

DIEBOLD, INCORPORATED AND WINCOR NIXDORF AKTIENGESELLSCHAFT BUSINESS COMBINATION

FREQUENTLY ASKED QUESTIONS

GENERAL

1. Is the acquisition of Wincor Nixdorf now complete?

On August 15, 2016, Diebold, Incorporated successfully completed the acquisition of 69.9% of the total number of issued shares (inclusive of treasury shares) of Wincor Nixdorf Aktiengesellschaft through its voluntary takeover offer for each ordinary share of Wincor Nixdorf. Diebold and Wincor Nixdorf have combined their businesses to form Diebold Nixdorf and each company will change their corporate names in the future. The combined business is prepared to shape the future of how people interact with financial institutions and retailers, changing how businesses transact with their consumers and driving connected commerce.

2. Who will lead the combine business?

As previously announced, Diebold's Chief Executive Officer, Andy W. Mattes, will continue to serve as Chief Executive Officer of the combined business, Chris A. Chapman, Chief Financial Officer of Diebold, will continue to serve as Chief Financial Officer, Wincor Nixdorf's Chief Executive Officer, Eckard Heidloff, will serve as President, and Dr. Jürgen Wunram, Chief Financial Officer of Wincor Nixdorf, will be the Chief Integration Officer.

The combined business will have a management executive committee serving as the primary executive management body of the combined business. The following persons are expected to be appointed to the committee: Andy W. Mattes, Chris A. Chapman, Jonathan B. Leiken and Alan Kerr of Diebold, and Eckard Heidloff, Dr. Jürgen Wunram, Dr. Ulrich Näher and Olaf Heyden of Wincor Nixdorf.

3. How many employees does the combined business have?

The combined business has approximately 25,000 employees worldwide.

4. Where is the combined business headquartered? Where do shares trade?

The combined business has registered offices in North Canton, Ohio, U.S. and is operated from headquarters in both North Canton and Paderborn, Germany.

Diebold continues to be listed on the New York Stock Exchange (NYSE) under the symbol DBD and its shares are also traded on the Frankfurt Stock Exchange (FWB) under ISIN US2536511031. Shares of Wincor Nixdorf which have not been tendered in the takeover offer trade on the Frankfurt Stock Exchange under ISIN DE000A0CAYB2.

5. When will integration begin? How long will the integration process take and what are the expected benefits?

Integration planning activities have been underway for some time and these plans can and will now be implemented in phases over the next three years. In the United Kingdom, the Diebold and Wincor Nixdorf brands and operations will remain distinct pending completion of the Competition and Markets Authority's review of the transaction.

We intend to deliver \$160 million of cost synergies by the end of year 3. Through these synergies, the transaction is expected to be accretive to non-GAAP earnings per share by year 2. We expect ~40% of the cost synergies to come from streamlining hardware solutions and procurement savings, ~30% to come from streamlining SG&A and ~30% from eliminating overlapping functions and shared services. Together with other restructuring/savings plans in place, we expect to report non-GAAP operating profit margins of >9% by the end of year 3.

WINCOR NIXDORF SHAREHOLDERS

6. What is the consideration that Wincor Nixdorf shareholders received in exchange for tendering their shares?

On August 15, 2016, Wincor Nixdorf shareholders received 0.434 Diebold shares and €38.98 in cash (the offer consideration) for each share of Wincor Nixdorf tendered in the takeover offer. To the extent that former Wincor Nixdorf shareholders are entitled to fractional shares, those fractional entitlements will be aggregated and sold in the market and the proceeds of such sale distributed pro rata to those shareholders. Wincor Nixdorf shares which have not been tendered will continue to trade on the Frankfurt Stock Exchange.

7. Who transferred the offer consideration on behalf of Diebold?

Wells Fargo, Diebold's transfer agent in the United States, and Deutsche Bank, Diebold's settlement agent in Germany, handled the settlement of the offer consideration.

8. Are there any tax implications related to receiving the offer consideration?

Diebold cannot provide advice or comment on tax implications to any investor or potential investor. Please contact your tax specialist for such information.

9. Will I receive future dividends from Diebold?

To the extent you acquired Diebold shares in the settlement of the takeover offer, or otherwise continue to hold or acquire Diebold shares, you will receive future dividends as they are declared by the Diebold Board of Directors. Diebold most recently declared a quarterly dividend of \$0.2875 per share on July 19, 2016 payable on August 3, 2016 to shareholders of record as of July 27, 2016. As previously announced, Diebold intends to pay a dividend of approximately one-third of Diebold's current annual cash dividend per share, subject to market and other conditions. Paying a dividend remains a part of the combined business's philosophy of returning value to shareholders.

10. What rights do I have as a shareholder of Wincor Nixdorf? When will the shareholder vote occur with respect to the Domination and Profit and Loss Transfer Agreement? May I sell my shares back to Diebold or will I receive a dividend?

As previously announced, Diebold, through Diebold Holding Germany Inc. & Co. KGaA, a German partnership limited by shares and a wholly owned subsidiary of Diebold, intends to seek a domination and profit and loss transfer agreement (DPLTA) with Wincor Nixdorf. Such agreement would grant Diebold full control over Wincor Nixdorf, including the ability to give binding instructions to management, gain access to cash flows and use legacy Wincor Nixdorf assets as security for future financing.

Wincor Nixdorf will call for a shareholder meeting to vote on the DPLTA. The materials published on, among others, Wincor Nixdorf's website in connection with the convocation of the shareholder meeting will include the amount of the exit compensation offered to Wincor Nixdorf shareholders who chose to sell their shares to Diebold upon effectiveness of the DPLTA as well as the amount of the annually recurring guaranteed dividend to be paid to those Wincor shareholders who prefer not to tender their shares. The value of the exit compensation to be offered will be negotiated between the parties of the DPLTA and needs to be fair. The adequacy of the compensation offered will be based on an intrinsic valuation of Wincor Nixdorf confirmed by a fairness opinion to be provided by an internationally renowned accountancy firm and will be subject to an audit by a court appointed auditor.

We expect the Wincor Nixdorf shareholder meeting will be held in the fall of 2016. Each Wincor Nixdorf shareholder is entitled to exercise his or her voting rights and all other shareholder rights in the shareholder meeting.

The DPLTA will become effective upon its registration with the commercial register in Germany. At this time, minority shareholders of Wincor Nixdorf will have the opportunity to receive the exit compensation or the guaranteed dividend.

Wincor Nixdorf shareholders who continue to hold their shares will maintain their shareholder rights under German law, while the management of Wincor Nixdorf will (following the registration of the DPLTA) be controlled by, and any profit (or loss) of Wincor Nixdorf will be transferred to, Diebold.

FINANCIAL

11. Will you provide pro forma financial statements?

Investors may find pro forma financials for Diebold and Wincor Nixdorf as of and for the year ended December 31, 2015 included in our Form 8-K, filed with the Securities and Exchange Commission (the SEC) on April 1, 2016, which also includes other useful data. Within 71 days after filing its Form 8-K related to the closing of the transaction, Diebold expects to file an amended Form 8-K which will include pro forma financials. Corresponding publication will be made in Europe. The company has not provided pro forma financial statements on a quarterly basis.

12. When will you report combined business earnings?

Given that the transaction closed on August 15, 2016, Diebold expects to incorporate a partial quarter of Wincor Nixdorf results in its third quarter earnings results for the period ending September 30, 2016. We expect to announce our third quarter results on or about November 9, 2016.

13. How did Diebold finance the transaction?

The transaction was financed by a mix of cash on hand and new debt financing. Diebold issued approximately 9.9 million new common shares to pay the stock component of the offer consideration. As previously announced, Diebold raised approximately \$2.3 billion of new debt consisting of:

- \$230 million Term loan A facility (matures in December 2020)
- \$250 million delayed draw term loan A (matures in December 2020)
- \$1.0 billion USD Term Loan B facility (matures in November of 2023)
- ~\$400 million EUR Term Loan B facility (matures in November of 2023)
- \$400 million senior notes (matures in April of 2024)

14. Where can I go for additional information?

Additional information can be found on the Diebold Investor relations site at investors.diebold.com. Investors may also send an email to IR@dieboldnixdorf.com or call 330-490-3790.

CAUTIONARY STATEMENT ABOUT FORWARD LOOKING STATEMENTS

Certain statements contained in this document regarding matters that are not historical facts are forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995). These include statements regarding management's intentions, plans, beliefs, expectations or forecasts for the future including, without limitation, the business combination with Wincor Nixdorf. Such forward-looking statements are based on the current expectations of Diebold and involve risks and uncertainties; consequently, actual results may differ materially from those expressed or implied in the statements. Such forward-looking statements may include statements about the business combination, the likelihood that such transaction is consummated and the effects of any transaction on the businesses and financial conditions of Diebold or Wincor Nixdorf, including synergies, pro forma revenue, targeted operating margin, net debt to EBITDA ratios, accretion to earnings and other financial or operating measures. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and actual results of operations, financial condition and liquidity, and the development of the industries in which Diebold and Wincor Nixdorf operate may differ materially from those made in or suggested by the forward-looking statements contained in this document. In addition, risks and uncertainties related to the business combination between Diebold and Wincor Nixdorf include, but are not limited to, the timing, receipt and terms and conditions of any governmental and regulatory approvals that could reduce anticipated benefits or cause the parties to abandon the transaction, the ability to successfully integrate the businesses, the occurrence of any event, change or other circumstances that could give rise to the termination of the business combination agreement, risks related to disruption of management time from ongoing business operations due to the business combination, the risk that any announcements relating to the business combination could have adverse effects on the market price of Diebold's common shares, and the risk that the transaction or other contemplated transactions could have an adverse effect on the ability of Diebold to retain and hire key personnel and maintain relationships with its suppliers, and on its operating results and businesses generally. These risks, as well as other risks associated with the business combination, are more fully discussed in Diebold's reports and other documents filed with the SEC and are available at the SEC's website at www.sec.gov. Any forward-looking statements speak only as at the date of this document. Except as required by applicable law, neither Diebold nor Wincor

Nixdorf undertakes any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.