, September 30, 2020 and December 31, 2019, respectively		-	-
Common stock: par value \$0.01 per share, 500.0 shares authorized, 129.1, 128.5 and 127.7 shares issued and outstanding as of December 31, 2020, September 30, 2020 and December 31, 2019, respectively	1	1	:
Paid-in capital	368	332	312
Retained earnings	950	1,159	1,06
Accumulated other comprehensive loss	(271)	(297)	(269
fotal NCR stockholders' equity	1,048	1,195	1,10
Noncontrolling interests in subsidiaries	3	4	
'otal stockholders' equity	1,051	1,199	1,10
fotal liabilities and stockholders' equity	\$ 8.414	\$ 9.828	\$ 8.98

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

	For the Periods Ended December 31					
	Three	Months	Twelve	Twelve Months		
	2020	2019 As Revised ⁽¹⁾	2020	2019 As Revised ⁽¹⁾		
Operating activities						
Net income (loss)	\$ (198)	\$ 349	\$ (78)	\$ 5		
Adjustments to reconcile net income (loss) to net cash provided by operating activities:						
Loss from discontinued operations	72	35	72			
Loss on debt extinguishment	-	—	20			
Depreciation and amortization	95	84	364	3		
Stock-based compensation expense	32	31	108	1		
Deferred income taxes	(69)		(115)	(3		
Impairment of other assets	42	2	46			
Gain (loss) on disposal of property, plant and equipment	1	—	(1)			
Bargain purchase gain from acquisition	(7)	—	(7)			
Changes in assets and liabilities:						
Receivables	154	10	420	(1		
Inventories	140	83	168			
Current payables and accrued expenses	(101)	48	(295)	(
Contract liabilities	(4)	(6)	2			
Employee benefit plans	(60)	72	(51)			
Other assets and liabilities	49	20	(12)			
et cash provided by operating activities	146	408	641	e		
nvesting activities			·			
Expenditures for property, plant and equipment	(8)	(38)	(31)	(
Proceeds from sale of property, plant and equipment	=	_	7			
Additions to capitalized software	(55)	(71)	(232)	(2		
Business acquisitions, net of cash acquired	(,	(117)	(25)	(2		
Purchases of short-term investments	(6)		(20)	(-		
Proceeds from sales of short-term investments	7	_	27			
Other investing activities, net	-	4	(3)			
let cash used in investing activities	(62)		(277)	(5		
inancing activities	(02)	(222)	(277)	()		
Short term borrowings, net	-	(4)	_			
Payments on term credit facilities	(5)		(12)	(7		
Borrowings on term credit facilities	(3)	400	(12)	5		
Payments on revolving credit facilities	(1,282)		4 (1,998)	(3,2		
Borrowings on revolving credit facilities	(1,282)	1,076	1,535	3,5		
Payments of senior unsecured notes	73	(400)	(1,315)	5,5		
	-	(400)	(1,515)	(5		
Proceeds from issuance of senior unsecured notes Debt issuance costs	-					
		(4)	(21) (144)	(
Repurchase of Series A preferred shares				(2)		
Cash paid for Series A preferred shares dividends	(3)		(9)	(3		
Repurchases of common stock	-	—	(41)	(
Proceeds from employee stock plans	5	4	17			
Tax withholding payments on behalf of employees	(1)		(28)	(
Purchase of non-controlling interest	-	(3)	_			
Net change in client funds obligations	18	(13)	12	(
Principal payments for finance lease obligations	(4)		(13)			
Other financing activities		(3)	(1)			
et cash provided by (used in) financing activities	(1,341)	(90)	(514)			
ash flows from discontinued operations						
Net cash provided by (used in) discontinued operations	(4)	3	-			
ffect of exchange rate changes on cash, cash equivalents and restricted cash	9	1	(7)			
ncrease (decrease) in cash, cash equivalents, and restricted cash	(1,252)	100	(157)			
Cash, cash equivalents and restricted cash at beginning of period	1,658	463	563	5		

10 Certain amounts have been revised for the three and twelve months ended December 31, 2019 to correct for errors related to the business activities of JetPay Corporation, a wholly-owned subsidiary, which will be more fully described in our upcoming Form 10-K filling.

Q4 2020 EARNING CONFERENCE CAL

MICHAEL HAYFORD, PRESIDENT & CEO OWEN SULLIVAN, COO TIM OLIVER, CFO

February 9, 2021

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NOTES TO INVESTORS

FORWARD-LOOKING STATEMENTS. Comments made during this conference call and in these materials contain "for looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exc Act of 1934, as amended, pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the "Act"), inc statements containing the words "expect," "intend," "plan," "believe," "will," "should," "would," "could," "may," and words of similar meani well as other words or expressions referencing future events, conditions or circumstances. We intend these forward-looking statements covered by the safe harbor provisions for forward-looking statements contained in the Act. Statements that describe or relate to NC Cardtronics' plans, goals, intentions, strategies, or financial outlook (including NCR's expectations in 2021 regarding its first quarter rev EBITDA margin and free cash flow, as well as general year over year improvements), and statements that do not relate to historical or c fact, are examples of forward-looking statements. Examples of forward-looking statements include, without limitation, statements reg NCR's and Cardtronics' plans to manage their respective business through the novel strain of the coronavirus identified in late ("COVID-19") pandemic and the health and safety of our customers and employees; the expected impact of the COVID-19 pandemic on Banking, Retail and Hospitality segments including the impact on NCR's customers' businesses and their ability to pay; expectations regi NCR's or Cardtronics' respective operating goals and actions to manage these goals; expectations regarding cost and revenue syne expectations regarding NCR's or Cardtronics' cash flow generation, cash reserve, liquidity, financial flexibility and impact of the CO pandemic on NCR's and Cardtronics' respective employee bases; expectations regarding NCR's and Cardtronics' respective abilities to car on market opportunities; expectations regarding leveraging the debit network to monetize payment transactions; expectations reg accretion; expectations regarding long-term strategy and our ability to create stockholder value; NCR's or Cardtronics' respective fin outlook; expectations regarding NCR's continued focus on our long-term fundamentals, including, but, not limited to, NCR's execution NCR-as-a-Service 80/60/20 strategy and return to growth; expected increased revenue and cash flow linearity; margin expansion; expected areas of focus to drive growth and create long-term stockholder value; the effect of the announcement of the proposed trans on the ability of Cardtronics to retain and hire key personnel and maintain relationships with customers, suppliers and others with Cardtronics does business, or on Cardtronics operating results and business generally; risks that the proposed transaction disrupts c plans and operations and the potential difficulties in employee retention as a result of the proposed transaction; the outcome of any proceedings related to the proposed transaction; the occurrence of any event, change or other circumstances that could give rise termination of the acquisition agreement; the ability of the parties to consummate the proposed transaction on a timely basis or at a satisfaction of the conditions precedent to consummation of the proposed transaction, including the ability to secure regulatory approv the terms expected, at all or in a timely manner; the ability of the Company to implement its plans, forecasts and other expectation respect to its business after the completion of the proposed transaction and realize expected benefits; business disruption followir proposed transaction; and the potential benefits of an acquisition of Cardtronics. Forward-looking statements are not guarantees of performance, and there are a number of important factors that could cause actual outcomes and results to differ materially from the r contemplated by such forward-looking statements, including those factors listed in Item 1A "Risk Factors" of NCR's Annual Report on Forr filed with the U.S. Securities and Exchange Commission (SEC) on February 28, 2020 and Cardtronics' Annual Report on Form 10-K filed wi SEC on March 2, 2020, and those factors detailed from time to time in NCR's and Cardtronics' other SEC reports including quarterly repo Form 10-Q and current reports on Form 8-K. In addition, there can be no assurance that a transaction with Cardtronics PLC will be agreed occur, and if agreed, the terms of any such transaction. These materials are dated February 9, 2021, and NCR does not undertake any obli to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, exc otherwise required by law.

NOTES TO INVESTORS

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

USE OF CERTAIN TERMS. As used in these materials:

(i) the term "CC" means constant currency, and;

(ii) the term "recurring revenue" includes all revenue streams from contracts where there is a predictable revenue pattern that v at regular intervals with a relatively high degree of certainty. This includes hardware and software maintenance revenue, cloud payment processing revenue, and certain professional services arrangements, as well as term-based software license arrangement include customer termination rights.

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

OVERVIEW

FREE CASH FLOW of \$149M in Q4 and \$448M FY 2020

Adjusted EBITDA margin rate **EXPANSION** Q/Q to 15.8%

Completed \$150M of COST REDUCTIONS

RECURRING REVENUE up 6% Y/Y in Q4

Announced proposed transaction with **CARDTRONICS**

STRATEGIC UPDATE

- Successful progress on 80/60/20 goals
- Banking Digital banking momentum and accelerating shift t recurring software revenue
- Retail Gaining traction on NCR Emerald[™] and self-checkout solutions
- Hospitality Momentum in Aloha[™] Essentials continues
- Accelerating NCR-as-a-Service transformation
- Continue to invest in strategic platforms
 - Digital front-end for Digital Banking
 - Digital online ordering for Retail



Q4 2020 FINANCIAL RESULTS

\$ in millions, except for EPS

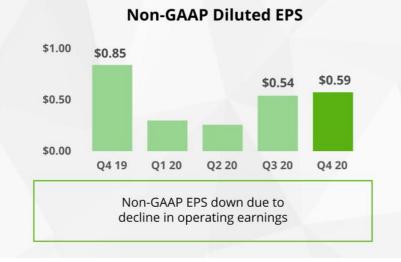


Adjusted EBITDA

Ma



Adjusted EBITDA down 14% y/y due to COVID-19 and shift to recurring; Up 4% q/q



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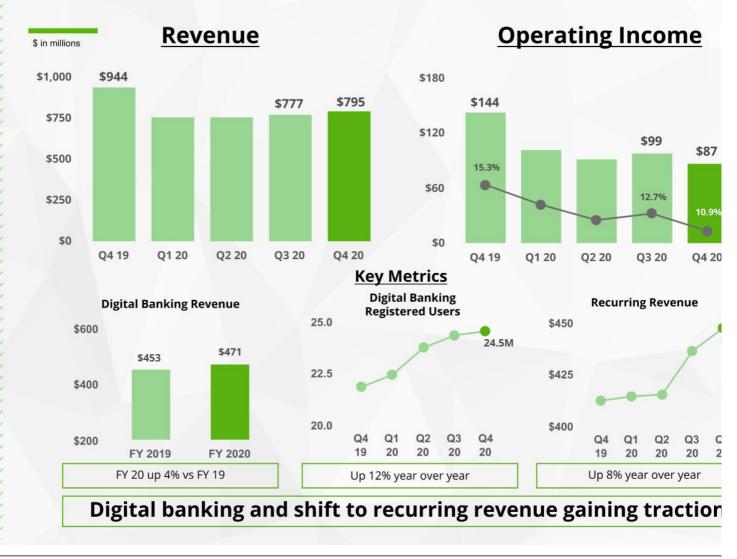
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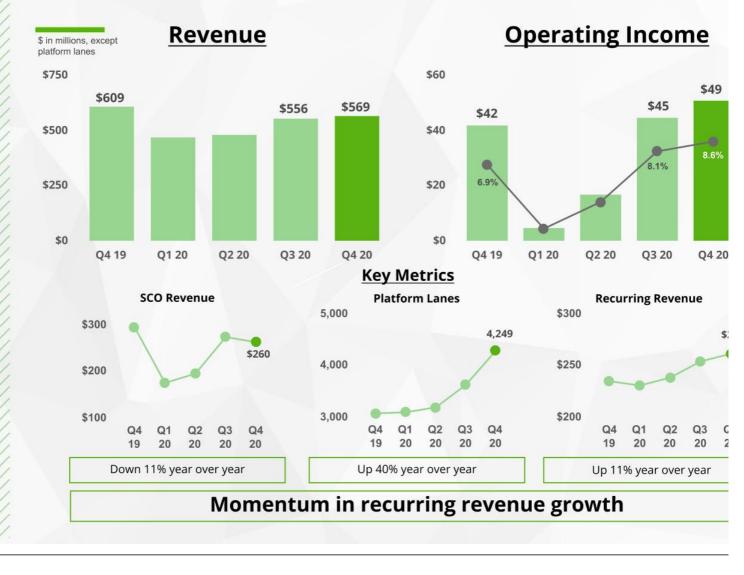
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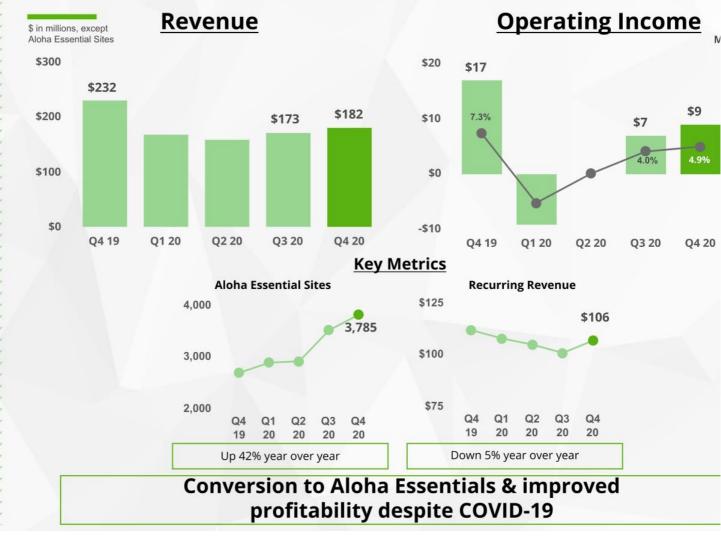
BANKING



RETAIL



HOSPITALITY



SUPPLEMENTAL REVENUE

\$ in millions

	Q4 2020	Q3 2020	Q4 2019	Q4 20 v Q3 20	Q4 20 Q4 19
Software	\$483	\$468	\$533	3%	(9%)
Services	\$671	\$655	\$673	2%	—%
Hardware ATM SCO/POS	\$477 \$221 \$256	\$466 \$219 \$247	\$680 \$347 \$333	2% 1% 4%	(30%] (36%) (23%)
Total Revenue	\$1,631	\$1,589	\$1,886	3%	(14%)
Software & Services %	71%	71%	64%		
Recurring Revenue <i>Recurring Revenue %</i>	\$874 54%	\$848 53%	\$825 44%	3%	6%
		Key Highlig	hts		

• Sequential improvement across software, services and hardware revenue

• Positive mix shift to software, services and recurring revenue

Year-over-year declines largely driven by COVID-19 and shift to recurring revenu

FY SUPPLEMENTAL REVENUE

\$ in millions

	FY 2020	FY 2019	FY 20 v FY 19
Software	\$1,885	\$2,008	(6%)
Services	\$2,567	\$2,520	2%
Hardware ATM SCO/POS	\$1,755 \$891 \$864	\$2,387 \$1,263 \$1,124	(26%) (29%) (23%)
Total Revenue	\$6,207	\$6,915	(10%)
Software & Services %	72%	65%	
Recurring Revenue	\$3,338	\$3,182	5%
Recurring Revenue %	54%	46%	
	Key Highlights		

- ٠
- Positive mix shift to software, services and recurring revenue Year-over-year declines largely driven by COVID-19 and shift to recurring revenu

FREE CASH FLOW, NET DEBT & EBITDA

\$ in millions

Free Cash Flow	Q4 2020	Q4 2019	FY 2020	FY 201
Cash provided by Operating Activities	\$146	\$408	\$641	\$634
Total capital expenditures	(\$63)	(\$109)	(\$263)	(\$329)
Cash used in discontinued ops	(\$4)	\$3	\$—	(\$24)
Discretionary pension contributions	\$70	\$—	\$70	\$—
Free Cash Flow	\$149	\$302	\$448	\$281

Net Debt & EBITDA	Q4 2020	Q3 2020	Q4 2019
Debt	\$3,278	\$4,488	\$3,559
Cash	(\$338)	(\$1,605)	(\$509)
Net Debt	\$2,940	\$2,883	\$3,050
Adjusted EBITDA LTM	\$896	\$937	\$1,058
Net Debt / Adjusted EBITDA	3.3x	3.1x	2.9x

COST ACTIONS & IMPACTS

COST ACTIONS

IMPACTS

- Temporary COVID cost actions replaced with permanent reductions
- Total cost actions of \$150M
- Turning attention to integration of Cardtronics and synergies
- Recorded charge of approximately \$200M in Q4
 ~\$150 non cash
 - ~\$50 cash
- Includes severance, excess inventory and software impairments
- Several legacy issues addresse and settled

IMPROVED COST STRUCTURE TO DRIVE MARGIN EXPANSION

Q1 2021

- Revenue Up 2% to 3% year over year
- Adjusted EBITDA Margin Expands approx. 250 bps year over year to roughly 15%
- Free Cash Flow Modest improvement from Q1 2020 to approx. breakeven

LOOKING FORWARD

- Pleased with 2020 execution
- Accelerate NCR as-a-Service 80/60/20 Strategy
- Return to growth
- Building momentum for 2021 execution
- Increased revenue and cash flow linearity
- Cost takeout and positive operating leverage drive margin expansion
- Set the stage to hit the ground running...Cardtronics

NCR + CARDTRONICS

Accelerates NCR-as-a-Service strategy

Expands payments opportunity

Enhances NCR's scale and cash flow generation

Advances NCR's 80/60/20 targets

Accretive to non-GAAP EPS in the full first year ... approx. **20-25% per share**

Strategically consistent ... accretive

SUPPLEMENTAR' MATERIALS



Q4 & FY 2020 GAAP RESULTS

\$ in millions, except per share amounts

	Q4 2020	Q4 2019	% Change As Reported	FY 2020	FY 2019	% Change As Reported
Revenue	\$1,631	\$1,886	(14%)	\$6,207	\$6,915	(10%)
Gross Margin	328	532	(38)%	1,524	1,921	(21)%
Gross Margin Rate	20.1%	28.2%		24.6%	27.8%	
Operating Expenses	391	350	12%	1,303	1,310	(1)%
% of Revenue	24.0%	18.6%		21.0%	18.9%	
Operating Income	(63)	182	(135)%	221	611	(64)%
% of Revenue	(3.9%)	9.7%		3.6%	8.8%	
Interest and other expense	(83)	(99)	(16)%	(280)	(270)	4%
Income Tax Expense (Benefit)	(20)	(301)	(93%)	(53)	(273)	(81%)
Effective Income Tax Rate	13.7%	(362.7)%		89.8%	(80.1)%	
Net Income from Continuing Operations (attributable to NCR)	(\$125)	\$384	(133%)	(\$7)	\$614	(101%)
Diluted EPS	(\$1.06)	\$2.67	(140)%	(\$0.30)	\$3.71	(108)%

Q4 & FY 2020 OPERATIONAL RESULTS

\$ in millions, except per share amounts

	Q4 2020	Q4 2019	% Change As Reported	% Change Constant Currency	FY 2020	FY 2019	% Change As Reported	% Cł Adju Con Curr
Revenue	\$1,631	\$1,886	(14%)	(14%)	\$6,207	\$6,915	(10%)	(1
Gross Margin (non-GAAP)	465	541	(14)%	(14)%	1,696	1,966	(14)%	(1:
Gross Margin Rate (non-GAAP)	28.5%	28.7%	(20 bps)	— bps	27.3%	28.4%	(110) bps	(90)
Operating Expenses (non-GAAP)	\$313	\$324	(3%)	(4%)	\$1,166	\$1,208	(3%)	(3
% of Revenue	19.2%	17.2%	200 bps	210 bps	18.8%	17.5%	130 bps	140
Operating Income (non-GAAP)	\$152	\$217	(30%)	(30%)	\$530	\$758	(30%)	(2
% of Revenue	9.3%	11.5%	(220 bps)	(200 bps)	8.5%	11.0%	(250) bps	(230
Interest and other expense (non-GAAP)	(\$49)	(\$60)	(18%)	(16%)	(\$226)	(\$225)	%	_
Income Tax Expense (non-GAAP)	21	34	(38)%	(36)%	61	110	(45)%	(4:
Effective Income Tax Rate (non-GAAP)	20.4%	21.7%			20.1%	20.6%		
Net Income (Loss) From Continuing Operations (attributable to NCR) (non- GAAP)	\$83	\$123	(33)%	(35)%	\$242	\$423	(43)%	(4 [.]
Diluted EPS (non-GAAP)	\$0.59	\$0.85	(31%)	(31%)	\$1.69	\$2.81	(40%)	(3

NON-GAAP MEASURES

While NCR reports its results in accordance with generally accepted accounting principles (GAAP) in the United States, cor made during this conference call and in these materials will include non-GAAP measures. These measures are inclu provide additional useful information regarding NCR's financial results, and are not a substitute for their comparabl measures.

Operating Income (non-GAAP), Diluted EPS (non-GAAP), Gross Margin (non-GAAP), Gross Margin Rate (non-GAAP), Inter Other expense (non-GAAP), Effective Income Tax Rate (non-GAAP), Net Income (non-GAAP), Operating Expenses (non-GA Income Tax Expense (non-GAAP). NCR's operating income (non-GAAP), diluted earnings per share (non-GAAP), gross marg GAAP), gross margin rate (non-GAAP), interest and other expense (non-GAAP), effective income tax rate (non-GAAP), income (non-GAAP), operating expenses (non-GAAP) and income tax expense (non-GAAP) are determined by excluding | mark-to-market adjustments, pension settlements, pension curtailments and pension special termination benefits, an special items, including amortization of acquisition related intangibles as well as transformation and restructuring charge NCR's GAAP income (loss) from operating, earnings per share, gross margin, gross margin rate, interest and other e effective income tax rate, net income, operating expenses and income tax expense, respectively. Due to the non-ope nature of these pension and other special items, NCR's management uses these non-GAAP measures to evaluate year-ov operating performance. NCR also uses operating income (non-GAAP) and non-GAAP diluted EPS, to manage and determ effectiveness of its business managers and as a basis for incentive compensation. NCR believes these measures are us investors because they provide a more complete understanding of NCR's underlying operational performance, as consistency and comparability with NCR's past reports of financial results.

Free Cash Flow. NCR defines free cash flow as net cash provided by/used in operating activities and cash flow provided I in discontinued operations less capital expenditures for property, plant and equipment, additions to capitalized sc discretionary pension contributions and pension settlements. NCR's management uses free cash flow to assess the f performance of the Company and believes it is useful for investors because it relates the operating cash flow of the Com the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount generated after capital expenditures which can be used for, among other things, investment in the Company's businesses, strategic acquisitions, strengthening the Company's balance sheet, repurchase of Company stock and repay the Company's debt obligations. Free cash flow does not represent the residual cash flow available for discretionary experiment with the remay be other nondiscretionary expenditures that are not deducted from the measure. Free cash flow does not uniform definition under GAAP and, therefore, NCR's definition may differ from other companies' definition of this measure.

NON-GAAP MEASURES

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

Net Debt and Adjusted EBITDA. NCR believes that Net Debt provides useful information to investors because NCR's manag reviews Net Debt as part of its management of overall liquidity, financial flexibility, capital structure and leverage. In ad certain debt rating agencies, creditors and credit analysts monitor NCR's Net Debt as part of their assessments of NCR's but NCR determines Net Debt based on its total debt less cash and cash equivalents, with total debt being defined as total shor borrowings plus total long-term debt.

NCR believes that Adjusted EBITDA (adjusted earnings before interest, taxes, depreciation and amortization) provides information to investors because it is an indicator of the strength and performance of the Company's ongoing business oper including its ability to fund discretionary spending such as capital expenditures, strategic acquisitions and other investment determines Adjusted EBITDA for a given period based on its GAAP net income from continuing operations attributable to NC interest expense, net; plus income tax expense (benefit); plus depreciation and amortization; plus other income (expense pension mark-to-market adjustments, pension settlements, pension curtailments and pension special termination benefit other special items, including amortization of acquisition related intangibles as well as transformation and restructuring charg

NCR believes that its ratio of Net Debt to Adjusted EBITDA provides useful information to investors because it is an indicator company's ability to meet its future financial obligations. In addition, the Net Debt to Adjusted EBITDA ratio is measures freq used by investors and credit rating agencies. The Net Debt to Adjusted EBITDA ratio is calculated by dividing Net Debt by t twelve-month Adjusted EBITDA.

NON-GAAP MEASURES

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

\$ in millions

Net Income from Continuing Operations (GAAP) to Adjusted EBITDA (non-GAAP)

		2020 (.TM	Q3 2020 LTM	Q4 2019 LTM	Q4 2020
Net (Loss) Income from Continuing Operations Attributable to (GAAP)	NCR \$	(7) \$	502	\$ 614	\$ (125)
Pension Mark-to-Market Adjustments		34	75	75	34
Transformation & Restructuring Costs		234	43	58	202
Acquisition-Related Amortization of Intangibles		81	84	86	19
Acquisition-Related Costs		(6)	2	3	(6)
Internal reorganization & IP Transfer		_	(37)	(37)	_
Loss on Debt Extinguishment		20	20	_	_
Interest Expense		218	221	197	51
Interest Income		(8)	(6)	(4)	(3)
Depreciation and Amortization		275	260	232	74
Income Taxes		(53)	(334)	(273)	(20)
Stock Compensation Expense		108	107	107	32
Adjusted EBITDA (non-GAAP)	\$	896 \$	937	\$ 1,058	\$ 258

Q4 2020

	Q4 QTD 2020 GAAP	Transformatio n Costs	Acquisition- related amortization of intangibles	Acquisition- related costs	VA Release	Pension Mark-to- Market	Q4 QTI non-G
Product revenue	\$529	\$—	\$—	\$—	\$—	\$—	\$52
Service revenue	1,102	_	_	_	_	_	1,1
Total revenue	1,631	<u> </u>	<u> </u>	<u> </u>	<u></u>	_	1,6
Cost of products	479	(45)	(2)	—	_	_	43
Cost of services	824	(86)	(4)	—	—	-	73
Gross margin	328	131	6		—	_	46
Gross margin rate	20.1%	8.0%	0.4%	—%	-%	-%	28.5
Selling, general and administrative expenses	326	(56)	(13)	(1)	_	_	25
Research and development expenses	65	(8)		<u></u> .	_		57
Total operating expenses	391	(64)	(13)	(1)	—		31
Total operating expense as a % of revenue	24.0%	(3.9)%	(0.8)%	(0.1)%	%	—%	19.:
Income from operations	(63)	195	19	1	—	_	15
Income from operations as a % of revenue	(3.9)%	12.0%	1.1%	0.1%	—%	—%	9.3
Interest and Other (expense) income, net	(83)	7	—	(7)	_	34	(49
Income from continuing operations before income taxes	(146)	202	19	(6)	—	34	10
Income tax (benefit) expense	(20)	37	4		(5)	5	2'
Effective income tax rate	13.7%						20.4
Income from continuing operations	(126)	165	15	(6)	5	29	82
Net income (loss) attributable to noncontrolling interests	(1)	_	_	—	-	-	(1
Income from continuing operations (attributable to NCR)	(\$125)	\$165	\$15	(\$6)	\$5	\$29	\$8
Diluted earnings per share	(\$1.06)	\$1.17	\$0.11	(\$0.04)	\$0.04	\$0.20	\$0.
Diluted shares outstanding	129.0						141

Q4 2020

\$ in millions, except per share amounts

	Q4 QTD 2020 GAAP	Q4 QTD 2020 non- GAAP
Income from continuing operations attributable to NCR common stockholders:		
Income from continuing operations (attributable to NCR)	\$(125)	\$83
Dividends on convertible preferred shares	(12)	_
Income from continuing operations attributable to NCR common stockholders	(\$137)	\$83
Weighted average outstanding shares:		
Weighted average diluted shares outstanding	129.0	132.0
Weighted as-if converted preferred shares	_	9.6
Total shares used in diluted earnings per share	129.0	141.6
Diluted earnings per share ⁽¹⁾	(\$1.06)	\$0.59

Q4 2019

	Q4 QTD 2019 GAAP	Transformation & Restructuring Costs	Acquisition- related amortization of intangibles	Acquisition- related costs	Debt Refinancing	Valuation Allowance Release	Int Reorg & IP Transfer	Pension mark-to- market adjustment	Q4 0 2019 GA
Product revenue	\$766	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$7
Service revenue	1,120		_		_	—		_	1,1
Total revenue	1,886	· · · · · · · · · · · · · · · · · · ·			_			<u> </u>	1,8
Cost of products	599	(<u> </u>)),	(3)	_	_	_		_	59
Cost of services	755	(2)	(4)	—	_	—	<u> </u>	—	74
Gross margin	532	2	7	<u> </u>			<u> </u>	_	54
Gross margin rate	28.2%	0.1%	0.4%	—%	—%	—%	—%	—%	28.
Selling, general and administrative expenses	276	(6)	(15)	(2)	-	—		—	25
Research and development expenses	74	(3)	_	—	-	—	—	—	7
Total expenses	350	(9)	(15)	(2)	—	—		—	32
Total expense as a % of revenue	18.6%	(0.5)%	(0.8)%	(0.1)%	—%	%	-%	-%	17.:
Income from operations	182	11	22	2		_		—	21
Income from operations as a % of revenue	9.7%	0.6%	1.1%	0.1%	%	%	%	%	11.
Interest and Other (expense) income, net	(99)	—	—	—	1	-	(37)	75	(6)
Income from continuing operations before income taxes	83	11	22	2	1	_	(37)	75	15
Income tax expense	(301)	3	5	_	1	53	264	9	34
Effective income tax rate	(362.7)%								21.3
Income from continuing operations	384	8	17	2	_	(53)	(301)	66	12
Net income attributable to noncontrolling interests	_	—	-	<u> </u>	-	_	_	-	
Income from continuing operations (attributable to NCR)	\$384	\$8	\$17	\$2	\$—	(\$53)	(\$301)	\$66	\$1:
Diluted (loss) earnings per share	\$2.67	\$0.06	\$0.12	\$0.01	\$—	(\$0.37)	(\$2.09)	\$0.46	\$0.
Diluted shares outstanding	143.9								143

Q4 2019

\$ in millions, except per share amounts

	Q4 QTD 2019 GAAP	Q4 QTD 2019 non-GAAP
Income from continuing operations attributable to NCR common stockholders:		
Income from continuing operations (attributable to NCR)	\$384	\$123
Dividends on convertible preferred shares	\$—	\$—
Income from continuing operations attributable to NCR common stockholders	\$384	\$123
Weighted average outstanding shares:		
Weighted average diluted shares outstanding	130.7	130.7
Weighted as-if converted preferred shares	13.2	13.2
Total shares used in diluted earnings per share	143.9	143.9
Diluted earnings per share ⁽¹⁾	\$2.67	\$0.85

FY 2020

	FY 2020 GAAP	Transformation Costs	Acquisition- related amortization of intangibles	Acquisition- related costs	Debt Refinancing	VA Release	Pension mark-to- market
Product revenue	\$2,005	\$—	\$—	\$—	\$—	\$—	\$—
Service revenue	4,202	—		—	—	—	
Total revenue	6,207					<u></u> *	<u></u>
Cost of products	1,733	(58)	(9)		-		
Cost of services	2,950	(92)	(13)		_	<u> </u>	_
Gross margin	1,524	150	22				_
Gross margin rate	24.6%	2.4%	0.3%	—%	—%	—%	%
Selling, general and administrative expenses	1,069	(66)	(59)	(1)			-
Research and development	234	(11)		_	_	_	—
Total operating expenses	1,303	(77)	(59)	(1)	_		
Total operating expense as a % of revenue	21.0%	(1.2)%	(1.0)%	—%	%	—%	-%
Income from operations	221	227	81	1	<u> </u>		
Income from operations as a % of revenue	3.6%	3.7%	1.2%	—%	%	%	%
Interest and Other (expense)	(280)	7	_	(7)	20		34
Income from continuing operations before income taxes	(59)	234	81	(6)	20	—	34
Income tax (benefit) expense	(53)	44	17		5	43	5
Effective income tax rate	89.8%						
Income from continuing	(6)	190	64	(6)	15	(43)	29
Net income (loss) attributable to noncontrolling interests	1	—		_	—	_	—
Income from continuing operations (attributable to NCR)	(\$7)	\$190	\$64	(\$6)	\$15	(\$43)	\$29
Diluted earnings per share	(\$0.30)	\$1.33	\$0.45	(\$0.04)	\$0.10	(\$0.30)	\$0.20
Diluted shares outstanding	128.4						

FY 2020

\$ in millions, except per share amounts

	FY 2020 GAAP	FY 2020 non- GAAP
Income from continuing operations attributable to NCR common stockholders:		
Income from continuing operations (attributable to NCR)	\$(7)	\$242
Dividends on convertible preferred shares	(31)	_
Income from continuing operations attributable to NCR common stockholders	(\$38)	\$242
Weighted average outstanding shares:		
Weighted average diluted shares outstanding	128.4	130.4
Weighted as-if converted preferred shares	<u> </u>	12.5
Total shares used in diluted earnings per share	128.4	142.9
Diluted earnings per share ⁽¹⁾	(\$0.30)	\$1.69

FY 2019

	FY 2019 GAAP	Transformation & Restructuring Costs	Acquisition- related amortization of intangibles	Acquisition- related costs	Debt Refinancing	VA Release & Other	Int Reorg & IP Transfer	Pension mark-to- market adjustment
Product revenue	\$2,681	\$—	\$—	\$—	\$—	\$—	\$—	\$—
Service revenue	4,234	—		—	—	_	-	—
Total revenue	6,915	—		1. .	—		_	
Cost of products	2,146	(12)	(10)		_	_	_	
Cost of services	2,848	(9)	(14)	<u> </u>		_		_
Gross margin	1,921	21	24		—	_		_
Gross margin rate	27.8%	0.3%	0.3%	—%	—%	—%	—%	-%
Selling, general and administrative expenses	1,051	(31)	(62)	(3)	—	—	_	-
Research and development expenses	259	(6)	—	_	_	—	-	—
Total expenses	1,310	(37)	(62)	(3)	—	_		_
Total expense as a % of revenue	18.9%	(0.5)%	(0.9)%	—%	—%	-%	-%	-%
Income from operations	611	58	86	3	—		_	-
Income from operations as a % of revenue	8.8%	0.9%	1.3%	-%	—%	%	%	%
Interest and Other (expense) income, net	(270)	-	_	_	7	_	(37)	75
Income from continuing operations before income taxes	341	58	86	3	7	—	(37)	75
Income tax expense	(273)	14	18	(2)	2	78	264	9
Effective income tax rate	(80.1)%							
Income from continuing operations	614	44	68	5	5	(78)	(301)	66
Net income attributable to noncontrolling interests	_	_	_	-	-			_
Income from continuing operations (attributable to NCR)	\$614	\$44	\$68	\$5	\$5	(\$78)	(\$301)	\$66
Diluted (loss) earnings per share	\$3.71	\$0.29	\$0.45	\$0.03	\$0.03	(\$0.52)	(\$2.00)	\$0.44
Diluted shares outstanding	145.2							

FY 2019

\$ in millions, except per share amounts

	FY 2019 GAAP	FY 2019 non- GAAP
Income from continuing operations attributable to NCR common stockholders:		
Income from continuing operations (attributable to NCR)	\$614	\$423
Dividends on convertible preferred shares	(\$76)	\$—
Income from continuing operations attributable to NCR common stockholders	\$538	\$423
Weighted average outstanding shares:		
Weighted average diluted shares outstanding	125.7	125.7
Weighted as-if converted preferred shares	19.5	24.9
Total shares used in diluted earnings per share	145.2	150.6
Diluted earnings per share ⁽¹⁾	\$3.71	\$2.81

\$ in millions

	Q4 2020	Q3 2020	Q4 2019
	Operating Income	Operating Income	Operating Inc
Banking	\$87	\$99	\$144
Retail	49	45	42
Hospitality	9	7	17
Other	7	7	14
Total Operating Income (non-GAAP)	152	158	217
Less:			
Transformation and restructuring costs	195	19	11
Acquisition-related amortization of intangibles	19	21	22
Acquisition-related costs	1		2
Total Operating Income (GAAP)	(\$63)	\$118	\$182

Q4 2020

Q4 2020 Operational Results	% Change As Reported	Favorable (unfavorable) FX impact	% Co Cu
Revenue	(14%)	%	
Gross Margin (non-GAAP)	(14%)	%	1
Gross Margin Rate (non-GAAP)	(20 bps)	(20 bps)	0
Operating Expenses (non-GAAP)	(3%)	1%	
% of Revenue	200 bps	(10) bps	2
Operating Income (non-GAAP)	(30%)	%	
% of Revenue	(220 bps)	(20 bps)	(2
nterest and other expense (non-GAAP)	(18%)	(2%)	1
Income Tax Expense (non-GAAP)	(38%)	(2%)	
Net Income (Loss) From Continuing Operations (attributable to NCR) (non-GAAP)	(33%)	2%	1
Diluted EPS (non-GAAP)	(31%)	%	

FY 2020

FY 2020 Operational Results	% Change As Reported	Favorable (unfavorable) FX impact	% (Cc Ci
Revenue	(10%)	%	(
Gross Margin (non-GAAP)	(14%)	(1%)	(
Gross Margin Rate (non-GAAP)	(110 bps)	(20 bps)	(9
Operating Expenses (non-GAAP)	(3%)	%	
% of Revenue	130 bps	(10 bps)	14
Operating Income (non-GAAP)	(30%)	(2%)	(
% of Revenue	(250 bps)	(20 bps)	(23
Interest and other expense (non-GAAP)	%	%	
Income Tax Expense (non-GAAP)	(45%)	(2%)	(
Net Income (Loss) From Continuing Operations (attributable to NCR) (non-GAAP)	(43%)	(2%)	(
Diluted EPS (non-GAAP)	(40%)	(1%)	(

