

**Company Registration No. 00045916 (England and Wales)**

**NCR Limited**

**Annual report and financial statements**

**for the year ended 31 December 2022**

**NCR Limited**

**Company information**

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**Directors** Llewellyn Moyer  
A Koziol-Grabowska (Appointed 13 October 2023)

**Company number** 00045916

**Registered office** 9th Floor  
5 Merchant Square  
London  
W2 1BQ

**Auditor** Henderson Loggie LLP  
The Vision Building  
20 Greenmarket  
Dundee  
DD1 4QB

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**NCR Limited**

**Contents**

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	<b>Page</b>
Strategic report	1 - 5
Directors' report	6 - 10
Directors' responsibilities statement	11
Independent auditor's report	12 - 15
Statement of comprehensive income	16
Balance sheet	17
Statement of changes in equity	18
Notes to the financial statements	19 - 41

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**NCR Limited**

**Strategic Report**

**for the year ended 31 December 2022**

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The directors present the strategic report for the year ended 31 December 2022.

**Fair review of the business**

The Company provides innovative products and services that enable businesses to connect, interact, and transact with their customers and enhance their customer relationships by addressing consumer demand for convenience, value, and individual service. Our portfolio of service service self-service and assisted service solutions, and omni-channel software solutions, serve customers in the financial services, retail, hospitality, travel, telecommunications, and technology industries. These include automated teller machines (ATMs), self-service and financial services software, point of sale (POS) devices, POS software, self-checkouts and self-service kiosks (SCO), and software applications that can be used by consumers to enable them to interact with businesses from their computer or mobile device. We also complement these product solutions by offering a complete portfolio of services that support both the Company's business but also third-party solutions. We also resell third-party products and provide related service offerings across the above industry sectors.

Our solutions are based on a foundation of long-established industry knowledge and consulting expertise, value-added software, hardware technology, and global customer support services.

The Company continues to focus on consumer transaction technologies which help our customers improve customer experience, whilst focusing on operational efficiencies and revenue generation. In addition, the Company also offers subscription pricing, managed services, outsourcing, and as-a-service solutions which improve the customer experience by managing their banks, stores, restaurants, and networks for them.

The performance of the Company during 2022 was in line with expectations, taking into account economic conditions.

**Results and performance**

The results of the Company for the financial year, as set out on page 16, show a loss before taxation of £118,284,000 (2021 - profit £12,930,000) after amounts written off investments totalling £133,936,000 (2021 - £nil). The shareholders' funds of the Company total £141,699,000 (2021 - £256,716,000).

During the year, the Company made a profit through its operating activities, mainly from its Retail and Hospitality Business Units. The company earned less interest on account of cash pool balance when compared to the previous year.

For further details on the performance of the Company, please refer to Key Performance Indicators ('KPI's) section of the Strategic report.

## **NCR Limited**

### **Strategic Report (continued)**

**for the year ended 31 December 2022**

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#### **Principal risks and uncertainties**

The following risks and uncertainties could materially and adversely affect our business, financial condition, results of operations, and cause actual results to differ materially from our expectations and projections.

##### *Economic Pressures*

Our business may be negatively affected by domestic economic and credit conditions. Our business is sensitive to the strength of domestic economic and credit conditions. The strength of domestic economic and credit conditions depends on a number of factors, including consumer confidence, unemployment levels, and interest rates.

A negative economic climate such as the increase in domestic inflation and interest rates could create financial pressures that impact the ability or willingness of our customers to make capital expenditures, thereby affecting their ability to purchase our products or services, or especially concerning smaller customers, to pay accounts receivable owed to the Company. Additionally, if customers respond to a negative economic climate by consolidation, such as has occurred in the financial services sector in the recent past, it could reduce our base of potential customers. In response to these pressures, the business has looked to rationalise the underlying cost base. Senior Management regularly review the situation at both a regional and global level and adjust plans accordingly. In addition, the conflict in Ukraine has had a slight impact on our business.

#### **Development and performance**

##### *Competition*

If we do not compete effectively within the technology industry, we will not be successful. We operate in the intensely competitive information technology industry. This industry is characterised by rapidly changing technology, evolving industry standards, frequent new product introductions, price and cost reductions, and increasingly greater commoditisation of products, making differentiation difficult. Our competitors include other large companies in the information technology industry, such as: Diebold Nixdorf, IBM, Fujitsu, ACI, Fiserv and others. In addition, we compete with companies in specific industry segments, such as entry level ATMs, imaging solutions, and business consumables and media products. Our future competitive performance and market position depend on a number of factors, including our ability to:

- react to competitive pricing pressures.
- exploit opportunities in emerging vertical markets, such as travel, telecommunications, and technology.
- cross-sell additional products and services to our existing customer base, including customers gained from our recent acquisitions.
- rapidly and continually design, develop market, or otherwise maintain and introduce innovative solutions and related products and services for our customers that are competitive in the marketplace.
- react on a timely basis to shifts in market demands.
- reduce costs without creating operating inefficiencies or impairing product or service quality.
- maintain competitive operating margins.
- improve product and service delivery quality and effectively market and sell all of our diverse solutions.

##### *Business model*

If we are unsuccessful in transforming our business model, our operating results could be negatively impacted. In recent years, we have begun to shift our business model to focus increasingly on sales of higher margin software and professional, managed and other services. Our ability to successfully grow our software and services businesses depends on a number of different factors, including market acceptance of our software solutions; integrating, developing and supporting software gained through recent acquisitions; enabling our sales force to use a consultative selling model that better incorporates our comprehensive and new solutions.

**NCR Limited**

**Strategic Report (continued)**

**for the year ended 31 December 2022**

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**Key performance indicators**

Management monitors the business using the following key indicators:

	2022	2021
	%	%
Turnover % change compared with previous year	7.5	(5.8)
Gross profit % margin	19	17
Headcount change % compared with previous year	(1)	(7)

*Turnover*

Turnover increased by 7.5% in 2022 from 2021. The increase is driven by all business units and growing demand for NCR products especially in hospitality and retail sector.

*Gross profit margin*

Gross profit margin has increased by 21% mainly due to the increase in sales and product mix offerings and cost rationalization such as reduction of office space. The other important factor is that NCR Ltd is operating on the planned margins and NCR Corporation is managing its profitability on the yearly basis adjusting it to the planned profitability levels.

*Headcount*

Headcount has decreased.

**Strategy**

We have established a focused and consistent business strategy targeted at turnover growth, gross margin expansion, improved customer loyalty, and employee engagement. This strategy guided our efforts in 2022 and will continue to guide us in 2023. To execute this strategy, we incorporate three key imperatives that align with our financial objectives:

- Deliver disruptive innovation;
- Focus on migrating our turnover to higher-margin software and recurring services revenue; and
- More fully enable our sales force with a consultative selling model that better leverages the innovation we are bringing to the market.

**NCR Limited**

**Strategic Report (continued)**

**for the year ended 31 December 2022**

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**Target markets and distribution channels**

Our ATMs and other financial product solutions primarily serve the financial services industry with a particular focus on retail banking and branch transformation, which includes traditional providers of consumer banking and financial services. These solutions also serve the retail markets through convenience banking products for retailers designed to complement their core businesses. We are also concentrating on Software-as-a-Service and other services (including managed services and outsourcing) services.

We provide self-service kiosk and POS solutions to the retail and hospitality sectors. Retail customers include department stores, specialty retailers, mass merchandisers, catalogue stores, supermarkets, hypermarkets, grocery stores, pharmacies, wholesalers, convenience stores, and petroleum outlets. Hospitality customers include restaurants, food service providers, and sports and entertainment venues (including stadiums, arenas and cinemas). Self-service kiosks and POS solutions are sold through a direct sales force and through relationships with value-added resellers, distributors, dealers, and other indirect sales channels. We have focused our investments and resources on self-service technologies and multi-channel solutions.

The Company has both direct and indirect channels to market. We see the opportunity to expand our indirect channels to increase our market coverage, and this will be a focus for the coming years.

We provide service and support for our products and solutions through flexible service contracts with our customers. We have also established managed service contracts with key customers and continue to pursue additional managed service relationships. Longer-term managed service arrangements can help improve the efficiency and performance of the customer's business and increase the strategic and financial importance of its relationship with the Company.

On September 15th 2022 NCR Corporation announced the decision to separate NCR into two independent, publicly traded companies – one focused on digital commerce (NCR Voyix), the other on ATMs (NCR Atleos). NCR Limited followed the corporate plan and separated its ATM business by selling it to Cardtronics UK. The separation date at local country level was 1st September 2023 and on corporate level 16th October 2023.

As a result of the separation, NCR Corporation Voyix has entered into a Transactional Services Agreement (TSA) with NCR Atleos for the purposes of both groups' employees continuing to support, where necessary, with the ongoing separation processes which will continue into 2024. This will ensure that the segregation of global functional structures (such as Finance, Human Resources, and IT) can continue to effectively support the two separate groups for the short term while applicable recruitment and training can be completed.

**Promoting the success of the company**

**Section 172 statement**

The following statement describes how the Directors have had regard to the matters set out in section 172(1)(a) to (f) when performing their duty under Section 172 of the Companies Act 2006.

NCR Voyix Corporation is the ultimate parent of the Company and as such the Company follows many of the processes and practices of NCR Voyix Corporation, which are further referenced in this statement where relevant. The Directors' obligations with respect to Section 172 requirements are applied through the group's policies and processes.

When making decisions, each Director ensures that they act in a way that they consider, in good faith, would most likely promote the Company's success for the benefit of its members as a whole, and in doing so have regard (among other matters) to:

**NCR Limited**

**Strategic Report (continued)**

**for the year ended 31 December 2022**

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**S171(1) (A) "The likely consequences of any decision in the long term"**

The Directors understand the business and the evolving environment in which we operate. The strategy followed by the Board, and decisions taken to implement it, is intended to strengthen our position in the marketplace over the longer term. The Company's strategy is in line with that of its ultimate parent, NCR Voyix Corporation. In addition to the direction provided by NCR Voyix Corporation, the Company is subject to internal processes and management systems that enable the Directors to oversee governance and day-to-day operations through assigned delegations.

**S172(1) (B) "The interests of the Company's employees"**

The Directors acknowledge that the Company's employees are vital to its success as a software and services led business. They assume responsibility for safeguarding interests of employees and execute initiatives and programmes designed at the group level, to attract and retain employees with different skill sets, experience and attributes. The Company is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. The Company policy is that all recruitment and subsequent development and promotion is carried out equitably and solely on the basis of aptitude and ability.

**S172(1) (C) "The need to foster the Company's business relationships with suppliers, customers and others"**

The Directors recognise the importance of clear communication and proactive engagement with stakeholders. Comprehensive engagement enables informed decision making and is integral to the long-term success of the Company. The Directors factor the implications of decisions on stakeholders, where relevant and feasible. The Directors help to ensure that there is fair and ethical selection of suppliers for all products and services by applying NCR's group-wide procurement processes.

The Company is closely managing and maintaining customer relationships (carefully listening to our customers) via phone calls, meetings, events, frequent customer satisfaction surveys. Furthermore, we are continuously trying to build strong and long standing relationships with our (main) suppliers to foster efficiencies and effectiveness to make it a "win-to-win".

**S172(1) (D) "The impact of the Company's operations on the community and the environment"**

The Directors are committed to supporting economic, cultural, social and educational well-being of communities by investing in innovative programs that provide solutions and benefit to communities at large. The Company strives to minimize the environmental footprint of its operations and products in line with group strategy, while also delivering innovative technologies and solutions designed to help businesses and consumers reduce their own environmental footprint.

**S172(1) (E) "The desirability of the Company maintaining a reputation for high standards of business conduct"**

The Directors apply NCR's Code of Conduct which is designed to provide guidance on the group's standard for upholding the Company's shared values, which form the foundation of business relationships with customers, partners, and suppliers that maintain and guide decisions to achieve the Company's business objectives.

**S172(1) (F) "The need to act fairly as between members of the Company"**

The Company adheres to the group policies often set by the ultimate parent company, NCR Voyix Corporation.

On behalf of the board

A Koziol-Grabowska  
**Director**

## **NCR Limited**

### **Directors' report**

#### **for the year ended 31 December 2022**

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The directors present their annual report and financial statements for the year ended 31 December 2022.

#### **Principal activities**

The Company has a long heritage of providing innovative products and services to help businesses build stronger relationships with their customers, through our presence at customer interaction points, such as automated teller machines (ATMs), retail point of sale (POS) workstations, self-service kiosks, self check in/out systems, and our solutions enable companies to address consumer demand for convenience, value and individual service. The Company also provides a complete portfolio of services to help customers design, deploy, support and manage technology solutions for our products as well as select third party products.

The Company provides specific solutions for customers in a range of industries such as financial services, retail and hospitality. The Company's solutions are built on a foundation of long-established industry knowledge and consulting expertise, value added software and hardware technology, and customer support services.

Payment and imaging solutions comprise hardware, software and services to enable item-based transactions to be digitally captured, processed and stored. Our solutions use advanced recognition and workflow technologies to automate item processing, helping businesses increase efficiency and reduce costs.

We also offer a range of payment products ranging from high performance front end transaction processing through payment instruction management and enterprise fraud detection to mobile alerting and risk management.

Customer support service provide the support services to deploy and maintain our solutions. Our support services range from staging and installation, through helpdesk to lifecycle maintenance, outsourcing and networking services.

Our Professional Service team focuses on the analysis, design and delivery of complex, mission critical information systems with a service portfolio covering consulting, systems integration and implementation, project management and education.

The Company's long-term goals are profitable growth, world-class operations and thought leadership in the industries it serves. The Directors believe that business will continue to trade successfully in the foreseeable future.

#### **Business review and future developments**

A review of the business and future developments are included in the Strategic Report.

#### **Branches**

The Company has a branch in Ireland.

#### **Going concern**

The Directors have assessed the position of the Company for the next 12 months. The Company has sufficient funds to settle its liabilities as they raise. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The Company therefore continues to adopt the going concern basis in preparing the financial statements.

#### **Results and dividends**

The results for the year are set out on page 16.

## **NCR Limited**

### **Directors' report (continued)**

**for the year ended 31 December 2022**

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#### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Kerry Busfield	(Resigned 13 October 2023)
Llewellyn Moyer	
Caroline Kee	(Resigned 13 October 2023)
A Koziol-Grabowska	(Appointed 13 October 2023)

#### **Qualifying third party indemnity provisions**

The Directors have the benefit of the indemnity provisions pursuant to the Company's articles of association. The Company has entered into qualifying third party indemnity arrangements for the benefit of all its Directors in a form and scope which comply with the requirements of section 234 of Companies Act 2006 and which were in force throughout the year ended 31 December 2022 and remain in force.

#### **Research and development**

The Company remains focused on designing and developing products, services and solutions that anticipate our customers changing technological needs. The expense for research and development was £3,144,000 (2021 - £4,225,000). The Company will continue to develop its range of products and services to maintain and enhance the competitive position.

#### **Post reporting date events**

NCR Corporation, the ultimate parent company, announced in September 2022 that it planned to split into two separately traded groups, with subsequently announced names of 'NCR Voyix' and 'NCR Atleos'. This split completed in Q4 2023 and was previously approved by the NCR board on the 15th September 2023. The separation is focused on market segmentation of the global business between a 'Digital Commerce Company' and an 'ATM Company'. At the date of the signing of these financial statements the following transactions have occurred specific to NCR Limited: Disposal of Kenyan and Ghanaian subsidiaries to Cardtronics UK Ltd; Sale of UK operational banking division to Cardtronics UK Ltd. Further information and updates can be obtained via: <https://www.ncr.com/company/ncr-separation-updates>.

In September 2023 NCR Ltd sold the following subsidiaries to Cardtronics UK Ltd, a fellow group company:

- NCR Financial Solutions Group Ltd for £88.7m (UK Based Company)
- NCR Ghana Limited for £2.8m (Ghana based company)
- NCR (Kenya) Limited for £1.7m (Kenya based company)

NCR Limited remains the shareholder of NCR Australia PTY Ltd who also separated its ATM business and sold it to Cardtronics Australia.

#### **Auditor**

In accordance with the company's articles, a resolution proposing that Henderson Loggie LLP be reappointed as auditor of the company will be put at a General Meeting.

#### **Energy and carbon report**

This report is provided to summarise the Company's environmental reporting in accordance with the UK government's policy on Streamlined Energy and Carbon Reporting (SECR).

**NCR Limited**

**Directors' report (continued)**

**for the year ended 31 December 2022**

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	<b>2022</b>	2021
<i>Energy consumption</i>	<b>kWh</b>	kWh
Aggregate of energy consumption in the year		
- Electricity purchased	<b>193,937</b>	456,127
- Fuel consumed for transport	<b>11,789,402</b>	10,899,968
	<b>11,983,339</b>	11,356,095
	<hr/> <hr/>	<hr/> <hr/>
	<b>2022</b>	2021
<i>Emissions of CO2 equivalent</i>	<b>metric</b>	metric
	<b>tonnes</b>	tonnes
Scope 1 - direct emissions		
- Gas combustion	-	-
- Fuel consumed for owned transport	<b>2,759.00</b>	2,629.00
	<hr/>	<hr/>
	<b>2,759.00</b>	2,629.00
Scope 2 - indirect emissions		
- Electricity purchased	<b>38.00</b>	97.00
	<hr/>	<hr/>
Total gross emissions	<b>2,797.00</b>	2,726.00
	<hr/> <hr/>	<hr/> <hr/>
<i>Intensity ratio</i>		
tCO2e per (£'m) revenue	<b>10.8</b>	11.31
	<hr/> <hr/>	<hr/> <hr/>

*Quantification and reporting methodology*

We have calculated the carbon emissions and kWh figures using the UK Government's 2022 Conversion Factors for Company Reporting.

*Intensity measurement*

The Company's SECR disclosure presents the carbon footprint, together with appropriate intensity metric and total use of electricity, gas and transport fuels.

*Measures taken to improve energy efficiency*

No significant actions were taken in the year as the focus has been on the planning of the business transition into the two new businesses (Atleos and Voyix) post year end.

**Statement of disclosure to auditor**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

**NCR Limited**

**Directors' report (continued)**

**for the year ended 31 December 2022**

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**Employees**

As an equal opportunities employer, the Company policy is that all recruitment and subsequent development promotion is carried out equitably and solely on the basis of aptitude and ability.

*Disabled employees*

The Company is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. The Company gives full and fair consideration to applications for employment from disabled persons, having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the Company. If members of staff become disabled the Company continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

*Employee and stakeholder engagement*

We recognise the importance of clear communication and proactive engagement with our stakeholders. Comprehensive engagement enables informed decision making and is integral to the long-term success of the Company. In the disclosures below, and in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended by the Companies (Miscellaneous Reporting) Regulations 2018) (the "Regulations"), we set out our stakeholder groups, as required by the Regulations and how we engage with them.

*Impact of Group-wide Policies and Procedures on Stakeholder Engagement*

The Company's ultimate controlling party, NCR Voyix Corporation, shapes the business strategies for the group which has an impact on the long-term development of the Company. In practice, all decisions and policies affecting employees, suppliers and business relationships with stakeholders are implemented by the Directors in line with the business strategies decided at the group level and promote the interests of the ultimate controlling party and the group as a whole. For further information on the strategy and governance of NCR Voyix Corporation please refer to [www.ncr.com](http://www.ncr.com).

*Employee engagement*

The Company systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, so that their views can be taken into account when making decisions that are likely to affect their interests.

Frequent one on one conversations with employees are encouraged to connect them to the Company's mission and to achieve strategic goals. Some of the initiatives include employee engagement surveys, webcasts and the NCR group share option scheme, encouraging all employees to contribute ideas that help reshape the Company.

The Company's employment policy is based on equal opportunities and gives full and fair consideration to applications for employment from disabled persons. Appropriate arrangements are made for full training and development, career development and promotions of disabled persons employed by the Company.

*Supplier engagement*

Engagement with suppliers is maintained on the UK NCR Store. For more information on NCR's Supplier Code of Conduct please refer to <https://www.ncr.com/company/corporate-governance/supplier-code-of-conduct>.

*Customer engagement*

The Directors inquire about customers' satisfaction and potential areas for improvement. The matters raised are further escalated and, where appropriate and feasible, changes are implemented to address these matters. This process helps to improve the magnitude of co-operation with key customers.

**NCR Limited**

**Directors' report (continued)**

**for the year ended 31 December 2022**

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**Financial risk management**

The Company's operations expose it to a variety of financial risks that include price risk, liquidity risk and interest rate risk. The Company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Company by monitoring levels of internal debt finance and the related finance costs.

Given the size of the Company, the Directors have not delegated the responsibility of monitoring Company financial risk management to a subcommittee of the Board. The policies set by the Board of Directors are implemented by the group's treasury department. The department has a policy and procedures manual that sets out specific guidelines to manage interest and credit risk and circumstances where it would be appropriate to use financial instruments to manage these.

*Credit risk*

The Company has implemented policies that require appropriate credit checks on potential customers before sales are made. The amount of exposure to any individual counter party is subject to agreed limits, which are reassessed as required by the Directors. The robustness of these procedures provide comfort to the Directors in the current economic environment.

*Price risk*

The Company's price risk arises from competition in the market. The Company minimises this risk with a defined pricing strategy and structure.

*Liquidity risk*

The Company ensures availability of funding through appropriate cash management and intercompany loans to ensure the Company has sufficient available funds for operations and planned expansions. The liquidity risk is managed by the group's treasury department.

*Interest rate risk*

The Company has interest bearing liabilities in the form of amounts owed to other group companies' balances, all of which incur interest at fixed rate or pre-defined range of rates to minimise cash flows fluctuations. These are managed by the group's treasury department.

*Exchange rate risk*

The Company has foreign currency forward contracts to mitigate the exchange rate risks.  
On behalf of the board

A Koziol-Grabowska  
**Director**

22 December 2023

**NCR Limited**

**Directors' responsibilities statement**

**for the year ended 31 December 2022**

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The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **NCR Limited**

### **Independent auditor's report**

#### **to the members of NCR Limited**

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#### **Opinion**

We have audited the financial statements of NCR Limited (the 'company') for the year ended 31 December 2022 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

#### **Other information**

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**NCR Limited**

**Independent auditor's report (continued)**

**to the members of NCR Limited**

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**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

**Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

**Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud, are detailed below.

**NCR Limited**

**Independent auditor's report (continued)**

**to the members of NCR Limited**

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As part of our planning process:

- We enquired of management the systems and controls the company has in place, the areas of the financial statements that are mostly susceptible to the risk of irregularities and fraud, and whether there was any known, suspected or alleged fraud. Management informed us that there were no instances of known, suspected or alleged fraud;
- We obtained an understanding of the legal and regulatory frameworks applicable to the company. We determined that the following were most relevant: GDPR, PCI DSS, FRS 102, Health and Safety; employment law (including the Working Time Directive); and compliance with the UK Companies Act;
- We considered the incentives and opportunities that exist in the company, including the extent of management bias, which present a potential for irregularities and fraud to be perpetrated, and tailored our risk assessment accordingly; and
- Using our knowledge of the company, together with the discussions held with management at the planning stage, we formed a conclusion on the risk of misstatement due to irregularities including fraud and tailored our procedures according to this risk assessment.

The key procedures we undertook to detect irregularities including fraud during the course of the audit included:

- Enquiries with management about any known or suspected instances of non-compliance with laws and regulations and fraud;
- Reviewing legal costs for any irregularities including fraud;
- Reviewing minutes of Board meetings;
- Challenging assumptions and judgements made by management in their significant accounting estimates, in particular in relation to the carrying value of deferred tax assets, investments, tangible and intangible assets, stock and bad debt provisions and the recoverability of intercompany balances;
- Documenting and verifying all significant related party balances and transactions;
- Auditing the risk of management override of controls, including through testing journal entries and other adjustments for appropriateness;
- Testing key revenue lines, in particular cut-off, for evidence of management bias; and
- Reviewing the financial statement disclosures and determining whether accounting policies have been appropriately applied.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). For instance, the further removed non-compliance is from the events and transactions reflected in the financial statements, the less likely the auditor is to become aware of it or to recognise the non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation. The primary responsibility for the prevention and detection of irregularities and fraud rests with the directors.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

**NCR Limited**

**Independent auditor's report (continued)**

**to the members of NCR Limited**

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This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

**Gavin Black (Senior Statutory Auditor)**  
**For and on behalf of Henderson Loggie LLP**

22 December 2023

**Chartered Accountants**  
**Statutory Auditor**

The Vision Building  
20 Greenmarket  
Dundee  
DD1 4QB

**NCR Limited**

**Statement of comprehensive income  
for the year ended 31 December 2022**

		2022 £000	2021 £000
	<b>Notes</b>		
<b>Turnover</b>	<b>3</b>	<b>258,974</b>	240,938
Cost of sales		<b>(208,812)</b>	(199,786)
<b>Gross profit</b>		<b>50,162</b>	41,152
Distribution costs		<b>(25,229)</b>	(23,279)
Administrative expenses		<b>(10,980)</b>	(9,796)
<b>Operating profit</b>	<b>4</b>	<b>13,953</b>	8,077
Interest receivable and similar income	<b>7</b>	<b>6,294</b>	7,241
Interest payable and similar expenses	<b>8</b>	<b>(4,595)</b>	(2,388)
Amounts written off investments		<b>(133,936)</b>	-
<b>(Loss)/profit before taxation</b>		<b>(118,284)</b>	12,930
Tax on (loss)/profit	<b>9</b>	<b>(17,744)</b>	7,533
<b>(Loss)/profit for the financial year</b>		<b>(136,028)</b>	20,463

The profit and loss account has been prepared on the basis that all operations are continuing operations.

**NCR Limited****Balance sheet**

as at 31 December 2022

		2022		2021	
	Notes	£000	£000	£000	£000
<b>Fixed assets</b>					
Goodwill			199		268
Other intangible assets			1,650		1,987
			<u>          </u>		<u>          </u>
Total intangible assets	10		1,849		2,255
Tangible assets	11		1,866		1,733
Investments	12		104,620		118,556
			<u>          </u>		<u>          </u>
			108,335		122,544
<b>Current assets</b>					
Stocks	14	21,875		10,317	
Debtors	15	205,343		129,463	
Cash at bank and in hand		-		111,756	
		<u>          </u>		<u>          </u>	
		227,218		251,536	
<b>Creditors: amounts falling due within one year</b>	16	(193,854)		(117,364)	
		<u>          </u>		<u>          </u>	
<b>Net current assets</b>			33,364		134,172
			<u>          </u>		<u>          </u>
<b>Net assets</b>			141,699		256,716
			<u>          </u>		<u>          </u>
<b>Capital and reserves</b>					
Called up share capital	20		8,500		8,500
Share premium account	21		33,997		14,997
Capital redemption reserve	22		423,213		423,213
Profit and loss reserves	23		(324,011)		(189,994)
			<u>          </u>		<u>          </u>
<b>Total equity</b>			141,699		256,716
			<u>          </u>		<u>          </u>

The financial statements were approved by the board of directors and authorised for issue on 22 December 2023 and are signed on its behalf by:

A Koziol-Grabowska  
Director

Company Registration No. 00045916

**NCR Limited**

**Statement of changes in equity**

**for the year ended 31 December 2022**

	Notes	Share capital £000	Share premium account £000	Capital redemption reserve £000	Profit and loss reserves £000	Total £000
<b>Balance at 1 January 2021</b>		8,500	14,997	423,213	(211,768)	234,942
<b>Year ended 31 December 2021:</b>						
Profit and total comprehensive income for the year		-	-	-	20,463	20,463
Credit to equity for equity settled share-based payments	19	-	-	-	1,311	1,311
<b>Balance at 31 December 2021</b>		8,500	14,997	423,213	(189,994)	256,716
<b>Year ended 31 December 2022:</b>						
Loss and total comprehensive income for the year		-	-	-	(136,028)	(136,028)
Issue of share capital	20	-	19,000	-	-	19,000
Credit to equity for equity settled share-based payments	19	-	-	-	2,011	2,011
<b>Balance at 31 December 2022</b>		<b>8,500</b>	<b>33,997</b>	<b>423,213</b>	<b>(324,011)</b>	<b>141,699</b>

## **NCR Limited**

### **Notes to the financial statements**

**for the year ended 31 December 2022**

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#### **1 Accounting policies**

##### **Company information**

NCR Limited is a private company limited by shares incorporated in England and Wales. The registered office is 9th Floor, 5 Merchant Square, London, W2 1BQ.

##### **1.1 Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues': The disclosure requirements of paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b), and 12.29A;
- Section 26 'Share based Payment': Share based payment arrangements required under FRS 102 paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.
- the company has taken advantage of the exemption under paragraph 35.10(p) of FRS 102 in respect of lease incentives on leases in existence on the date of transition to FRS 102 (1 January 2014) and continues to credit such lease incentives to the profit and loss account over the period to the first review date on which the rent is adjusted to market rates.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated financial statements. The financial statements present information about the company as an individual entity and not about its group.

For the year ended 31 December 2022, NCR Limited was a wholly owned subsidiary of NCR Voyix Corporation, a company incorporated in the USA (previously known as NCR Corporation). The results of NCR Limited are included in the consolidated financial statements of NCR Voyix Corporation which are available publicly from 864 Spring St NW, Atlanta, GA 30308 USA.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**1 Accounting policies (continued)**

**1.2 Going concern**

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

In determining the appropriate basis of preparation of the financial statements, the Directors are required to consider whether the Company can continue in operational existence for the foreseeable future. For this purpose, the foreseeable future is deemed to consist of at least the twelve months following the issuance of the Company financial statements.

The company meets its day to day working capital requirements from a mixture of loans and informal intercompany borrowing arrangements (Note 16), together with operational cash flows, and trading balances with the group headed by NCR Voyix Corporation, the ultimate parent company.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The risk most likely to adversely affect the Company's available financial resources over this period is the ongoing impact of economic turbulence continuing from 2022 in the UK that has seen the Bank of England base rate increase to the highest rate since 2008 and UK inflation increase to over 10% (CPI 12 month rate), which has since continued to reduce throughout 2023 to under 7%. These economic pressures have driven cost increases in certain operational inputs that the Company has partially mitigated via efficiencies and business synergies. The directors believe that the Company has sufficient mitigating actions available and that it could address all plausible downside scenarios. The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**1 Accounting policies (continued)**

**1.3 Turnover**

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the company and value added tax.

The company recognises revenue when:

- (a) the significant risks and rewards of ownership have been transferred to the buyer;
- (b) the company retains no continuing involvement or control over the goods;
- (c) the amount of revenue can be measured reliably;
- (d) it is probable that future economic benefits will flow to the entity; and
- (e) when the specific criteria relating to each of the company's sales channels have been met, as described below.

*Solutions/hardware*

For the company's solutions, computer hardware and software, turnover is recognised upon delivery, installation or customer acceptance of the product, as defined in the customer contract. The company's typical solution requires no significant production, modification or customisation of the software or hardware that is essential to the functionality of the products other than installation for its more complex solutions. For those complex solutions, turnover is deferred until the installation is complete.

*Services*

The company's sales arrangements often include services in addition to hardware and software. These services could include hardware maintenance, upgrade rights, customer support and professional consulting services. For these services, turnover is typically recognised rateably over the period benefitted or when the services are complete. If the services are essential to the functionality of the hardware and software, turnover from the hardware and software components is deferred until the essential services are complete.

Other revenue earned by the company is accounted for as set out below.

*Interest income*

Interest income is recognised using the effective interest rate method. Interest income is presented as 'Interest receivable and similar income' in the profit and loss account.

*Dividend income*

Dividend income is recognised when the right to receive payment is established. Dividend income is presented as 'Other income' in the profit and loss account.

**1 Accounting policies (continued)**

**1.4 Research and development expenditure**

Development costs that are directly attributable to the design and testing of identifiable and unique software platforms controlled by the company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Other development expenditures that do not meet these criteria together with costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

**1.5 Intangible fixed assets - goodwill**

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of the equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages, the cost is the consideration at the date of each transaction.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Where the fair value of the contingent liabilities cannot be reliably measured, they are disclosed on the same basis as other contingent liabilities.

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values of the company's interest in the identifiable assets, liabilities and contingent liabilities.

On acquisition, goodwill is allocated to cash-generating units ("CGU's") that are expected to benefit from the combination.

Goodwill is amortised over its expected useful life. Where the company is unable to make a reliable estimate of useful life, goodwill is amortised over a period not exceeding 10 years. Goodwill is assessed for impairment where there are indicators of impairment and any impairment is charged to the profit and loss account. Reversals of impairments are recognised when the reasons for the impairment no longer apply.

Goodwill is the value of payments made for acquisitions in excess of the underlying value of the assets of the entities acquired. Goodwill arising on acquisitions has been capitalised and is being amortised over a period not exceeding 10 years; that being the period expected to benefit.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**1 Accounting policies (continued)**

**1.6 Intangible fixed assets other than goodwill**

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Customer relationships	10 years
Developed technology	8 years
Trademarks	9 1/2 years
Development costs	8 years

Where factors such as technological advancement or changes in market conditions indicate that the asset's useful life has changed, the useful life is amended prospectively to reflect the new circumstances.

Intangible assets are reviewed for impairment if there is an indication that the intangible asset may be impaired.

**1.7 Tangible fixed assets**

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	over the period of the lease
Equipment	3 - 10 years

Tangible assets are derecognised on disposal of when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit and loss account.

The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

*Subsequent costs*

Subsequent costs, including major inspections, are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that economic benefits with the item will flow to the company and the cost can be reliably measured.

The carrying amount of any replaced component is derecognised. Major components are treated as a separate asset when they have significantly different patterns of consumption of economic benefits and are depreciated separately over its useful life.

Repairs, maintenance and minor inspection costs are expensed as incurred.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**1 Accounting policies (continued)**

**1.8 Fixed asset investments**

Interests in subsidiaries are initially measured at cost. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

**1.9 Impairment of fixed assets**

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

**1.10 Stocks**

Stocks are measured at the lower of cost and estimated selling prices less costs to complete and sell. Stocks are recognised as an expense in the financial year in which the related revenue is recognised.

Cost is determined using the weighted average basis. Cost comprises the purchase price, including taxes and duties and transport and handling costs directly attributable to bringing the stock to its present location and condition.

At the end of each financial year, stocks are assessed for impairment. If an item of stock is impaired, the identified stock is measured at its selling price less costs to complete and sell and the resulting impairment loss is recognised in the profit and loss account. Where a reversal of the impairment loss is recognised, the impairment loss is reversed, up to the original impairment loss, and is recognised in the profit and loss account.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**1 Accounting policies (continued)**

**1.11 Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within borrowings in current liabilities. Cash and cash equivalents are initially measured at transaction price and subsequently measured at amortised cost.

Bank deposits which have original maturities of more than three months are not cash and cash equivalents and are presented as current asset investments.

**1.12 Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

**Other financial assets**

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

**Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**1 Accounting policies (continued)**

**Derecognition of financial assets**

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

**Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

**Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

**Other financial liabilities**

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

**Derecognition of financial liabilities**

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

**1.13 Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Incremental costs directly attributable to new equity shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**1.14 Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**1 Accounting policies (continued)**

**Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

**Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

**1.15 Employee benefits**

Short-term employee benefits, including wages and salaries, paid holiday arrangements and other similar non-monetary benefits, are recognised as an expense in the financial year in which employees render the related service.

The company operates an annual bonus plan for employees. An expense is recognised in the profit and loss account when the company has a present legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

**1.16 Retirement benefits**

The company operates a defined contribution plan for certain employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity and has no legal or constructive obligation to pay further contributions or to make direct payments to employees if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. The assets of the plan are held separately from the company in independently administered funds. The contributions to the defined contribution plan are recognised as an expense when they are due. Amounts not paid are included in accruals in the balance sheet.

**1.17 Share-based payments**

When the company participates in a share-based payment arrangement established by a group company, the company takes advantage of the alternative treatment allowed under Section 26 of FRS 102. The company recognises the share-based payment expense based on an allocation of its share of the group's total expense, calculated in proportion to the number of participating employees. The corresponding credit is recognised in retained earnings as a component of equity.

Where the company is charged for the cost of share-based payment arrangements, the amounts are treated as a reduction in equity. If the amount charge is in excess of the share-based payment charge, the company treats the excess as a notional distribution and charges this to retained earnings.

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**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**1 Accounting policies (continued)**

**1.18 Leases**

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

**1.19 Foreign exchange**

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

Foreign exchange gains and losses that relate to borrowings borrowings and cash and cash equivalents are presented in the profit and loss account within 'Interest receivable and similar income' or 'Interest payable and similar charges' as appropriate. All other foreign exchange gains and losses are presented in the profit and loss account within administrative expenses or income.

**1.20 Distribution to equity shareholders**

Dividends and other distributions to the company's equity shareholders are recognised as a liability in the financial statements in the financial year in which the dividends and other distributions are approved by the company's shareholders.

**1.21 Finance costs**

Finance costs are charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument. Bank charges are recognised in the period in which they are incurred.

**2 Judgements and key sources of estimation uncertainty**

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**2 Judgements and key sources of estimation uncertainty (continued)**

**Key sources of estimation uncertainty**

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

**Impairment of tangible and intangible assets**

The company makes an assessment annually of whether there are any indicators that assets may be impaired. This ensures tangible and intangible assets are not carried at more than their recoverable amount.

**Impairment of investments**

Investments are assessed at each reporting date for any indication of impairment. If any such indication exists, the entity determines the recoverable amount of the investment. In such cases, the calculation of recoverable amount involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and new margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

**Inventory provisioning**

It is necessary to consider the recoverability of the cost of inventory and the associated provisioning required. When calculating the inventory provision, management considers the nature and condition of the inventory, as well as applying assumptions around anticipated saleability of finished goods and future usage of service parts.

**Impairment of debtors (including intercompany balances)**

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

**Carrying value of deferred tax asset**

The company has tax losses available to carry forward for which it has recognised a deferred tax asset. An assessment is made at each reporting date as to whether the losses will be utilised based on forecasted results or whether there is any indication of impairment. If any such indication exists, the company determines the element of tax losses that are expected to be utilised and the deferred tax asset and tax charge are adjusted accordingly.

**3 Turnover and other revenue**

	<b>2022</b>	2021
	<b>£000</b>	£000
Turnover analysed by class of business		
Hardware solutions	<b>78,806</b>	65,786
Software solutions	<b>6,960</b>	5,536
Professional services	<b>24,715</b>	20,616
Customer support services	<b>148,493</b>	149,000
	<b><u>258,974</u></b>	<u>240,938</u>

**NCR Limited****Notes to the financial statements (continued)**

for the year ended 31 December 2022

**3 Turnover and other revenue (continued)**

	<b>2022</b>	2021
	<b>£000</b>	£000
<b>Other significant revenue</b>		
Interest income	<b>5,047</b>	5,603
Dividends received	<b>1,247</b>	1,638
	<u>          </u>	<u>          </u>

All turnover arose within the United Kingdom.

**4 Operating profit**

	<b>2022</b>	2021
	<b>£000</b>	£000
Operating profit for the year is stated after charging:		
Exchange differences apart from those arising on financial instruments measured at fair value through profit or loss	<b>4,431</b>	629
Research and development costs	<b>3,144</b>	4,225
Fees payable to the company's auditor for the audit of the company's financial statements	<b>72</b>	60
Depreciation of owned tangible fixed assets	<b>539</b>	770
Amortisation of intangible assets	<b>406</b>	406
Share-based payments	<b>2,011</b>	1,311
Operating lease charges	<b>2,566</b>	3,168
	<u>          </u>	<u>          </u>

**5 Employees**

The average monthly number of persons (including directors) employed by the company during the year was:

	<b>2022</b>	2021
	<b>Number</b>	Number
Engineering and technical support	<b>819</b>	826
Sales and marketing	<b>76</b>	81
Management and administrative	<b>40</b>	40
Total	<b>935</b>	947
	<u>          </u>	<u>          </u>

Their aggregate remuneration comprised:

	<b>2022</b>	2021
	<b>£000</b>	£000
Wages and salaries	<b>55,052</b>	53,554
Social security costs	<b>6,477</b>	6,449
Pension costs	<b>3,314</b>	2,957
	<u>          </u>	<u>          </u>
	<b>64,843</b>	62,960
	<u>          </u>	<u>          </u>

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

**5 Employees (continued)**

Redundancy payments made or committed	<b>603</b>	800
	<u>          </u>	<u>          </u>

**6 Directors' remuneration**

	<b>2022</b>	2021
	<b>£000</b>	£000
Remuneration for qualifying services	<b>231</b>	154
Company pension contributions to defined contribution schemes	<b>9</b>	7
	<u>          </u>	<u>          </u>
	<b>240</b>	161
	<u>          </u>	<u>          </u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 1 (2021 - 1).

Remuneration disclosed above include the following amounts paid to the highest paid director:

	<b>2022</b>	2021
	<b>£000</b>	£000
Remuneration for qualifying services	<b>231</b>	154
Company pension contributions to defined contribution schemes	<b>9</b>	7
	<u>          </u>	<u>          </u>

Two of the directors are remunerated by other companies of the group. It is not practical to determine the proportion of their emoluments which relate to their services as directors of this company and hence no recharge is made to the company.

**7 Interest receivable and similar income**

	<b>2022</b>	2021
	<b>£000</b>	£000
<b>Interest income</b>		
Other interest income	<b>5,047</b>	5,603
<b>Income from fixed asset investments</b>		
Income from shares in group undertakings	<b>1,247</b>	1,638
	<u>          </u>	<u>          </u>
Total income	<b>6,294</b>	7,241
	<u>          </u>	<u>          </u>

The company meets its day-to-day working capital arrangements through a combination of funds and or negative balances as part of the cash pooling arrangement with Citibank, N.A. The interest is accrued on the cash pool balance on a daily basis calculated at a rate or rates agreed from time to time between Citibank N.A. and NCR UK Group Limited. During the year, the company earned interest amounting to £5,047,000 (2021 - £5,562,000) on account of the cash pool balance.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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<b>8</b>	<b>Interest payable and similar expenses</b>	<b>2022</b>	<b>2021</b>
		<b>£000</b>	<b>£000</b>
	Interest payable to group undertakings	164	2,388
	Foreign exchange loss	4,431	-
		<u>4,595</u>	<u>2,388</u>
<b>9</b>	<b>Taxation</b>	<b>2022</b>	<b>2021</b>
		<b>£000</b>	<b>£000</b>
	<b>Current tax</b>		
	Adjustments in respect of prior periods	20,348	(3,968)
	Overseas tax	293	380
	Total current tax	<u>20,641</u>	<u>(3,588)</u>
	<b>Deferred tax</b>		
	Origination and reversal of timing differences	128	3,235
	Changes in tax rates	-	(7,180)
	Adjustment in respect of prior periods	(3,025)	-
	Total deferred tax	<u>(2,897)</u>	<u>(3,945)</u>
	Total tax charge/(credit)	<u>17,744</u>	<u>(7,533)</u>

**NCR Limited****Notes to the financial statements (continued)****for the year ended 31 December 2022****9 Taxation (continued)**

The actual charge/(credit) for the year can be reconciled to the expected (credit)/charge for the year based on the profit or loss and the standard rate of tax as follows:

	2022 £000	2021 £000
(Loss)/profit before taxation	<b>(118,284)</b>	12,930
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 19% (2021: 19%)	<b>(22,474)</b>	2,457
Tax effect of expenses that are not deductible in determining taxable profit	<b>91</b>	64
Tax effect of income not taxable in determining taxable profit	<b>(335)</b>	(370)
Adjustments in respect of prior years	-	(3,968)
Effect of change in corporation tax rate	<b>28</b>	(6,404)
Group relief	<b>(2,642)</b>	-
Research and development tax credit	-	59
Share based payment charge	<b>12</b>	249
Deferred tax adjustments in respect of prior years	<b>(3,025)</b>	-
Withholding and overseas tax suffered	<b>293</b>	380
Investment impairment	<b>25,448</b>	-
Derecognised group relief	<b>20,348</b>	-
Taxation charge/(credit) for the year	<b>17,744</b>	(7,533)

The Finance (No.2) Act 2015 reduced the main rate of UK corporation tax to 19% and this was effective from 1 April 2017. A further reduction in the UK corporation tax rate to 17% was expected to come into effect from 1 April 2020 (as enacted by the Finance Act 2016 on 15 September 2016). However, legislation introduced in the Finance Act 2020 (enacted on 22 July 2020) repealed the reduction of corporation tax, maintaining the current rate of 19%.

On 3 March 2021, the UK Budget 2021 announcements included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which became effective from 1 April 2023. The 25% rate was granted Royal Assent on 10 June 2021 and so was substantively enacted at the balance sheet date. As a result the closing deferred tax balances as at 31 December 2022 are recognised at 25% (2021 - 25%).

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

<b>10 Intangible fixed assets</b>	<b>Goodwill</b>	<b>Development costs</b>	<b>Customer relationships</b>	<b>Other</b>	<b>Total</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>Cost</b>					
At 1 January 2022 and 31 December 2022	692	2,317	510	45	3,564
<b>Amortisation and impairment</b>					
At 1 January 2022	424	553	306	26	1,309
Amortisation charged for the year	69	282	51	4	406
At 31 December 2022	493	835	357	30	1,715
<b>Carrying amount</b>					
At 31 December 2022	199	1,482	153	15	1,849
At 31 December 2021	268	1,764	204	19	2,255

Included in development costs is £2,004,000 which represent all costs directly associated with the development and enhancement of authentic Fractals software products.

<b>11 Tangible fixed assets</b>	<b>Leasehold land and buildings</b>	<b>Assets under construction</b>	<b>Equipment</b>	<b>Total</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>Cost</b>				
At 1 January 2022	2,880	137	3,453	6,470
Additions	-	388	284	672
Transfers	(126)	(137)	263	-
At 31 December 2022	2,754	388	4,000	7,142
<b>Depreciation and impairment</b>				
At 1 January 2022	1,952	-	2,785	4,737
Depreciation charged in the year	291	-	248	539
At 31 December 2022	2,243	-	3,033	5,276
<b>Carrying amount</b>				
At 31 December 2022	511	388	967	1,866
At 31 December 2021	928	137	668	1,733

**NCR Limited****Notes to the financial statements (continued)****for the year ended 31 December 2022****12 Fixed asset investments**

	<b>Notes</b>	<b>2022 £000</b>	<b>2021 £000</b>
Investments in subsidiaries	<b>13</b>	<b>104,620</b>	118,556

**Movements in fixed asset investments**

	<b>Shares in subsidiaries £000</b>
<b>Cost or valuation</b>	
At 1 January 2022	118,556
Additions	120,000
At 31 December 2022	238,556
<b>Impairment</b>	
At 1 January 2022	-
Impairment losses	133,936
At 31 December 2022	133,936
<b>Carrying amount</b>	
At 31 December 2022	104,620
At 31 December 2021	118,556

During the year, an intercompany capitalisation resulted in an increase in the investment in subsidiary, NCR Financial Solutions Group Ltd, totalling £120m.

In September 2023 NCR Ltd sold the following subsidiaries to Cardtronics UK Ltd, a fellow group company:

- NCR Financial Solutions Group Ltd for £88.7m (UK based company)
- NCR Ghana Limited for £2.8m (Ghana based company)
- NCR (Kenya) Limited for £1.7m (Kenya based company)

NCR Australia Pty Ltd was also valued for the purposes of this post year end transaction in excess of its carrying value.

On this basis, an impairment of £133.9m has been recognised in the current year to reduce the carrying values of these entities.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**13 Subsidiaries**

Details of the company's subsidiaries at 31 December 2022 are as follows:

<b>Name of undertaking</b>	<b>Registered office</b>	<b>Nature of business</b>	<b>Class of shares held</b>	<b>% Held</b>
				<b>Direct</b>
NCR Financial Solutions Group Limited	9th Floor, 5 Merchant Square, London, W2 1BQ, United Kingdom	Design and development of business information processing systems	Ordinary	100
NCR (Ghana) Limited	62 Kwame Nkrumah Ave, Accra, Ghana	Marketing and maintenance of business systems	Ordinary	60
NCR (Kenya) Limited	Agip House Haile Selassie Avenue P.O Box 0217, 00100, Nairobi, Kenya	Selling and servicing of equipment	Ordinary	100
NCR Australia PTY Ltd	Level 9 Tower A, Citadel Towers, 799 Pacific Highway, Chatswood NSW 2067, Australia	Marketing, sales and services business to Australian customers	Ordinary	100
Zynstra Limited	University of Bath Innovation Centre Carpenter House, Broad Quay, Bath, BA1 1UD, United Kingdom	Business and domestic software development, data processing, hosting and related activities	Ordinary	100
Zynstra Holdings, Inc *	864 Spring Street NW, Atlanta, GA 30308	Holding company	Ordinary	100
Zynstra, Inc *	864 Spring Street NW, Atlanta, GA 30308	Marketing, sales and services within the US	Ordinary	100

\*Represents indirect shareholdings.

All of the subsidiary companies trade in their respective countries of incorporation and the principal activities comprise manufacturing, marketing, installation and servicing of business information systems.

During the year dividends of £917,000 (2021 - £676,000) were received from NCR (Kenya) Limited.

During the year dividends of £330,000 (2021 - £962,000) were received from NCR (Ghana) Limited.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**14 Stocks**

	<b>2022</b>	2021
	<b>£000</b>	£000
Finished goods and goods for resale	<b>21,875</b>	10,317

In the opinion of the directors, there is no material difference between the carrying value of stock and their replacement cost.

The balance above includes stock provisions of £2,411,000 (2021 - £2,586,000).

**15 Debtors**

	<b>2022</b>	2021
	<b>£000</b>	£000
<b>Amounts falling due within one year:</b>		
Trade debtors	<b>79,332</b>	47,730
Corporation tax recoverable	<b>16</b>	191
Amounts owed by group undertakings	<b>85,647</b>	48,539
Other debtors	<b>21</b>	-
Prepayments and accrued income	<b>10,746</b>	6,319
	<b>175,762</b>	102,779
Deferred tax asset (note 17)	<b>29,581</b>	26,684
	<b>205,343</b>	129,463

**NCR Limited****Notes to the financial statements (continued)**

for the year ended 31 December 2022

**16 Creditors: amounts falling due within one year**

	Notes	2022 £000	2021 £000
Bank overdraft		42,099	-
Trade creditors		28,146	17,805
Amounts owed to group undertakings		92,160	67,874
Taxation and social security		10,751	8,219
Other creditors		66	465
Accruals and deferred income		20,632	23,001
		<u>193,854</u>	<u>117,364</u>

NCR group operates a bank interest facility and bank interest is earned at a rate of 0.0066445% (2021 - 0.0099597%) for USD balances. The same rate of interest is also applied when the bank account is in overdraft. At the year end there were no amounts due in respect of this interest (2021 - £Nil).

Amounts owed by group undertakings include an outstanding loan of £37,500,000 (2021 - £37,500,000) from NCR Global Financing Limited (Cyprus). This is unsecured, is repayable on demand or on the maturity date (31 December 2024) and carries interest which is payable semi-annually.

Amounts owed to group undertakings include an outstanding loan of £10,800,000 (2021 - £10,800,000) from Zynstra Limited. This is unsecured, is repayable on demand or on the maturity date (18 June 2025) and carries interest which is payable semi-annually.

**17 Deferred taxation**

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Assets 2022 £000	Assets 2021 £000
<b>Balances:</b>		
Accelerated capital allowances	(468)	(245)
Tax losses	29,200	26,081
Provisions	849	848
	<u>29,581</u>	<u>26,684</u>
<b>Movements in the year:</b>		<b>2022 £000</b>
Asset at 1 January 2022		(26,684)
Credit to profit or loss		(2,897)
Asset at 31 December 2022		<u>(29,581)</u>

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

**17 Deferred taxation (continued)**

Deferred tax is not recognised in respect of capital tax losses of £409,000 (2021 - £409,000) as it is not probable that they will be recovered against the reversal of deferred tax liabilities or future taxable profits.

**18 Retirement benefit schemes**

	<b>2022</b>	2021
	<b>£000</b>	£000
Charge to profit or loss in respect of defined contribution schemes	<b>3,314</b>	2,957

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

There are no amounts prepaid or outstanding at the year end.

**19 Share-based payment transactions**

The company participates in the ultimate holding company's worldwide share compensation program under which the ultimate holding corporation grants options and share rights to eligible employees of its subsidiary companies.

Certain employees of the company along with other group employees have been granted options over the shares in NCR Corporation. The options are granted with a fixed exercise price, are exercisable three years after the date of grant and expire five years after the date of grant. Employees are required to remain in employment with the group. The group makes annual grants on 30 April each year.

The charge to the profit and loss account and credit in the statement of changes in equity in respect of the share option scheme amounted to £2,011,000 (2021 - £1,311,000).

**20 Share capital**

	<b>2022</b>	2021	<b>2022</b>	2021
	<b>Number</b>	Number	<b>£000</b>	£000
<b>Ordinary share capital issued and fully paid</b>				
Ordinary shares of £1 each	<b>8,500,001</b>	8,500,000	<b>8,500</b>	8,500

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of debt.

During the year, the company issued one ordinary £1 share for a total consideration of £19,000,000.

**21 Share premium account**

The share premium account records the amount above the nominal value received for shares issued, less transaction costs.

**22 Capital redemption reserve**

The capital contribution reserve relates to the capitalisation of the loans due to the immediate parent company, NCR UK Group Limited.

## NCR Limited

### Notes to the financial statements (continued)

for the year ended 31 December 2022

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#### 23 Profit and loss reserves

The profit and loss reserves includes all current and prior periods retained profits and losses.

#### 24 Financial commitments, guarantees and contingent liabilities

Bank guarantees of £1,220,000 (2021 - £1,220,000) to third party suppliers were in effect at 31 December 2022.

#### 25 Operating lease commitments

##### Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2022	2021
	£000	£000
Within one year	1,922	2,585
Between two and five years	1,743	4,080
	<u>3,665</u>	<u>6,665</u>

#### 26 Events after the reporting date

NCR Corporation, the ultimate parent company, announced in September 2022 that it planned to split into two separately traded groups, with subsequently announced names of 'NCR Voyix' and 'NCR Atleos'. This split completed in Q4 2023 and was previously approved by the NCR board on the 15th September 2023. The separation is focused on market segmentation of the global business between a 'Digital Commerce Company' and an 'ATM Company'. At the date of the signing of these financial statements the following transactions have occurred specific to NCR Limited: Disposal of Kenyan and Ghanaian subsidiaries to Cardtronics UK Ltd; Sale of UK operational banking division to Cardtronics UK Ltd. Further information and updates can be obtained via: <https://www.ncr.com/company/ncr-separation-updates>.

In September 2023 NCR Ltd sold the following subsidiaries to Cardtronics UK Ltd, a fellow group company:

- NCR Financial Solutions Group Ltd for £88.7m (UK Based Company)
- NCR Ghana Limited for £2.8m (Ghana based company)
- NCR (Kenya) Limited for £1.7m (Kenya based company)

NCR Limited remains the shareholder of NCR Australia PTY Ltd who also separated its ATM business and sold it to Cardtronics Australia.

#### 27 Related party transactions

As permitted by FRS102, the company has taken advantage of the disclosure exemption available under that standard in relation to related party transactions with other group companies that are wholly owned within NCR Corporation group.

**NCR Limited**

**Notes to the financial statements (continued)**

**for the year ended 31 December 2022**

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**28 Ultimate controlling party**

For the year ended 31 December 2022, the immediate parent undertaking was NCR UK Group Limited, a company incorporated in the United Kingdom, which held 100% of the share capital. This changed in September 2023 to NCR Commerce Cyprus Limited, a company incorporated in Cyprus and with the address of Lemesou, 80, Strovolos 2014, Lefkosia, Cyprus and NCR Commerce Cyprus Limited now holds 100% of the share capital.

The ultimate parent undertaking and controlling party is NCR Voyix Corporation, a company incorporated in the USA (previously known as NCR Corporation). NCR Voyix Corporation is the smallest and largest group of undertakings to consolidate these financial statements at 31 December 2022. The consolidated financial statements of NCR Voyix Corporation are available publicly from 864 Spring St NW, Atlanta, GA 30308 USA.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.