# NCR Atleos Corporation – Compensation and Human Resource Committee Charter

October 29, 2024

## **Purpose**

The Compensation and Human Resource Committee shall (a) discharge the Board's responsibilities relating to compensation of the Company's executives and directors, (b) provide general oversight of the Company's management compensation philosophy and practices and benefit programs, (c) review the Company's leadership development and succession plans, and (d) preparing and reviewing the annual report on executive compensation for inclusion in the Company's proxy

statement. The Committee shall report to the Board of Directors and be responsible for ensuring that the Company provides a competitive compensation and benefits program. In addition, the Committee shall ensure that such program is appropriate to attract and retain the executives who possess the knowledge, experience, and relationships that enable the Company to deliver on its' commitments and unique capabilities.

## **Committee Composition**

The Compensation and Human Resource Committee shall consist of at least three members of the Board of Directors, one of whom shall serve as Chair of the Committee. The Chair and the other members of the Committee shall be appointed and removed in accordance with the Company's Bylaws. All members of the Committee shall be "independent" Directors as determined by the Board under the standards set forth in the Board's Corporate Governance Guidelines and must satisfy the additional independence requirements, if any, specific to compensation committee membership set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual.

## **Primary Duties and Responsibilities**

## Executive Compensation

- 1. Review and approve the Company's total compensation goals, objectives and programs covering the Chief Executive Officer ("CEO"), Section 16 officers and executives reporting directly to the CEO ("other executives").
- 2. Review the competitiveness of the Company's total executive compensation practices.
- 3. Periodically assess the risk associated with the Company's compensation programs.
- 4. Review and approve annually the corporate goals and objectives relevant to the compensation of the CEO and other executive officers.
- 5. Evaluate the performance of the CEO and other executive officers in light of such goals and objectives.
- 6. Review and approve annually the total compensation of the CEO and other executive officers including salary, annual incentive compensation and long-term incentives.
- 7. Review, periodically and when appropriate approve other compensation as it affects the CEO and other executive officers, including: (a) cash-based and equity-based awards; (b)

any employment agreements and severance agreements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplementary compensation and benefits for the executive officers and persons who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

8. Oversee the Company's compliance with the compensation-related requirements under SEC and NYSE rules, including the requirements regarding stockholder approved equity compensation plans.

# Human Resource and Leadership Development

- 9. Exercise and/ or delegate administrative functions assigned to the Committee under the Company's various benefit plans.
- 10. Provide guidance as needed regarding the Company's strategic workforce initiatives and practices, and review recommendations of Company management for major changes in compensation, benefit and retirement plans which have application to significant numbers of the Company's total employees and which require review or action by the Board of Directors or the Company's stockholders.
- 11. Oversee and review the Company's plans for CEO succession and development.
- 12. Establish and annually monitor compliance by the executive officers with the Company's stock ownership guidelines.
- 13. Receive periodic reports on the Company's compensation programs as they affect all employees.

## Reporting Responsibilities

- 14. Review and discuss with the company's management the disclosures required to be in the company's proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement.
- 15. Report at the next regular meeting of the Board all significant actions taken, and items discussed at any Compensation and Human Resource Committee meeting.
- 16. On an annual basis, report to the Board on succession planning.

#### Director Compensation

17. Make recommendations to the Board regarding compensation of directors.

### Other Responsibilities and Authority

18. Retain at the expense of the Company such outside compensation consultants, counsel, and other experts and advisors as it determines is appropriate to assist in the full performance of its functions, including sole authority to retain and terminate any compensation consultant used to assist the Committee in the evaluation of the Chief Executive Officer or other executive officer compensation, and sole authority to approve the consultants' fees and other retention terms. The Committee shall, before selecting any compensation consultant, counsel or other expert or advisor, consider all independence factors and potential conflicts of interest of any such compensation consultant, counsel or other expert or advisor to the extent required under all applicable current or future rules of the SEC and the NYSE or any other applicable governing body.

- 19. On an annual basis, evaluate the Committee's performance and report such evaluation to the Board.
- 20. Perform such other oversight functions that from time to time may be assigned to it by the Board of Directors.
- 21. On a regular basis, but no less than annually, meet in executive session.
- 22. Review and reassess the adequacy of the Compensation and Human Resource Committee's charter annually and submit any recommended changes to Board for approval.
- 23. Form and delegate authority to subcommittees as it deems appropriate.

# **Committee Meetings**

The Compensation and Human Resource Committee shall hold meetings regularly during the year and at any additional time as the Committee Chair deems necessary. It shall meet no fewer than four times per year. The Committee shall make regular reports to the Board. The Committee may request that members of management be present as needed to execute the Committee's primary responsibilities. As appropriate, the Committee expects to address significant matters with the full Board prior to determining a final action.