

DIEBOLD INC  
Form S-4  
November 24, 2015  
Table of Contents

As filed with the Securities and Exchange Commission on November 24, 2015

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-4**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Diebold, Incorporated**

**(Exact name of registrant as specified in its certificate of incorporation)**

**Ohio**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**3578**  
**(Primary Standard Industrial**  
**Classification Code Number)**

**34-0183970**  
**(IRS Employer**  
**Identification Number)**

**Diebold, Incorporated**

**5995 Mayfair Road, P.O. Box 3077**

**North Canton, Ohio 44720-8077**

**Tel No.: (330) 490-4000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

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**North Canton, Ohio 44720-8077**

**New York, NY 10022**

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**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this registration statement becomes effective and upon completion of the transactions described in the enclosed prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting

company in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:  
 Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)   
 Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to be Registered <sup>(1)</sup>	Proposed	Proposed	Amount of Registration Fee <sup>(3)</sup>
		Maximum Offering Price Per Unit	Maximum Aggregate Offering Price <sup>(2)</sup>	
Common shares, par value \$1.25 per share	12,940,236	N/A	\$218,731,723.90	\$22,026.28

(1) Represents the maximum number of common shares, par value \$1.25 per share, of Diebold, Incorporated, which we refer to as Diebold, estimated to be issuable upon completion of the offer.

(2) Pursuant to Rule 457(c) and Rule 457(f) under the Securities Act of 1933, as amended, which we refer to as the Securities Act, and solely for the purpose of calculating the registration fee, the market value of the securities to be received was calculated as the product of (A) 29,816,211 ordinary bearer shares (excluding treasury shares), without par value (*auf den Inhaber lautende Stammaktien ohne Nennbetrag*), which we refer to as Wincor Nixdorf ordinary shares, of Wincor Nixdorf Aktiengesellschaft, which we refer to as Wincor Nixdorf, to be exchanged for Diebold common shares; and (B) the average of the high and low sale prices of Wincor Nixdorf ordinary shares as reported on the Frankfurt Stock Exchange on November 19, 2015 of \$49.130 (\$1.0722 equals 1, based on the noon buying rate as of November 13, 2015), minus \$1,246,138,722.53 (\$1.0722 equals 1, based on the noon buying rate as of November 13, 2015), the estimated maximum aggregate amount of cash to be paid by Diebold in the offer in exchange for such securities.

(3) Computed in accordance with Rule 457(f) under the Securities Act to be \$22,026.28, which is equal to 0.0001007 multiplied by the proposed maximum aggregate offering price of \$218,731,723.90

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

**EXPLANATORY NOTE**

This registration statement relates to the registration with the Securities and Exchange Commission, or SEC, of Diebold common shares that will be issued to Wincor Nixdorf shareholders who validly tender and do not properly withdraw their Wincor Nixdorf ordinary shares in Diebold's voluntary takeover offer (*Freiwilliges Übernahmeangebot*) that is being made in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and applicable regulations.

This registration statement contains two documents:

a prospectus; and

an English translation of a draft of the exchange offer document (*Angebotsunterlage*) excluding annexes, which we refer to as the draft exchange offer document, that has been prepared in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and will be published and filed with the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), or BaFin, in connection with the offer. The draft exchange offer document is attached in the section entitled Alternate Information for the Exchange Offer Prospectus on pages ALT-[46] to ALT-[114]. The content of the draft exchange offer document has not been and will not be reviewed by BaFin and its publication has not been approved by BaFin. The draft exchange offer document does not constitute an offer.

In connection with the offer, following approval by BaFin, Diebold will publish an exchange offer document, which we refer to as the exchange offer document. The exchange offer document will include a prospectus as an annex prepared pursuant to Section 2 no. 2 of the German Takeover Act Offer Regulation in conjunction with Section 7 of the Securities Prospectus Act (*Wertpapierprospektgesetz*) and Commission Regulation (EC) No 809/2004, as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council. The prospectus included in this registration statement and the prospectus included in the exchange offer document will be identical in all substantive respects, except that:

the prospectus in the exchange offer document will be in German language;

the prospectus in the exchange offer document will have a different cover page, an English translation of which is included herein as page ALT-[1];

the section entitled Question and Answers in the prospectus in this registration statement will not appear at the beginning of the prospectus included in the exchange offer document but will be included therein as an annex;

the prospectus in the exchange offer document will include the section entitled Summary of the Prospectus, an English translation of which is included herein beginning on page ALT-[2] and the section in the prospectus in this registration statement entitled Summary will be included in the

prospectus included in the exchange offer document as an annex thereto;

the prospectus in the exchange offer document will include additional sections entitled General Information Responsibility for the Contents ; General Information Sources of Market Data ; Regulatory Environment ; Markets and Competition ; and a Glossary, English translations of which are included herein beginning on pages ALT-[26], ALT-[26], ALT-[27], ALT-[38], and ALT-[40], respectively;

the prospectus in the exchange offer document will include audited consolidated financial statements and schedules of Diebold as of December 31, 2014 and 2013, and for each of the years in the three-year period ended December 31, 2014, and unaudited condensed consolidated financial statements of Diebold for the quarterly periods ended September 30, 2015 and 2014 and as of September 30, 2015, which are incorporated by reference in the prospectus in this registration statement from Diebold's current report on Form 8-K dated November 23, 2015 as filed with the SEC on November 23, 2015, and Diebold's quarterly report on Form 10-Q for the quarterly period ended September 30, 2015 as filed with the SEC on October 29, 2015, respectively;

**Table of Contents**

references in the prospectus in this registration statement that any information will be incorporated by reference and where such information can be obtained will be replaced by references to such information included in the prospectus in the exchange offer document;

the section entitled **Selected Unaudited Pro Forma Condensed Combined Financial Information** in the prospectus in this registration statement will not be included in the prospectus in the exchange offer document;

the section entitled **Unaudited Pro Forma Condensed Combined Consolidated Financial Information** in the prospectus in this registration statement will be included in the prospectus in the exchange offer document and be entitled **Illustrative Unaudited Condensed Consolidated Financial Information** ;

the section entitled **Legal Matters** in the prospectus in this registration statement will not be included in the prospectus in the exchange offer document;

the sections and captions in the prospectus in the exchange offer document will be numbered in accordance with BaFin rules and regulations; and

the cross-references, the order of sections and therefore the table of contents, as well as the page numbers, of each document may be different as a result of the differences outlined above.

For additional information, see pages ALT-[1] to ALT-[114] entitled **Alternate Information for the Exchange Offer Prospectus**.

**Table of Contents**

**The information in this prospectus is not complete and may be changed. We may not complete the offer and issue securities described herein until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer is not permitted.**

**Preliminary Prospectus**

**Subject to Completion, Dated November 24, 2015**

**Relating to the offer to exchange**

**each ordinary bearer share, without par value (*auf den Inhaber lautende Stammaktien ohne Nennbetrag*),**

**with all ancillary rights,**

**of**

**Wincor Nixdorf Aktiengesellschaft**

**for**

**38.98 in cash and 0.434 common shares of Diebold, Incorporated**

**by**

**Diebold, Incorporated**

**(to be renamed Diebold Nixdorf)**

This prospectus relates to the registration of the common shares of Diebold, Incorporated, or Diebold, an Ohio corporation, to be issued in an offer to exchange that we intend to make in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and applicable regulations.

On November 23, 2015, Diebold entered into a business combination agreement, which we refer to as the business combination agreement, with Wincor Nixdorf Aktiengesellschaft, or Wincor Nixdorf, a German public stock corporation (*Aktiengesellschaft*) incorporated under the laws of the Federal Republic of Germany. Pursuant to the business combination agreement, Diebold will offer, upon the terms and subject to the conditions set forth in this prospectus and the exchange offer document (*Angebotsunterlage*), as approved by the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), or BaFin, to exchange each ordinary bearer share, without par value (*auf den Inhaber lautende Stammaktie ohne Nennbetrag*), with all ancillary rights, which we refer to as a Wincor Nixdorf ordinary share, of Wincor Nixdorf, that is validly tendered in the offer and not properly withdrawn, for:



38.98 in cash; and

0.434 common shares of Diebold.

We refer to the 38.98 in cash and 0.434 Diebold common shares to be offered to Wincor Nixdorf shareholders per Wincor Nixdorf ordinary share in the offer as the offer consideration.

**The offer to exchange, which we refer to as the exchange offer or offer, is a voluntary takeover offer (*Freiwilliges Übernahmeangebot*) that we intend to make pursuant to the German Takeover Act and applicable regulations. You may tender your Wincor Nixdorf ordinary shares in the offer as set forth in this prospectus and the exchange offer document, as approved by BaFin, which we refer to as the exchange offer document. The content of the accompanying English translation of a draft of the exchange offer document, which we refer to as the draft exchange offer document, has not been and will not be reviewed by BaFin and its publication has not been approved by BaFin. The draft exchange offer document does not constitute an offer.**

The offer and the other transactions contemplated by the business combination agreement are intended to result in a business combination of Diebold and Wincor Nixdorf. See the section of this prospectus titled The Business Combination for a description of the business combination.

The offer is subject to the satisfaction or, where permissible, waiver of certain conditions, including the minimum tender condition, the regulatory condition, the registration statement and stock exchange listing condition, the no market material adverse change condition and the no Wincor Nixdorf material adverse change condition. The conditions to the offer are described in The Offer Conditions to the Offer.

**The managing board (*Vorstand*), which we refer to as the Wincor Nixdorf management board, and the supervisory board (*Aufsichtsrat*), which we refer to as the Wincor Nixdorf supervisory board, of Wincor Nixdorf, have carefully considered the proposed combination and determined that the proposed combination is in the best interest of Wincor Nixdorf, the shareholders of Wincor Nixdorf, its employees and other stakeholders, and therefore approved the business combination agreement. Subject to their fiduciary duties under applicable law and a thorough review of the exchange offer document, the Wincor Nixdorf supervisory board and the Wincor Nixdorf management board intend to recommend the Wincor Nixdorf shareholders accept the offer and to tender their shares to Diebold. The shareholders of Wincor Nixdorf are, however, advised to consider carefully the potential tax consequences of accepting the offer. The management board and the supervisory board stress, in particular, that it might, for instance, be more favorable under German tax laws for German retail investors to sell their shares on the stock exchange or otherwise rather than accepting the offer. Therefore, members of the management board or supervisory board of Wincor Nixdorf that hold shares in Wincor Nixdorf may choose to sell their shares on the stock exchange or otherwise rather than tender their shares.**

The common shares of Diebold, which we refer to as Diebold common shares, trade on the New York Stock Exchange, or NYSE, under the symbol DBD, and Wincor Nixdorf ordinary shares trade on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), under the symbol WIN. Diebold will apply to list Diebold common shares issued to Wincor Nixdorf shareholders in connection with the offer on the NYSE. In connection with the business combination, Diebold will also apply to list all Diebold common shares on the Frankfurt Stock Exchange.

See the section of this prospectus titled **Risk Factors** beginning on page [ ] for a discussion of various factors that you should consider before making your investment decision.

Neither the Securities and Exchange Commission, or SEC, nor any state or provincial securities commission or regulatory authority has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is \_\_\_\_\_ ,

**Table of Contents**

**This prospectus incorporates important business and financial information about Diebold from documents filed with the SEC that have not been included in, or delivered with, this prospectus. This information is available on the SEC's website at <http://www.sec.gov> and from other sources. See the section of this prospectus titled "General Information - Where You Can Find More Information; Documents Available for Inspection."**

You may also request copies of these documents from us, without charge, upon written or oral request to Diebold, Incorporated, 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, or at +1 (330) 490-4000.

**In order to obtain timely delivery of the documents, you must make requests no later than five business days before the scheduled expiration date of the offer, as it may be extended from time to time.**

**We are responsible for the information contained in this prospectus. We have not authorized anyone to give you any other information, and take no responsibility for any other information that others may give you. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus.**

**This prospectus does not constitute an offer of securities to the public in Germany and is not a prospectus or an offer document within the meaning of the German Takeover Act, the German Securities Prospectus Act (*Wertpapierprospektgesetz*) or Commission Regulation (EC) No 809/2004, as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council.**

**Table of Contents****TABLE OF CONTENTS**

<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	9
<u>Information About the Companies (see page [ ])</u>	9
<u>The Business Combination (see page [ ])</u>	9
<u>The Offer (see page [ ])</u>	10
<u>Parallel Acquisitions (see page [ ])</u>	16
<u>Total Cost of the Issuance; Material Fees and Expenses (see page [ ])</u>	16
<u>Structure of the Business Combination (see page [ ])</u>	17
<u>Diebold's Reasons for the Business Combination (see page [ ])</u>	18
<u>Wincor Nixdorf's Reasons for the Business Combination (see page [ ])</u>	18
<u>The Business Combination Agreement (see page [ ])</u>	19
<u>Appraisal Rights (see page [ ])</u>	23
<u>Regulatory Approvals Related to the Business Combination (see page [ ])</u>	23
<u>Material Interests of Wincor Nixdorf's Supervisory Board and Management Board in the Business Combination (see page [ ])</u>	23
<u>Financing of the Business Combination (see page [ ])</u>	24
<u>Corporate Governance Structure of Diebold After the Business Combination (see page [ ])</u>	24
<u>Comparison of Holders' Rights (see page [ ])</u>	24
<u>Material Tax Considerations of the Business Combination (see page [ ])</u>	26
<u>Summary of Risk Factors (see page [ ])</u>	27
<u>SUMMARY SELECTED CONSOLIDATED FINANCIAL INFORMATION OF DIEBOLD</u>	29
<u>SUMMARY SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF WINCOR NIXDORF</u>	31
<u>COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE INFORMATION</u>	33
<u>COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION</u>	34
<u>RISK FACTORS</u>	36
<u>Risks Relating to Diebold's Market Environment</u>	36
<u>Risks Relating to the Business Combination; the Offer</u>	37
<u>Risks Relating to the Combined Company Following the Business Combination</u>	41
<u>Risks Relating to Diebold's Businesses</u>	45
<u>Risks Relating to Financing of the Business Combination</u>	53
<u>Risks Relating to Investing and Ownership of Diebold Common Shares</u>	56
<u>Regulatory and Legal Risks Pertaining to Diebold</u>	58
<u>Risks Relating to Wincor Nixdorf's Businesses</u>	59
<u>FORWARD-LOOKING STATEMENTS</u>	75
<u>GENERAL INFORMATION</u>	77
<u>Subject Matter of this Prospectus</u>	77
<u>Listing of Diebold Common Shares</u>	77
<u>Effect of the Offer on the Market for Wincor Nixdorf Ordinary Shares</u>	77
<u>General and Specific Information About the Diebold Common Shares</u>	78
<u>Total Cost of the Issuance; Material Transaction Fees</u>	79
<u>Note on Presentation of Financial Information</u>	79
<u>Currency Presentation</u>	80
<u>Exchange Rates</u>	80

<u>Where You Can Find More Information: Documents Available for Inspection</u>	80
<u>Potential Interests</u>	82
<u>THE OFFER</u>	84
<u>Subject Matter</u>	84
<u>Offer Consideration</u>	84

**Table of Contents**

<u>Important Notices</u>	84
<u>Purpose of the Offer</u>	85
<u>Conditions to the Offer</u>	85
<u>Timetable</u>	89
<u>Acceptance of the Offer</u>	90
<u>Withdrawal Rights</u>	90
<u>Trading of Tendered Wincor Nixdorf Ordinary Shares</u>	91
<u>Settlement</u>	91
<u>Ownership of Diebold Following the Offer</u>	91
<u>Treatment of Wincor Nixdorf Stock Plans</u>	92
<u>Wincor Nixdorf's Agreement Not to Tender Treasury Shares</u>	92
<u>Plans for Wincor Nixdorf After the Offer</u>	92
<u>Parallel Acquisitions</u>	92
<u>Currency of the Exchange Offer</u>	92
<u>Cash in Lieu of Fractional Diebold Common Shares</u>	93
<u>Appraisal Rights</u>	93
<b><u>REASONS FOR THE OFFER AND USE OF PROCEEDS</u></b>	94
<u>Reasons for the Offer</u>	94
<u>Use of Proceeds</u>	94
<b><u>THE BUSINESS COMBINATION</u></b>	95
<u>Information About the Companies</u>	95
<u>Structure of the Business Combination</u>	95
<u>Background of the Business Combination</u>	97
<u>Diebold's Reasons for the Business Combination</u>	103
<u>Wincor Nixdorf's Reasons for the Business Combination</u>	107
<u>Recommendation of the Wincor Nixdorf Supervisory Board and Management Board</u>	110
<u>The Business Combination Agreement</u>	110
<u>Financing of the Business Combination</u>	129
<u>Potential Post-Completion Reorganization; Squeeze-Out Transaction</u>	129
<u>Regulatory Approvals Related to the Business Combination</u>	133
<u>Effect of the Business Combination on the Market for Wincor Nixdorf Ordinary Shares; Frankfurt Stock Exchange Listing</u>	134
<u>Accounting Treatment</u>	135
<b><u>MATERIAL INTERESTS OF WINCOR NIXDORF'S SUPERVISORY BOARD AND MANAGEMENT BOARD IN THE BUSINESS COMBINATION</u></b>	136
<b><u>DIVIDENDS AND DISTRIBUTIONS; RESULTS AND DIVIDENDS PER SHARE</u></b>	137
<u>General Provisions Relating to Profit Allocation and Dividend Payments</u>	137
<u>Dividend Policy and Earnings per Share</u>	137
<b><u>CAPITALIZATION</u></b>	139
<u>Capitalization</u>	139
<u>Indebtedness</u>	139
<u>Working Capital Statement</u>	139
<b><u>DILUTION</u></b>	140
<b><u>SELECTED CONSOLIDATED FINANCIAL INFORMATION OF DIEBOLD</u></b>	142
<b><u>SELECTED CONSOLIDATED FINANCIAL INFORMATION OF WINCOR NIXDORF</u></b>	144
<b><u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u></b>	145
<b><u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF DIEBOLD</u></b>	147

<u>Overview</u>	147
<u>Results of Operations</u>	151
<u>Liquidity and Capital Resources</u>	167

**Table of Contents**

<u>Quantitative and Qualitative Discussion of Market Risk</u>	174
<u>Critical Accounting Policies and Estimates</u>	175
<b><u>BUSINESS OF DIEBOLD AND CERTAIN INFORMATION ABOUT DIEBOLD</u></b>	182
<u>Overview</u>	182
<u>Strategy</u>	182
<u>Service and Product Solutions</u>	182
<u>Business Operations</u>	184
<u>Segments and Financial Information About Geographic Areas</u>	185
<u>Product Backlog</u>	185
<u>Competition</u>	185
<u>Properties</u>	186
<u>Research, Development and Engineering</u>	187
<u>Patents, Trademarks, Licenses and Domains</u>	187
<u>Environmental</u>	187
<u>Employees</u>	187
<u>Insurance Coverage</u>	190
<u>Legal Proceedings</u>	190
<u>Indirect Tax Contingencies</u>	190
<b><u>MATERIAL AGREEMENTS OF DIEBOLD</u></b>	192
<u>The Business Combination Agreement</u>	192
<u>Acquisition and Divestiture</u>	192
<u>Debt</u>	193
<u>Financing of the Business Combination</u>	194
<b><u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS INVOLVING DIEBOLD</u></b>	198
<b><u>GENERAL INFORMATION ABOUT DIEBOLD</u></b>	199
<u>Formation, Incorporation, Commercial Name, Fiscal Year and Registered Office</u>	199
<u>History and Development</u>	199
<u>Group Structure</u>	200
<u>Subsidiaries</u>	201
<u>Duration and Corporate Purpose of Diebold</u>	205
<u>Transfer Agent, Paying Agent and Registrar</u>	205
<u>Independent Registered Public Accounting Firm</u>	206
<b><u>DESCRIPTION OF DIEBOLD COMMON SHARES AND APPLICABLE REGULATIONS</u></b>	207
<u>Authorized Shares; Outstanding Shares</u>	207
<u>Shares Reserved For Issuance</u>	207
<u>Diebold Common Shares</u>	207
<u>Serial Preferred Shares</u>	209
<u>Changes in Authorized Share Capital</u>	210
<u>General Provisions Governing a Change in Authorized Share Capital; Issuance of Shares</u>	210
<u>General Provisions Governing a Liquidation of Diebold; Liquidation Distributions</u>	211
<u>Purchase of Own Shares</u>	211
<u>Exclusion of Minority Shareholders</u>	211
<u>Advance Notification Requirements</u>	212
<u>Certain Requirements Regarding Business Combinations; Anti-Takeover Statutes</u>	213
<b><u>CORPORATE GOVERNANCE STRUCTURE OF DIEBOLD</u></b>	215
<u>Overview</u>	215
<u>Directors</u>	216
<u>Compensation of Directors</u>	220



<u>Director Stock Ownership Guidelines</u>	222
<u>NYSE Corporate Governance</u>	223
<u>Executive Officers</u>	223
<u>Certain Information Regarding Directors and Executive Officers</u>	226

**Table of Contents**

<u>Prospective Senior Executive of Diebold</u>	226
<u>Meetings of Shareholders</u>	226
<u>Corporate Governance</u>	227
<u>Director Independence</u>	231
<u>Code of Ethics</u>	232
<u>Compensation Discussion and Analysis</u>	233
<u>Executive Compensation</u>	252
<u>Recent Developments</u>	263
<u>SHAREHOLDER STRUCTURE: BENEFICIAL OWNERSHIP OF DIEBOLD COMMON SHARES</u>	265
<u>Security Ownership of Significant Shareholders</u>	265
<u>Security Ownership of Diebold Directors and Management</u>	267
<u>CORPORATE GOVERNANCE STRUCTURE OF DIEBOLD AFTER THE BUSINESS COMBINATION</u>	268
<u>Board of Directors of Diebold Following the Proposed Business Combination</u>	268
<u>Executive Officers of Diebold Following the Proposed Business Combination</u>	268
<u>Supervisory Board of Wincor Nixdorf Following the Proposed Business Combination</u>	268
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF WINCOR NIXDORF</u>	269
<u>Overview</u>	269
<u>Acceleration of Transition to Software and IT Services Company</u>	269
<u>Research and Development</u>	271
<u>Trends</u>	271
<u>Results of Operations</u>	272
<u>Liquidity and Capital Resources</u>	279
<u>Inflation</u>	282
<u>Off-balance Sheet Arrangements</u>	282
<u>Contractual Obligations</u>	282
<u>Quantitative and Qualitative Disclosures about Market Risk</u>	282
<u>Critical Accounting Policies</u>	283
<u>BUSINESS OF WINCOR NIXDORF AND CERTAIN INFORMATION ABOUT WINCOR NIXDORF</u>	287
<u>Overview</u>	287
<u>Business Model</u>	287
<u>Products and Services</u>	288
<u>Customers</u>	291
<u>Sales and Marketing</u>	292
<u>Research and Development</u>	292
<u>Intellectual Property</u>	292
<u>Seasonality</u>	293
<u>Backlog</u>	293
<u>Competition</u>	293
<u>Manufacturing and Raw Materials</u>	294
<u>Governmental Regulations</u>	294
<u>Insurance</u>	295
<u>Employees</u>	295
<u>Properties</u>	295
<u>Litigation</u>	295
<u>WINCOR NIXDORF CORPORATE GOVERNANCE INFORMATION</u>	296
<u>Directors and Senior Executives of Wincor Nixdorf</u>	296
<u>Compensation</u>	299

Related Party Transactions

300

-iv-

**Table of Contents**

<b><u>SHAREHOLDER STRUCTURE; BENEFICIAL OWNERSHIP OF WINCOR NIXDORF ORDINARY SHARES</u></b>	301
<u>Security Ownership of Members of Wincor Nixdorf's Management Board and Supervisory Board</u>	301
<u>Security Ownership of Significant Shareholders</u>	302
<b><u>RECENT DEVELOPMENTS</u></b>	304
<u>Preliminary 2015 Financial Results</u>	304
<u>Developments since June 30, 2015</u>	306
<b><u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u></b>	308
<b><u>NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u></b>	313
<b><u>COMPARISON OF HOLDERS' RIGHTS</u></b>	333
<b><u>MATERIAL TAX CONSIDERATIONS OF THE BUSINESS COMBINATION</u></b>	354
<u>Material United States Federal Income Tax Considerations</u>	354
<u>Taxation of Diebold</u>	355
<u>Material United States Federal Income Tax Considerations Related to Participation in the Exchange Offer</u>	355
<u>Material United States Federal Income Tax Considerations Related to Ownership of the Diebold Common Shares</u>	357
<u>Material German Tax Considerations</u>	359
<b><u>ADDITIONAL NOTE REGARDING THE OFFER</u></b>	368
<b><u>LEGAL MATTERS</u></b>	369
<b><u>EXPERTS</u></b>	369
<b><u>INDEX TO CONSOLIDATED FINANCIAL STATEMENTS OF WINCOR NIXDORF AND SUBSIDIARIES</u></b>	F-1
<b><u>ANNEX A: BUSINESS COMBINATION AGREEMENT</u></b>	A-1

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**Table of Contents**

**QUESTIONS AND ANSWERS**

*The following are some of the questions you, as a shareholder of Wincor Nixdorf, may have and answers to those questions. These questions and answers are not meant to be a substitute for the information contained in the remainder of this prospectus because the information in this section does not provide all the important information regarding the offer. We urge you to read these documents in their entirety prior to making any decision as to the matters described in this prospectus. In this prospectus, unless otherwise specified, the terms we, our, us, and Diebold refer to Diebold, Incorporated or Diebold, Incorporated together with its subsidiaries, as the context requires, and the term Wincor Nixdorf refers to Wincor Nixdorf Aktiengesellschaft together with its subsidiaries or Wincor Nixdorf Aktiengesellschaft, as the context requires.*

**Q: WHAT ARE DIEBOLD AND WINCOR NIXDORF PROPOSING?**

A: Diebold has entered into a business combination agreement with Wincor Nixdorf pursuant to which Diebold intends to offer to exchange cash and common shares of Diebold, which we refer to as Diebold common shares, as described in further detail below, for each ordinary share of Wincor Nixdorf, which we refer to as Wincor Nixdorf ordinary shares. The offer to exchange, which we refer to as the exchange offer or offer, is a voluntary takeover offer (*Freiwilliges Übernahmeangebot*) that we intend to make pursuant to the German Takeover Act and applicable regulations. Wincor Nixdorf shareholders may tender Wincor Nixdorf ordinary shares in the offer as set forth in this prospectus and the exchange offer document. The offer and the other transactions contemplated by the business combination agreement are intended to result in a business combination of Diebold and Wincor Nixdorf, which we refer to as the business combination. A copy of the business combination agreement is attached hereto as Annex A, which is incorporated by reference herein.

**Q: WHAT WILL WINCOR NIXDORF SHAREHOLDERS RECEIVE IN EXCHANGE FOR WINCOR NIXDORF ORDINARY SHARES?**

A: Diebold will offer, upon the terms and subject to the conditions set forth in this prospectus and in the exchange offer document, to exchange each Wincor Nixdorf ordinary share that is validly tendered and not properly withdrawn, for:

38.98 in cash; and

0.434 Diebold common shares.

We refer to the 38.98 in cash and 0.434 Diebold common shares to be offered to Wincor Nixdorf shareholders per Wincor Nixdorf ordinary share in the offer as the offer consideration.

Diebold will not issue fractional Diebold common shares pursuant to the offer. To the extent that holders of Wincor Nixdorf ordinary shares are entitled to fractional shares, those fractional entitlements will be aggregated and sold in the market and the net proceeds of such sale distributed pro rata to the holders of Wincor Nixdorf ordinary shares entitled thereto shortly after settlement of the offer.

**Q: HOW LONG DO WINCOR NIXDORF SHAREHOLDERS HAVE TO DECIDE WHETHER TO TENDER?**

A: The initial period of time in which the offer will be open, which we refer to as the acceptance period, starts on [ ], 2016. The acceptance period will expire at 12:00 midnight, [ ], 2016, Central European Time, unless extended. We refer to the date of the expiration of the acceptance period (including any extension thereof) as the expiration date. Following the expiration date, and if all conditions to the offer (other than the regulatory condition) have been satisfied or, where permissible, waived, we will provide an additional acceptance period of two weeks for the offer in accordance with the German Takeover Act. An additional acceptance period will be an additional period of time during which shareholders may tender, but

-1-

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**Table of Contents**

not withdraw, their Wincor Nixdorf ordinary shares and receive the offer consideration. For more information, you should read the discussion under the section of this prospectus titled "The Offer Timetable Extension, Termination and Amendment; Additional Acceptance Period."

**Q: WHAT IS THE PROCEDURE FOR TENDERING WINCOR NIXDORF ORDINARY SHARES?**

A: In order for a holder of Wincor Nixdorf ordinary shares to validly tender Wincor Nixdorf ordinary shares pursuant to the offer, the custodian bank holding such shares must, prior to the expiration date, or prior to the expiration of the additional acceptance period, (i) receive such holder's written declaration of acceptance, and (ii) the Wincor Nixdorf shareholders must instruct their custodian bank to effect the re-booking of the Wincor Nixdorf ordinary shares in their custody account for which they wish to accept the exchange offer.

**Q: UNTIL WHAT TIME CAN TENDERED WINCOR NIXDORF ORDINARY SHARES BE WITHDRAWN?**

A: Wincor Nixdorf shareholders who have accepted the offer may withdraw their Wincor Nixdorf ordinary shares at any time during the acceptance period. **Following the expiration date, withdrawal rights will cease, and any Wincor Nixdorf ordinary shares tendered into the offer cannot be withdrawn.** There will be no withdrawal rights during any additional acceptance period or, if applicable, a tender right period (as described in "The Offer Timetable Tender Right Period" and "The Offer Withdrawal Rights").

**Q: WHAT IS THE PROCEDURE TO WITHDRAW PREVIOUSLY TENDERED WINCOR NIXDORF ORDINARY SHARES?**

A: To withdraw previously tendered Wincor Nixdorf ordinary shares (except in an additional acceptance period, during which there will be no withdrawal rights), a written notice of withdrawal must, prior to the expiration date, be timely received by the custodian bank holding Wincor Nixdorf ordinary shares for a Wincor Nixdorf shareholder. The written notice of withdrawal must specify the number of Wincor Nixdorf ordinary shares withdrawn and instruct the custodian bank holding the shares to rebook the shares into ISIN DE000A0CAYB2 at Clearstream (as described in "The Offer Withdrawal Rights").

**Q: CAN TENDERED WINCOR NIXDORF ORDINARY SHARES BE TRADED?**

A: Yes. Wincor Nixdorf shareholders who tender their Wincor Nixdorf ordinary shares in the offer may sell these tendered Wincor Nixdorf ordinary shares in the open market. Diebold will obtain (or cause to be obtained) a new ISIN (WKN) (which will be ISIN [ ] (WKN [ ])) for tendered Wincor Nixdorf ordinary shares. The new ISIN (WKN) will permit trading in tendered Wincor Nixdorf ordinary shares on an as-tendered basis on the regulated market (*Regulierter Markt*) (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) as of the third business day following the commencement of the acceptance period. Any person acquiring tendered Wincor Nixdorf ordinary shares will assume all rights and obligations arising from the prior

acceptance of the exchange offer. As used in this prospectus, when we refer to a business day, we mean any day other than a Saturday, Sunday or other day on which banks in Frankfurt am Main, Germany, or New York, New York, are generally closed.

**Q: CAN THE OFFER BE EXTENDED AND, IF SO, UNDER WHAT CIRCUMSTANCES?**

A: If certain terms of the offer are changed or if (to the extent legally permissible) conditions to the offer are waived within the last two weeks of the acceptance period, the acceptance period will be extended by two weeks. Diebold will also extend the acceptance period in the case of a material change in the information published, sent or given to Wincor Nixdorf shareholders and in certain circumstances involving a competing offer made by a third party. See The Offer Timetable Extension, Termination and Amendment; Additional Acceptance Period.



**Table of Contents**

**Q: HOW WILL WINCOR NIXDORF SHAREHOLDERS BE NOTIFIED IF THE OFFER IS EXTENDED OR THE ADDITIONAL ACCEPTANCE PERIOD HAS BEEN COMMENCED?**

A: Wincor Nixdorf shareholders will be notified in German and English language on Diebold's website (<http://www.diebold.com>) under *Company/Investor Relations* and by notice in German language in the German Federal Gazette (*Bundesanzeiger*). An English version of the notice will be distributed via an electronically operated information system in the United States. Diebold will also file such notifications in English with the SEC at <http://www.sec.gov> and otherwise comply with its obligation under U.S. law with respect to informing security holders of any material change in the information published, sent or given to security holders.

**Q: WHAT ARE THE MOST SIGNIFICANT CONDITIONS TO THE OFFER?**

A: The offer will be subject to a number of conditions, including the minimum tender condition, the regulatory condition, the registration statement and stock exchange listing condition, the no market material adverse change condition, the no Wincor Nixdorf material adverse change condition, and the other conditions set forth in the section of this prospectus titled *The Offer Conditions to the Offer*. The conditions to the exchange offer must be satisfied or, where permissible, waived prior to the expiration date, except for the regulatory condition, which may remain outstanding after the expiration date.

**Q: WHEN DO YOU EXPECT THE OFFER TO BE COMPLETED?**

A: The timing for consummation of the offer will depend on the satisfaction of the conditions to the offer. As a result, there can be no certainty as to when, and whether, Diebold will be able to complete the offer. If any of the conditions to the offer have not been satisfied or, where permissible, waived, at the expiration date, then the offer will terminate, except for the regulatory condition, which may remain outstanding following the expiration date. The conditions to the offer are discussed in *The Offer Conditions to the Offer*.

Wincor Nixdorf shareholders who validly tender during the acceptance period or the additional acceptance period and do not properly withdraw their tendered Wincor Nixdorf ordinary shares will receive the offer consideration without undue delay following admission of the Diebold common shares issued pursuant to the offer to trading on the Frankfurt Stock Exchange. We refer to the date of payment of the offer consideration as the closing date.

**Q: HOW WILL THE WINCOR NIXDORF ORDINARY SHARES HELD BY WINCOR NIXDORF SHAREHOLDERS WHO DO NOT TENDER THEIR SHARES BE AFFECTED FOLLOWING THE OFFER?**

A: The exchange of Wincor Nixdorf ordinary shares by Diebold pursuant to the offer and the consummation of the business combination will reduce the number of Wincor Nixdorf ordinary shares that might otherwise trade publicly and will reduce the number of holders of Wincor Nixdorf ordinary shares, which could adversely affect the liquidity and market value of the remaining Wincor Nixdorf ordinary shares held by the public. The extent of the public market for Wincor Nixdorf ordinary shares and the availability of quotations reported in the

over-the-counter market depends upon the number of shareholders holding Wincor Nixdorf ordinary shares, the aggregate market value of the shares remaining at such time, the interest of maintaining a market in the shares on the part of any securities firms and other factors. As of November 20, 2015, Wincor Nixdorf had issued 33,084,988 ordinary shares.

The Wincor Nixdorf ordinary shares are listed on the Frankfurt Stock Exchange (ISIN DE000A0CAYB2) and are quoted, inter alia, on the MDAX stock index. A significant reduction in free float as a result of the exchange of Wincor Nixdorf ordinary shares pursuant to the offer or otherwise may result in the Wincor Nixdorf ordinary shares being removed from the MDAX or other stock indexes on one of the next index adjustment dates. Consequently, index funds and other institutional investors whose investments mirror

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**Table of Contents**

indexes such as the MDAX stock index may sell or reduce their holdings of Wincor Nixdorf ordinary shares. This could result in a decrease in liquidity and an oversupply of Wincor Nixdorf ordinary shares, adversely affecting the stock exchange price of Wincor Nixdorf ordinary shares. For a more complete discussion on potential consequences in the event that you decide not to tender your Wincor Nixdorf ordinary shares, see the sections of this prospectus titled Risk Factors Risks Relating to the Business Combination; the Offer and The Business Combination Effect of the Business Combination on the Market for Wincor Nixdorf Ordinary Shares; Frankfurt Stock Exchange Listing.

**Q: FOLLOWING THE OFFER, WHAT ADDITIONAL TRANSACTIONS MAY DIEBOLD AND WINCOR NIXDORF CONSIDER?**

A: Following the offer, and depending on the percentage of Wincor Nixdorf ordinary shares acquired by Diebold in the offer and, to the extent legally permissible, in the open market, Diebold (directly or indirectly through any of its subsidiaries) and Wincor Nixdorf may enter into a domination agreement (*Beherrschungsvertrag*) and/or a profit and loss transfer agreement (*Gewinnabführungsvertrag*). Under a domination agreement, Diebold would be able to give legally binding instructions to the management board of Wincor Nixdorf. In the case of a profit and loss transfer agreement, Wincor Nixdorf would be required to transfer its annual profits and losses to Diebold. Both, a domination agreement and a profit and loss transfer agreement are agreements between affiliated business entities under the German Stock Corporation Act (*Aktiengesetz*). Each must be approved at a meeting of shareholders of Wincor Nixdorf by a majority of at least 75 percent of the votes cast and/or the share capital represented at that meeting.

Alternatively or in addition to a domination agreement and/or a profit and loss transfer agreement, Diebold may, under certain circumstances, commence a squeeze-out with respect to Wincor Nixdorf ordinary shares that Diebold does not already own following the consummation of the offer, which we refer to as a squeeze-out transaction. A squeeze-out transaction may be effected in three ways: (1) pursuant to Section 62(5) of the German Transformation Act, which we refer to as a cash merger squeeze-out, if Diebold through a subsidiary in the legal form of a German stock corporation (*Aktiengesellschaft*) or a German partnership limited by shares (*Kommanditgesellschaft auf Aktien*) holds at least 90 percent of Wincor Nixdorf's issued share capital (*Grundkapital*), (2) pursuant to Sections 327a *et seq.* of the German Stock Corporation Act, which we refer to as a corporate squeeze-out, if Diebold holds at least 95 percent of Wincor Nixdorf's issued share capital, or (3) pursuant to Sections 39a *et seq.* of the German Takeover Act, which we refer to as a takeover squeeze-out, if Diebold holds at least 95 percent of Wincor Nixdorf's voting share capital (*stimmberechtigtes Grundkapital*). If the offer and a potential squeeze-out transaction were completed, Wincor Nixdorf would become a (direct or indirect) subsidiary of Diebold. See the section of this prospectus titled The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transaction.

If Diebold does not reach the threshold required to implement a squeeze-out transaction in the course of the exchange offer, it may still purchase additional Wincor Nixdorf ordinary shares in the open market in order to reach the squeeze-out threshold.

We refer to the foregoing corporate transactions that Diebold and Wincor Nixdorf may consider to consummate following the offer collectively as the post-completion reorganization.

**Q: HOW WILL WINCOR NIXDORF SHAREHOLDERS BE AFFECTED IF DIEBOLD AND WINCOR NIXDORF ENTER INTO A DOMINATION AGREEMENT AND/OR A PROFIT AND LOSS**

**TRANSFER AGREEMENT?**

- A: In the case of a domination agreement and/or a profit and loss transfer agreement, remaining Wincor Nixdorf shareholders will be offered to elect either (1) to continue to hold their Wincor Nixdorf ordinary shares and receive a fixed or variable annual compensation payment pursuant to Section 304 of the German Stock Corporation Act, or (2) to receive a cash settlement in exchange for their Wincor Nixdorf ordinary shares pursuant to Section 305(2) of the German Stock Corporation Act.

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**Table of Contents**

**Q: HOW WILL WINCOR NIXDORF SHAREHOLDERS BE AFFECTED IN THE EVENT OF A SQUEEZE-OUT TRANSACTION?**

A: In the event of a squeeze-out transaction, ordinary shares of remaining Wincor Nixdorf shareholders would be automatically converted into the right to receive adequate compensation in the case of (1) a cash merger squeeze-out or a corporate squeeze-out, compensation in cash, and (2) a takeover squeeze-out, the offer consideration or, at the shareholder's election, all-cash compensation. See the section of this prospectus titled "The Business Combination – Potential Post-Completion Reorganization; Squeeze-Out Transaction."

**Q: ARE APPRAISAL RIGHTS AVAILABLE IN THE BUSINESS COMBINATION?**

A: An appraisal proceeding (*Spruchverfahren*) is not available in connection with the offer. However, subject to applicable law, appraisal rights may be available to Wincor Nixdorf shareholders with respect to certain corporate transactions Diebold and Wincor Nixdorf may consummate following the offer. Under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*), a court may be asked to determine the adequacy of the consideration or compensation paid to minority shareholders in certain corporate transactions including (1) the consolidation or merger of companies according to the provisions of the German Transformation Act (*Umwandlungsgesetz*); (2) the conclusion of a domination and/or profit and loss transfer agreement; and (3) a cash merger squeeze-out or a corporate squeeze-out. Appraisal rights are not available in connection with a takeover squeeze-out. Wincor Nixdorf shareholders seeking appraisal rights, if available, must comply with the requirements of German law. See the section of this prospectus titled "The Business Combination – Potential Post-Completion Reorganization; Squeeze-Out Transaction."

**Q: WHAT WILL HAPPEN TO WINCOR NIXDORF STOCK OPTIONS FOLLOWING THE OFFER?**

A: The offer does not extend to Wincor Nixdorf stock options. Wincor Nixdorf has agreed in the business combination agreement that any outstanding exercisable Wincor Nixdorf stock options exercised by a holder during the offer will be settled by Wincor Nixdorf in cash.

**Q: WILL WINCOR NIXDORF SHAREHOLDERS HAVE TO PAY ANY FEES OR COMMISSIONS TO EXCHANGE WINCOR NIXDORF ORDINARY SHARES?**

A: Wincor Nixdorf shareholders who hold their Wincor Nixdorf ordinary shares in German custody accounts will not incur any fees and expenses in connection with tendering their Wincor Nixdorf ordinary shares in the offer (except for the costs of transmitting the declaration of acceptance to their custodian bank). For this purpose, Diebold pays a customary commission to the custodian banks. However, additional costs and expenses may be charged by custodian banks or foreign investment service providers or otherwise incurred outside the Federal Republic of Germany, which must be borne by the relevant Wincor Nixdorf shareholders.

**Q:**

**WILL WINCOR NIXDORF SHAREHOLDERS BE SUBJECT TO UNITED STATES FEDERAL INCOME TAX ON THE DIEBOLD COMMON SHARES AND CASH RECEIVED IN THE EXCHANGE OFFER?**

- A: The exchange of Wincor Nixdorf ordinary shares for Diebold common shares and cash pursuant to the exchange offer will be a taxable transaction for United States federal income tax purposes. U.S. holders (as defined in the section of this prospectus titled "Material Tax Considerations of the Business Combination" "Material United States Federal Income Tax Considerations") of Wincor Nixdorf ordinary shares generally will recognize gain or loss equal to the difference, if any, between (i) the fair market value of any Diebold common shares received in exchange for such Wincor Nixdorf ordinary shares, determined in U.S. dollars, plus the U.S. dollar value of any cash received in exchange for such Wincor Nixdorf ordinary shares and (ii) such U.S. holder's adjusted tax basis in the Wincor Nixdorf ordinary shares. Any gain or loss recognized upon the exchange generally will be treated as capital gain or loss.

**Table of Contents**

A non-U.S. holder (as defined in the section of this prospectus titled **Material Tax Considerations of the Business Combination Material United States Federal Income Tax Considerations** ) will generally not be subject to United States federal income tax on gain recognized on exchange of Wincor Nixdorf ordinary shares pursuant to the exchange offer unless the gain is effectively connected with the non-U.S. holder's conduct of a trade or business in the United States or the non-U.S. holder is an individual present in the United States for 183 or more days in the taxable year of the exchange, and certain other requirements are met.

**The foregoing is a brief summary of United States federal income tax consequences only and is qualified by the description of United States federal income tax considerations in the section of this prospectus titled Material Tax Considerations of the Business Combination Material United States Federal Income Tax Considerations. Tax matters are very complicated, and the tax consequences of the exchange offer to a particular holder will depend in part on such holder's circumstances. Accordingly, holders of Wincor Nixdorf ordinary shares are urged to consult their own tax advisors for a full understanding of the tax consequences of the exchange offer to them, including the applicability of United States federal, state, local and foreign income and other tax laws.**

**Q: WILL WINCOR NIXDORF SHAREHOLDERS BE SUBJECT TO GERMAN TAXATION ON THE DIEBOLD COMMON SHARES AND CASH RECEIVED IN THE EXCHANGE OFFER?**

A: Wincor Nixdorf shareholders may be taxed in Germany, amongst other jurisdictions, in connection with the exchange of Wincor Nixdorf ordinary shares for Diebold common shares (see **Material Tax Considerations of the Business Combination Material German Tax Considerations Taxation of Wincor Nixdorf Shareholders in Connection with the Exchange Offer** ). Wincor Nixdorf shareholders who are presently also holders of Diebold common shares or, following the consummation of the exchange offer, will become holders of Diebold common shares, may be taxed in connection with the receipt of dividend income from Diebold (see **Material Tax Considerations of the Business Combination Material German Tax Considerations Taxation of Diebold Shareholders Tax-Resident in Germany Taxation of Dividend Income on Diebold Common Shares** ) and the transfer of Diebold common shares (see **Material Tax Considerations of the Business Combination Material German Tax Considerations Taxation of Diebold Shareholders Tax-Resident in Germany Taxation of Capital Gains on the Disposal of Diebold Common Shares** and **Material Tax Considerations of the Business Combination Material German Tax Considerations Taxation of Diebold Shareholders Tax-Resident in Germany Inheritance and Gift Tax** ). Value added tax, or VAT, may also be due in certain circumstances (see **Material Tax Considerations of the Business Combination Material German Tax Considerations Other Taxes** ).

Notwithstanding the description of certain aspects of taxation in Germany in the section of this prospectus titled **Material Tax Considerations of the Business Combination**, shareholders may be liable to tax in other jurisdictions. In particular, shareholders with tax residency in Germany may be subject to an unlimited or limited tax liability in other jurisdictions, and shareholders that are subject to a limited tax liability in Germany may be liable to tax in the jurisdiction in which they are resident.

For a more complete description of certain tax consequences of the business combination, see the section of this prospectus titled **Material Tax Considerations of the Business Combination**.

**This summary is not intended to be a replacement for, nor should it be considered as, legal or tax advice. Shareholders of Wincor Nixdorf and/or Diebold are therefore strongly advised to consult their tax advisors regarding the tax consequences related to participation in the offer and the holding and disposal of Diebold common shares. The specific tax situation of each shareholder can only be adequately addressed by individual**

**tax advice.**

-6-



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**Table of Contents**

**Q: WHAT PERCENTAGE OF DIEBOLD COMMON SHARES WILL FORMER HOLDERS OF WINCOR NIXDORF ORDINARY SHARES OWN AFTER THE BUSINESS COMBINATION?**

A: We estimate that upon completion of the offer, and assuming that all of the outstanding Wincor Nixdorf ordinary shares are validly tendered in the offer and not properly withdrawn or, to the extent legally permissible, Diebold has acquired any remaining Wincor Nixdorf ordinary shares in the open market, former Wincor Nixdorf shareholders will own approximately 16.6 percent of the outstanding common shares of Diebold. For a more detailed discussion of the assumptions on which this estimate is based, see the section of this prospectus titled "The Offer - Ownership of Diebold Following the Offer."

**Q: IF THE OFFER IS COMPLETED, WILL THE DIEBOLD COMMON SHARES ISSUED PURSUANT TO THE OFFER BE LISTED FOR TRADING?**

A: Diebold common shares currently trade on the New York Stock Exchange, which we refer to as the NYSE, and Wincor Nixdorf ordinary shares trade on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Diebold will apply to list the Diebold common shares issued to Wincor Nixdorf shareholders on the NYSE. In connection with the business combination, Diebold will also apply to list all Diebold common shares on the Frankfurt Stock Exchange, such that the Diebold common shares issued to Wincor Nixdorf shareholders will be fully fungible with the existing Diebold common shares, including with respect to dividend entitlements. It is a condition to the offer that the Diebold common shares be approved for listing on the NYSE and on the Frankfurt Stock Exchange, subject to official notice of issuance. The listing on the Frankfurt Stock Exchange is intended to preserve current Wincor Nixdorf shareholders' access to Wincor Nixdorf's historic trading market in Germany and may enhance liquidity in Diebold common shares and improve Diebold's access to additional equity and debt financing sources. Nevertheless, as with the dual listings of certain other issuers, the liquidity in the market for Diebold common shares may be adversely affected if trading is split between two markets at least in the short term and could result in price differentials of Diebold common shares between the two exchanges. Diebold common shares will not be listed on any stock index in Germany. See the section of this prospectus titled "Risk Factors - Risks Relating to Investing and Ownership of Diebold Common Shares."

**Q: DOES WINCOR NIXDORF SUPPORT THE OFFER AND THE BUSINESS COMBINATION?**

A: Yes. The management board (*Vorstand*), which we refer to as the Wincor Nixdorf management board, and the supervisory board (*Aufsichtsrat*), which we refer to as the Wincor Nixdorf supervisory board, of Wincor Nixdorf, have carefully considered the proposed combination and determined that the proposed combination is in the best interest of Wincor Nixdorf, the shareholders of Wincor Nixdorf, its employees and other stakeholders, and therefore approved the business combination agreement. Subject to their fiduciary duties under applicable law and a thorough review of the exchange offer document, the Wincor Nixdorf supervisory board and the Wincor Nixdorf management board intend to recommend the Wincor Nixdorf shareholders accept the offer and to tender their shares to Diebold. The shareholders of Wincor Nixdorf are, however, advised to consider carefully the potential tax consequences of accepting the offer. The management board and the supervisory board stress, in particular, that it might, for instance, be more favorable under German tax laws for German retail investors to sell their shares on the stock exchange or otherwise rather than accepting the offer. Therefore, members of the management board or supervisory board of Wincor Nixdorf that hold shares in Wincor Nixdorf may choose to

sell their shares on the stock exchange or otherwise rather than tender their shares.

The management board and the supervisory board of Wincor Nixdorf have undertaken in the business combination agreement to support the offer in a reasoned statement or a joint reasoned statement to be published pursuant to Sections 27, 14(3) of the German Takeover Act. These obligations are subject to a thorough review of the exchange offer document and the applicable obligations and responsibilities under applicable law, in particular the board members' duties of care, loyalty and good faith, the requirements of the German Takeover Act, and other requirements described in the business combination agreement.

**Table of Contents**

**Q: WHAT IS THE MARKET VALUE OF WINCOR NIXDORF ORDINARY SHARES AS OF A RECENT DATE?**

A: The closing price of Wincor Nixdorf ordinary shares on the Frankfurt Stock Exchange on November 20, 2015 was 47.70.

**Q: IS DIEBOLD'S FINANCIAL CONDITION RELEVANT TO A WINCOR NIXDORF SHAREHOLDER'S DECISION TO TENDER ITS WINCOR NIXDORF ORDINARY SHARES IN THE OFFER?**

A: Yes. Although the offer consideration will include a cash component of 38.98 per Wincor Nixdorf ordinary share, Wincor Nixdorf shareholders will also receive Diebold common shares in exchange for tendering their Wincor Nixdorf ordinary shares in the offer. Therefore, Wincor Nixdorf shareholders should consider Diebold's financial condition before deciding to become a Diebold shareholder by accepting the offer. Wincor Nixdorf shareholders should also consider the effect that the proposed combination of Diebold and Wincor Nixdorf may have on Diebold's financial condition. In considering Diebold's financial condition, Wincor Nixdorf shareholders should review information relating to Diebold in this prospectus, including the financial information incorporated by reference in this prospectus and the unaudited pro forma condensed combined financial information set forth under the section of this prospectus titled Unaudited Pro Forma Condensed Combined Financial Information, which also contain detailed business, financial and other information about Diebold. See the section of this prospectus titled Risk Factors Risks Relating to Investing and Ownership of Diebold Common Shares for additional information relating to ownership of Diebold common shares, including the risk that there is no assurance that Diebold will continue to pay dividends following the offer, and the section titled Risk Factors Risks Relating to Financing of the Business Combination for more information relating to additional indebtedness Diebold will incur in relation to the business combination.

**Q: WHERE CAN WINCOR NIXDORF SHAREHOLDERS FIND MORE INFORMATION ABOUT DIEBOLD AND WINCOR NIXDORF?**

A: Wincor Nixdorf shareholders can find out information about Diebold and Wincor Nixdorf from the sources described under the sections of this prospectus titled General Information Where You Can Find More Information; Documents Available for Inspection. For certain information regarding Diebold's business and financial condition, see the sections of this prospectus titled Business and Certain Information About Diebold and Management's Discussion and Analysis of Financial Condition and Operations of Diebold. For certain information regarding Wincor Nixdorf's business and financial condition, see the sections of this prospectus titled Business of Wincor Nixdorf and Certain Information About Wincor Nixdorf and Management's Discussion and Analysis of Financial Condition and Operations of Wincor Nixdorf.

**Q: WHO CAN WINCOR NIXDORF SHAREHOLDERS CONTACT WITH ADDITIONAL QUESTIONS ABOUT THE OFFER?**

A: Wincor Nixdorf shareholders can call Diebold with additional questions about the offer:

Diebold, Incorporated

5995 Mayfair Road

P.O. Box 3077

North Canton, Ohio 44720-8077

Tel No.: +1 (330) 490-4000

**Table of Contents**

**SUMMARY**

*This summary highlights the material information in this prospectus. To more fully understand the business combination, and for a more complete description of the terms of the offer and the other transactions contemplated by the business combination agreement, you should read carefully this entire document, including the exhibits, annexes, and documents incorporated by reference herein. For information on how to obtain these documents, see the section of this prospectus titled *General Information Where You Can Find More Information; Documents Available for Inspection*.*

**Information About the Companies (see page [ ])**

***Diebold***

Diebold, Incorporated was incorporated under the laws of the State of Ohio in August 1876, succeeding a proprietorship established in 1859. Diebold has evolved to become a leading provider of exceptional self-service innovation, security and services to financial, retail, commercial and other markets. Diebold has approximately 16,000 employees with business in more than 90 countries worldwide.

Diebold's registered and principal executive offices are located at 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, and its telephone number at that location is +1 (330) 490-4000.

For additional information about Diebold, see the information included elsewhere in this prospectus and the section of this prospectus titled *General Information Where You Can Find More Information; Documents Available for Inspection*.

***Wincor Nixdorf***

Wincor Nixdorf Aktiengesellschaft, a German public stock corporation (*Aktiengesellschaft*), is incorporated under the laws of the Federal Republic of Germany. Wincor Nixdorf is one of the world's leading providers of information technology, or IT, solutions and services to retail banks and the retail industry. Drawing on a comprehensive portfolio of products and services, Wincor Nixdorf supports and optimizes its customers' business processes, especially at the branch and store level. Wincor Nixdorf has approximately 9,000 employees worldwide.

Wincor Nixdorf's registered and principal executive offices are located at 1 Heinz-Nixdorf-Ring, 33106 Paderborn, Germany, and its telephone number at that location is +49 (0) 5251 693-3001.

For additional information about Wincor Nixdorf and its subsidiaries, see the information included elsewhere in this prospectus and the section of this prospectus titled *General Information Where You Can Find More Information; Documents Available for Inspection*.

**The Business Combination (see page [ ])**

The transactions contemplated by the business combination agreement, including the offer, are intended to result in a business combination of Diebold and Wincor Nixdorf, which we refer to as the business combination or combination. Following the consummation of the offer, Diebold and Wincor Nixdorf may pursue a post-completion reorganization. A post-completion reorganization could either eliminate any minority shareholder interest in Wincor Nixdorf remaining after the offer or allow Diebold to control Wincor Nixdorf to the greatest extent permissible. To this end, and depending on the percentage of Wincor Nixdorf ordinary shares acquired by Diebold in the offer and, to the extent

legally permissible, in the open market, Diebold and Wincor Nixdorf may, at their discretion and subject to applicable law, effect:

- (1) a domination agreement and/or a profit and loss transfer agreement, in which case remaining Wincor Nixdorf shareholders will be offered to elect either (i) to continue to hold their Wincor Nixdorf

**Table of Contents**

ordinary shares and receive a fixed or variable annual compensation payment pursuant to Section 304 of the German Stock Corporation Act, or (ii) to receive a cash settlement in exchange for their Wincor Nixdorf ordinary shares pursuant to Section 305(2) of the German Stock Corporation Act; and/or

- (2) a squeeze-out transaction with respect to the Wincor Nixdorf ordinary shares that Diebold and its subsidiaries do not already own following the consummation of the offer, which we refer to as a squeeze-out transaction. A squeeze-out transaction may be made pursuant to (a) Section 62(5) of the German Transformation Act (*Umwandlungsgesetz*), which we refer to as a cash merger squeeze-out, (b) Sections 327a *et seq.* of the German Stock Corporation Act (*Aktiengesetz*), which we refer to as a corporate squeeze-out, or (c) Sections 39a *et seq.* of the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*), which we refer to as a takeover squeeze-out. In a squeeze-out transaction, ordinary shares of remaining Wincor Nixdorf shareholders would be automatically converted into the right to receive compensation in the case of (i) a cash merger squeeze-out or a corporate squeeze-out, compensation in cash, and (ii) a takeover squeeze-out, the offer consideration or, at the shareholder's election, all-cash compensation.

In each of cases (1) and (2), an appraisal proceeding may, subject to applicable law, be available to Wincor Nixdorf shareholders under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*), except that appraisal rights are not available in connection with a takeover squeeze-out pursuant to Sections 39a *et seq.* of the German Takeover Act.

If, following the offer, Diebold and its subsidiaries hold less than 90 percent of Wincor Nixdorf's issued share capital, Diebold may neither directly nor indirectly commence a squeeze-out transaction, but may consider purchasing additional Wincor Nixdorf ordinary shares in the open market in order to reach the relevant squeeze-out threshold.

We estimate that upon completion of the business combination, and assuming that all of the outstanding Wincor Nixdorf ordinary shares are validly tendered in the offer and not properly withdrawn or, to the extent legally permissible, Diebold has acquired any remaining Wincor Nixdorf ordinary shares in the open market, former Wincor Nixdorf shareholders will own approximately 16.6 percent of the outstanding common shares of Diebold. For a more detailed discussion of the assumptions on which this estimate is based, see the section of this prospectus titled "The Offer - Ownership of Diebold Following the Offer."

**The Offer (see page [ ])**

*The summary below describes the principal terms of the offer. Some of the terms and conditions described below are subject to important limitations and exceptions. You should carefully review the section of this prospectus titled "The Offer," and the exchange offer document, which contains a more detailed description of the terms and conditions to the offer. The below summary of the offer is qualified in its entirety by the description of the offer in the exchange offer document under which we intend to make the offer and that you, as a Wincor Nixdorf shareholder, are urged to obtain upon publication of the offer.*

Issuer	Diebold, Incorporated, 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, United States.
Target	Wincor Nixdorf Aktiengesellschaft, a German public stock corporation ( <i>Aktiengesellschaft</i> ), 1 Heinz-Nixdorf-Ring, 33106 Paderborn, Germany.

Subject Matter of the Offer

Diebold seeks to acquire all Wincor Nixdorf ordinary bearer shares, without par value (*auf den Inhaber lautende Stammaktien ohne*



**Table of Contents**

*Nennbetrag*) (ISIN DE000A0CAYB2), each representing a pro-rata amount of 1.00, of Wincor Nixdorf's share capital (*Grundkapital*), with all ancillary rights.

Offer Consideration

For each Wincor Nixdorf ordinary share validly tendered in the offer and not properly withdrawn:

38.98 in cash; and

0.434 Diebold common shares.

Conditions to the Offer

The offer is subject to satisfaction or, where permissible, waiver of the following conditions:

*Minimum Tender Condition* At the time of the expiration of the acceptance period, the sum of the number of (i) Wincor Nixdorf ordinary shares validly tendered and not properly withdrawn; (ii) Wincor Nixdorf ordinary shares held directly or indirectly by Diebold or any of its subsidiaries or any person acting in concert with Diebold within the meaning of Section 2(5) of the German Takeover Act (excluding any Wincor Nixdorf treasury shares); (iii) Wincor Nixdorf ordinary shares that must be attributed to Diebold or any of its subsidiaries in corresponding application of Section 30 of the German Takeover Act; and (iv) Wincor Nixdorf ordinary shares for which Diebold or any of its subsidiaries or any person acting in concert with Diebold within the meaning of Section 2(5) of the German Takeover Act has entered into an agreement outside of the offer, giving them the right to demand the transfer of title of such Wincor Nixdorf ordinary shares, equals at least 22,362,159 (approximately 67.6 percent of the total number of all Wincor Nixdorf ordinary shares (representing approximately 75 percent of all outstanding Wincor Nixdorf ordinary shares)) Wincor Nixdorf ordinary shares, in each case at the time of approval of the exchange offer document by BaFin;

*Regulatory Condition* On or before November 21, 2016, the approval of the business combination under merger control or competition law regimes in any jurisdiction where the parties to the business combination agreement have mutually determined merger control or competition law filings and/or notices to be necessary must have been obtained or any statutory waiting period (including any extension thereof) applicable to the business combination must have expired or hold-separate arrangements must have been put in place;

*Registration Statement and Stock Exchange Listing Condition* The registration statement regarding the Diebold common shares has been declared effective by the SEC prior to the expiration of the acceptance period and is not subject of any stop order by the SEC pursuant to Section 8(d) of the Securities Act or any proceeding initiated by the SEC seeking such a stop order at the time of the consummation of the offer, and the Diebold common

Table of Contents

shares offered to Wincor Nixdorf shareholders have been authorized for listing on the New York Stock Exchange and the Frankfurt Stock Exchange, subject to official notice of issuance;

*No Market Material Adverse Change Condition* Between the publication of the exchange offer document and the expiration of the acceptance period, trading on the Frankfurt Stock Exchange has not been suspended for more than three consecutive trading days for all shares admitted to trading at the entire Frankfurt Stock Exchange. Furthermore, the closing quotations of the DAX (ISIN DE0008469008), as determined by Deutsche Börse AG, Frankfurt am Main, Germany, or a successor thereof, and published on its website (<http://www.deutsche-boerse.com>), of the two trading days prior to the end of the acceptance period is not more than 28.5 percent below the closing quotation of the DAX on the trading day immediately preceding the day of the publication of the offer. The no market material adverse change condition will only apply through the first eight weeks of the acceptance period, if extended; and

*No Wincor Nixdorf Material Adverse Change Condition* Between the publication of the exchange offer document and the expiration of the acceptance period, neither (i) has Wincor Nixdorf published new circumstances pursuant to Section 15 of the German Securities Trading Act, nor (ii) have circumstances occurred that would have had to be published by Wincor Nixdorf pursuant to Section 15 of the German Securities Trading Act or that Wincor Nixdorf did not publish because of a self-exception pursuant to Section 15(3) of the German Securities Trading Act, that, in case of a one-time event, result in a negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 50 million, and/or, in case of a recurring event, result in a recurring negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 18 million for the fiscal years 2015/2016, 2016/2017 and 2017/2018, or that, in each case, could reasonably be expected to have such effect. The no Wincor Nixdorf material adverse change condition will only apply through the first eight weeks of the acceptance period, if extended.

The offer will also be subject to the other conditions referred to in the section of this prospectus titled "The Offer Conditions to the Offer Other Conditions to the Offer." The conditions to the exchange offer must be satisfied or, where permissible, waived prior to the expiration date, except for the regulatory condition, which may remain outstanding after

the expiration date. See the sections of this prospectus titled The Offer Timetable Extension, Termination and Amendment; Additional Acceptance Period and The Offer Conditions to the Offer Waiver of Conditions to the Offer.

Acceptance Period; Expiration Date

The acceptance period starts on [ ], 2016 and will expire at 12:00 midnight, at the end of [ ], 2016, Central

Table of Contents

European Time, unless extended. We refer to the date of the expiration of the acceptance period as the expiration date. For more information, you should read the section of this prospectus titled "The Offer Timetable Extension, Termination and Amendment; Additional Acceptance Period."

## Additional Acceptance Period

Following the expiration date, and if all conditions to the offer (other than the regulatory condition) have been satisfied or, where applicable, waived, we will provide an additional acceptance period of two weeks for the offer in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*). An additional acceptance period will be an additional period of time during which shareholders may tender, but not withdraw, their Wincor Nixdorf ordinary shares and receive the offer consideration. Provided that the acceptance period is not extended, the additional acceptance period is expected to begin on [ ], 2016 and to expire on [ ], 2016.

## Tender Right Period

Following the offer, if Diebold holds at least 95 percent of Wincor Nixdorf's voting share capital and is entitled to file an application with the district court (*Landgericht*) of Frankfurt am Main to effect a takeover squeeze-out pursuant to Sections 39a *et seq.* of the German Takeover Act, Wincor Nixdorf shareholders who did not tender their shares in the offer will have the right (*Andienungsrecht*) to tender these shares within a three-month period following the expiration of the acceptance period, which we refer to as the tender right period, pursuant to Section 39c of the German Takeover Act. Wincor Nixdorf shareholders who properly exercise this right are entitled to receive the same consideration received by shareholders who tendered their Wincor Nixdorf ordinary shares prior to the expiration of the acceptance period. There will be no withdrawal rights during any tender right period.

## Withdrawal Rights

At any time during the acceptance period, Wincor Nixdorf shareholders may withdraw their Wincor Nixdorf ordinary shares. **Following the expiration date, withdrawal rights will cease, and any Wincor Nixdorf ordinary shares tendered into the offer cannot be withdrawn.** There will be no withdrawal rights during any additional acceptance period or, if applicable, a tender right period (as described below).

## Trading of Tendered Wincor Nixdorf Ordinary Shares

Wincor Nixdorf shareholders who tender their Wincor Nixdorf ordinary shares in the offer may sell these tendered Wincor Nixdorf ordinary shares in the open market. Diebold will obtain (or cause to be obtained) a new ISIN (WKN) (which will be ISIN [ ]) (WKN [ ]) for tendered Wincor Nixdorf ordinary shares. The new

ISIN (WKN) will permit trading in tendered Wincor Nixdorf ordinary shares on an as-tendered basis on the regulated market (*Regulierter Markt*) (Prime Standard) of the Frankfurt Stock

**Table of Contents**

Exchange (*Frankfurter Wertpapierbörse*) as of the third business day following the commencement of the acceptance period. We expect that trading of the tendered Wincor Nixdorf ordinary shares on the regulated market of the Frankfurt Stock Exchange will cease after the end of the regular stock exchange trading hours one day after satisfaction of the last closing condition. Diebold will publish the date on which trading ceases without undue delay via an electronically operated information dissemination system within the meaning of Section 10(3) sentence 1 no. 2 of the German Takeover Act, or in the German Federal Gazette (*Bundesanzeiger*).

Any person acquiring tendered Wincor Nixdorf ordinary shares will assume all rights and obligations arising from the prior acceptance of the exchange offer.

As used in this prospectus, when we refer to a business day, we mean any day other than a Saturday, Sunday or other day on which banks in Frankfurt am Main, Germany, or New York, New York, are generally closed.

**Settlement**

The delivery of the Diebold common shares issued pursuant to the offer and payment of 38.98 cash per Wincor Nixdorf ordinary share will occur without undue delay following the expiration of the additional acceptance period and admission of the Diebold common shares to trading on the Frankfurt Stock Exchange. If one or more of the offer conditions are not satisfied, and have not been waived, by the end of the additional acceptance period, the settlement of the offer will be delayed accordingly until fulfillment or waiver of such conditions. We refer to the date of payment of the offer consideration as the closing date.

On the closing date, Clearstream Banking Aktiengesellschaft, Germany, or Clearstream, will deposit the tendered Wincor Nixdorf ordinary shares to the account of the settlement agent at Clearstream for the purpose of transferring the ownership of the tendered Wincor Nixdorf ordinary shares to Diebold.

Upon crediting of the offer consideration to the respective custodian bank's cash account with Clearstream, Diebold will have fulfilled its obligation to pay the offer consideration. It is the respective custodian bank's responsibility to transfer the offer consideration to Wincor Nixdorf shareholders.

Wincor Nixdorf's Agreement Not to Tender Treasury Shares As of November 20, 2015, Wincor Nixdorf held approximately 9.88 percent (3,268,777 Wincor Nixdorf ordinary shares) of its share capital in treasury shares. Wincor Nixdorf has committed (i) by way of a non-tender agreement (*Qualifizierte Nichtannahmeerklärung*) to not dispose of any of its treasury shares (either by tendering into the offer or otherwise) until the settlement of the offer, including the



**Table of Contents**

tender right period, if any, pursuant to Section 39c of the German Takeover Act, and (ii) to deposit its treasury shares into a blocked account (*Sperrkonto*). Diebold has obtained confirmation from BaFin that such arrangement is sufficient to the effect that no financing within the meaning of Section 13 of the German Takeover Act need be obtained in respect of the Wincor Nixdorf treasury shares in connection with the offer.

## Appraisal Rights

An appraisal proceeding is not available in connection with the offer, but may, subject to applicable law, be available to Wincor Nixdorf shareholders under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*) in connection with a potential post-completion reorganization. See the section of this prospectus titled The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transaction.

## Information on Diebold Common Shares Issued to Wincor Nixdorf Shareholders

International Securities Identification Number (ISIN): [                    ]

German Securities Code (*Wertpapierkennnummer*) (WKN):  
[                    ]

Common Code: [                    ]

Ticker Symbol: [                    ]

## Admission to and Commencement of Trading

We will apply to list the Diebold common shares issued to Wincor Nixdorf shareholders on the NYSE. In connection with the business combination, we will also apply to list the Diebold common shares on the regulated market segment (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with a concurrent listing in the subsegment of the regulated market with additional post-admission obligations (Prime Standard), such that the Diebold common shares issued to Wincor Nixdorf shareholders will be fully fungible with the existing Diebold common shares, including with respect to dividend entitlements. It is a condition to the offer that the Diebold common shares will be approved for listing on the NYSE and on the Frankfurt Stock Exchange, subject to official notice of issuance.

Commencement of trading on the NYSE and on the Frankfurt Stock Exchange is expected to occur on the closing date.

Settlement Agent

Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany, is the settlement agent and exchange escrow agent in connection with the offer.

Use of Proceeds

Diebold will not receive any proceeds from the offer. Diebold expects the total costs that it will incur and pay in connection with the offer will be approximately \$[ ] million.

**Table of Contents**

**Parallel Acquisitions (see page [ ])**

Diebold reserves the right, to the extent legally permissible, to directly or indirectly acquire additional Wincor Nixdorf ordinary shares outside the exchange offer in the open market. See the section of this prospectus titled "The Offer - Parallel Acquisitions."

**Total Cost of the Issuance; Material Fees and Expenses (see page [ ])**

Diebold intends to fund the cash portion of the offer consideration and other expenses incurred in connection therewith from new credit facilities and senior unsecured notes. Diebold currently estimates that it will incur approximately \$[ ] million of legal, banking and other professional fees and costs related to the business combination, including the admission of the Diebold common shares to trading on the NYSE and on the Frankfurt Stock Exchange, of which approximately \$[ ] million will be payable regardless of whether the business combination is completed. Diebold will not charge any of these costs to Wincor Nixdorf shareholders who accept the offer.

Diebold has also entered into certain financing agreements to finance the business combination with, *inter alios*, J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC, JPMorgan Chase Bank, N.A. and Credit Suisse AG, Cayman Islands Branch. The parties to these agreements have a potential interest in the combination because the fees under these agreements, in whole or in part, depend on the success of the offer. In addition, Diebold has retained Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC to provide certain investment banking and related services in connection with the business combination. See the section of this prospectus titled "General Information - Potential Interests."

**Table of Contents**

**Structure of the Business Combination (see page [ ])**

Following the offer, Diebold intends to transfer the Wincor Nixdorf ordinary shares to Diebold Holding Germany Inc. & Co. KGaA, a German partnership limited by shares (*Kommanditgesellschaft auf Aktien*) and a wholly-owned subsidiary of Diebold. The following diagrams illustrate (1) the simplified current structure of Diebold and Wincor Nixdorf, (2) the simplified structure of Diebold and Wincor Nixdorf assuming that following the offer Diebold holds at least 75 percent of Wincor Nixdorf's voting share capital and Wincor Nixdorf and Diebold enter into a domination agreement, and (3) the simplified structure of Diebold and Wincor Nixdorf assuming that following the offer Diebold holds at least 95 percent of Wincor Nixdorf's issued share capital and effects a corporate squeeze-out pursuant to Sections 327a *et seq.* of the German Stock Corporation Act:

***Pre-Combination Structure; the Offer***

**Table of Contents**

***Potential Post-Combination Structures***

***Domination Agreement***

***Corporate Squeeze-Out***

**Diebold's Reasons for the Business Combination (see page [ ])**

At a meeting held on November 21, 2015, after due consideration and consultation with Diebold's management and legal and financial advisors, Diebold's board of directors unanimously approved the business combination agreement and the consummation of the exchange offer and the other transactions contemplated by the business combination agreement. In reaching its decision, Diebold's board of directors considered a number of factors in connection with its evaluation of the proposed transaction, including significant strategic opportunities and potential synergies, as generally supporting its decision to enter into the business combination agreement and proceed with the transactions contemplated thereby. See "The Business Combination Diebold's Reasons for the Business Combination" for a discussion of the factors considered by Diebold's board of directors.

**Wincor Nixdorf's Reasons for the Business Combination (see page [ ])**

On November 22, 2015 and November 23, 2015, the Wincor Nixdorf supervisory board and the Wincor Nixdorf management board, respectively, approved the business combination agreement and the transactions contemplated thereby. The Wincor Nixdorf management board considered a number of factors, including the interests of Wincor Nixdorf customers and employees, pertaining to the strategic rationale for the business combination as generally supporting its decision to enter into the business combination agreement. See the section of this prospectus titled "The Business Combination Wincor Nixdorf's Reasons for the Business Combination" for a discussion of the factors considered by the Wincor Nixdorf management board and supervisory board.

## **Table of Contents**

In considering the recommendation of the management board and the supervisory board of Wincor Nixdorf as set out under the section of this prospectus titled *The Business Combination Recommendation of the Wincor Nixdorf Supervisory Board and Management Board*, you should be aware that the members of Wincor Nixdorf's supervisory board and management board may have interests in the transactions contemplated by the business combination agreement that may be different from, or in addition to, the interests of Wincor Nixdorf's shareholders generally. These interests may create potential conflicts of interests. The supervisory board and the management board of Wincor Nixdorf were aware that such potential interests might exist. However, the decisions of the management board and the supervisory board to approve the business combination agreement and the transactions and covenants contemplated by the business combination agreement were solely guided by the best interest of Wincor Nixdorf, its shareholders, employees, and other stakeholders.

### **The Business Combination Agreement (see page [ ])**

*The terms and conditions of the business combination are contained in the business combination agreement, which is attached as Annex A to this prospectus and incorporated into this prospectus by reference. Diebold and Wincor Nixdorf urge you to read the full text of the business combination agreement because it is the legal document that governs the business combination.*

### ***Structure of the Combination***

Pursuant to the business combination agreement, Diebold will make the exchange offer for a consideration of a mix of cash and Diebold common shares to the shareholders of Wincor Nixdorf for all issued Wincor Nixdorf ordinary shares.

For a more detailed discussion of the structure of the combination of Diebold and Wincor Nixdorf and the exchange offer, see the section of this prospectus titled *The Business Combination The Business Combination Agreement Structure of the Combination*.

### ***Conditions to the Offer; Closing Failure and Revised Transaction***

Pursuant to the business combination agreement, Diebold's obligation to accept and exchange Wincor Nixdorf ordinary shares tendered in the exchange offer is subject to the satisfaction (or waiver by Diebold, to the extent waiver is permitted by applicable law) of certain conditions. For a more detailed discussion, see the section of this prospectus titled *The Business Combination The Business Combination Agreement Conditions to the Offer; Closing Failure and Revised Transaction*.

### ***Recommendations by the Wincor Nixdorf Boards***

#### ***Wincor Nixdorf's Support and Recommendation of the Exchange Offer***

Wincor Nixdorf's management board and supervisory board have, based on the information available to them on the date of the business combination agreement, taken the view that the business combination is in the best interest of Wincor Nixdorf, its stockholders, employees and other stakeholders. The shareholders of Wincor Nixdorf are, however, advised to consider carefully the potential German tax consequences of accepting the offer.

Without undue delay and within five business days following the commencement of the exchange offer, the management board and the supervisory board of Wincor Nixdorf will, separately or jointly, publish a reasoned statement pursuant to Section 27 para. 3 and Section 14 para. 3 of the German Takeover Act. In their reasoned

statement, the management board and the supervisory board of Wincor Nixdorf will confirm, in their opinion and subject to their review of the final exchange offer document, (i) that the offer consideration is fair and adequate,

## **Table of Contents**

(ii) their support for the exchange offer, (iii) their recommendation to the holders of Wincor Nixdorf shares to tender their Wincor Nixdorf shares in the exchange offer, and (iv) that members of the management board will either tender their Wincor Nixdorf shares into the exchange offer or sell their Wincor Nixdorf shares in compliance with applicable laws on the stock exchange or otherwise, at a price and at a time that is, at their sole discretion, reasonably satisfactory to them.

In addition, until the earlier of the termination of the business combination agreement and the consummation of the exchange offer (including the expiration of the tender right period pursuant to Section 39c of the German Takeover Act, if applicable), Wincor Nixdorf has agreed to support the exchange offer and the business combination in any and all publications and communications that relate to the business combination, including in:

the response statement under Rule 14e-2 of the Exchange Act, which Wincor Nixdorf shall publish no later than five business days following the publication of the offer document; and

all public statements, press conferences, interviews, (joint) roadshows, investor conferences and other opportunities to support the exchange offer, if and to the extent that these relate to the business combination.

### ***Conditions to Recommendations of Wincor Nixdorf***

The Wincor Nixdorf management board's and supervisory board's obligations to support and recommend the exchange offer in each of their reasoned statement will be subject to the following conditions:

no competing offer, or intention thereof, has been announced or launched by a third party that the management board and supervisory board have determined to be a superior proposal, as described below (provided that Wincor Nixdorf has informed Diebold without undue delay after such determinations have been made); and

no other circumstances exist that would cause or, as confirmed in writing by an external legal counsel of recognized standing, would be likely to cause the members of the management board and/or the supervisory board of Wincor Nixdorf to violate their duties under applicable law, including any obligations of the members of the management board and/or the supervisory board to observe their duty of care and fiduciary duty vis-à-vis Wincor Nixdorf, including their obligations under Sections 27 and 33 of the German Takeover Act and under Sections 79, 93 and 116 of the German Stock Corporation Act.

### ***Third-Party Acquisition Proposals***

#### ***Non-Solicitation***

Until the earlier of the termination of the business combination agreement and the consummation of the exchange offer, Wincor Nixdorf will, to the extent permitted by law and corporate authorization, refrain, and use reasonable efforts to cause its subsidiaries to refrain, from initiating any measures or steps that could jeopardize the success of the exchange offer, including the following:



actively asking for a competing offer that could jeopardize the success of the exchange offer;

actively asking for another transaction, proposal or approach that is economically or otherwise comparable to a competing offer that could jeopardize the success of the exchange offer; or

unless actively approached with a proposal that is reasonably likely to result in a superior offer or another transaction which is economically or otherwise comparable to a competing offer, entering into any communications, discussions, negotiations, correspondence or arrangements, or making any

## **Table of Contents**

confidential documents relating to Wincor Nixdorf or its subsidiaries or their businesses available with a view to soliciting a competing offer or any other transaction that, if implemented, could jeopardize the success of the exchange offer.

Wincor Nixdorf has agreed to inform Diebold as soon as reasonably practicable if it has been approached by a third party in relation to a situation which could reasonably be expected to end in a competing offer or other transactions that, if implemented, would jeopardize the success of the exchange offer.

### ***Term and Termination***

#### ***Term***

The business combination agreement has a fixed term of three years from November 23, 2015.

#### ***Termination Rights***

Prior to the expiration of the term of the business combination agreement or the consummation of the exchange offer, the business combination agreement may be terminated with immediate effect by either Diebold or Wincor Nixdorf if:

the exchange offer lapses or is not capable of being consummated by November 21, 2016 because of a closing failure, provided that the terminating party is not then in material breach of the business combination agreement relating to the closing condition that failed to be satisfied; or

the other party violates its material obligations under the business combination agreement and the violation was not cured within five business days (except with respect to the obligation to negotiate in good faith and enter into a revised transaction or pay the termination fee or with respect to all other claims for damages resulting from any breach of any obligation under the business combination agreement).

However, Wincor Nixdorf cannot exercise one of the above termination rights if it intends to terminate in order to accept a superior proposal.

In addition, prior to the expiration of the term of the business combination agreement or the consummation of the exchange offer, the business combination agreement may be terminated with immediate effect by Wincor Nixdorf if:

after signing the business combination agreement, Diebold does not promptly publish its decision to launch the exchange offer;

the approved exchange offer document has not been published by February 10, 2016;

the consideration offered in the exchange offer is lower than the amount in the business combination agreement, or the exchange offer is subject to additional closing conditions;

Diebold's disclosure of its strategy or intentions in the approved exchange offer document is different than the intentions set forth in the business combination agreement (unless such differences are due to requirements by the SEC or BaFin or do not materially adversely affect the interest of Wincor Nixdorf, its shareholders and/or other stakeholders); or

the management board and/or the supervisory board of Wincor Nixdorf no longer supports the exchange offer and they have informed Diebold that they intend to pursue a superior proposal, provided that Wincor Nixdorf has negotiated with Diebold in good faith before or after disclosing the superior proposal.

## **Table of Contents**

In addition, prior to the expiration of the term of the business combination agreement or the consummation of the exchange offer, the business combination agreement may be terminated with immediate effect by Diebold if:

the management board and/or the supervisory board of Wincor Nixdorf does not issue or withdraws its reasoned statement or amends the reasoned statement in a way that could jeopardize the success of the exchange offer; or

the SEC or BaFin requires a change to the registration statement or the draft exchange offer document, as applicable, and such change means that Diebold cannot publish the registration statement or the approved exchange offer document such that each of those documents is in compliance with the business combination agreement, and Diebold therefore does not publish the registration statement or the approved exchange offer document in compliance with the business combination agreement.

### ***Termination Fees***

If (i) the exchange offer is not consummated due to the failure to satisfy one or more of the regulatory condition, the registration statement and stock exchange listing condition, or the market material adverse change condition, (ii) Diebold and Wincor Nixdorf were unable to agree to a revised transaction and enter into a revised agreement following good-faith negotiations during a period of two months in compliance with the requirements of the business combination agreement, including, to the extent necessary, the consultation of a mediator and (iii) either party has terminated the business combination agreement due to the lapse of the exchange offer, with the exchange offer not being or not capable of being consummated by November 21, 2016 due to the failure to satisfy a closing condition or Wincor Nixdorf has terminated the business combination agreement pursuant to one of its unilateral termination rights described above (other than due to the intention of Wincor Nixdorf to pursue a superior offer), then Diebold must pay to Wincor Nixdorf without undue delay after the expiration of the two-month period for the negotiation of a revised transaction an amount equal to one of the fees below, provided that if more than one of the closing conditions described above failed to be satisfied, the termination fee payable will correspond to the first of those failures to occur:

20 million if there was a failure of the registration statement and stock exchange listing condition, unless the failure of the registration statement and stock exchange listing condition arose in connection with a change required by the SEC on the recommendation of the management board and the supervisory board of Wincor Nixdorf or on the section on Wincor Nixdorf's reasons for the transaction in this prospectus or was caused by Wincor Nixdorf, and, in the latter case, Diebold has requested in writing that Wincor Nixdorf cure the circumstances that caused the failure of the registration statement and stock exchange listing condition and granted sufficient time for Wincor Nixdorf to do so; Diebold's obligation in respect of the written request and cure period is only applicable, however, if (i) Diebold was aware or should have been aware that the failure of the registration statement and stock exchange listing condition was caused by Wincor Nixdorf and (ii) the prompt application of a cure measure would have resulted in the prevention of the failure of the registration statement and stock exchange listing condition; or

30 million if there was a failure of the market material adverse change condition; or

50 million if there was a failure of the regulatory condition on or before November 21, 2016.

***Governance and Management of the Combined Diebold and Wincor Nixdorf***

The business combination agreement provides that, subject to the organizational and governance rules under applicable laws and any applicable fiduciary duties, Diebold and Wincor Nixdorf will use their respective best efforts to make certain changes to the respective boards of Diebold and Wincor Nixdorf as promptly as

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**Table of Contents**

reasonably practicable after the consummation of the offer, as discussed in more detail in the section of this prospectus titled *The Business Combination The Business Combination Agreement Governance and Management of the Combined Diebold and Wincor Nixdorf*.

***Governing Law and Arbitration***

The parties have agreed that the business combination agreement will be governed by and construed in accordance with the laws of the Federal Republic of Germany. Any disputes arising from or in connection with the business combination agreement and its consummation will be subject to binding settlement by three arbitrators (Diebold and Wincor Nixdorf may each nominate one of the three arbitrators) in accordance with the arbitration rules of the German Institution of Arbitration without recourse to the courts of law. Exclusive legal venue of the arbitration will be Frankfurt am Main, Germany, and the language of the arbitration proceedings will be English.

**Appraisal Rights (see page [ ])**

An appraisal proceeding is not available in connection with the offer. However, subject to applicable law, appraisal rights may be available to Wincor Nixdorf shareholders with respect to a potential post-completion reorganization under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*). Under this Act, a court may be asked to determine the adequacy of the consideration or compensation paid to minority shareholders in certain corporate transactions including (1) the consolidation or merger of companies according to the provisions of the German Transformation Act (*Umwandlungsgesetz*); (2) the conclusion of a domination or profit and loss transfer agreement; and (3) the squeeze-out of minority shareholders pursuant to Sections 327a *et seq.* of the German Stock Corporation Act or Section 62(5) of the German Transformation Act. Appraisal rights will not be available in connection with a squeeze-out transaction pursuant to Sections 39a *et seq.* of the German Takeover Act. In each of cases (1), (2) and (3), the shareholder seeking the appraisal rights, as applicable, must comply with the requirements of German law. See the section of this prospectus titled *The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transaction*.

**Regulatory Approvals Related to the Business Combination (see page [ ])**

The offer is subject to review by the Federal Trade Commission, which we refer to as the FTC, and the Department of Justice, which we refer to as the DOJ. Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, or HSR Act, the offer may not be completed until certain information has been provided to the antitrust agencies and the applicable HSR Act waiting period has expired or been terminated.

The offer will also be subject to review by antitrust authorities in jurisdictions outside the United States. Under some of these jurisdictions, the offer and/or the business combination may not be consummated before a notification has been submitted to the relevant antitrust authority and/or certain consents, approvals, permits or authorizations have been obtained and/or the applicable waiting period has expired or has been terminated. Diebold intends to make all necessary notifications and filings in these jurisdictions as soon as practicable. See the section of this prospectus titled *Regulatory Approvals Related to the Business Combination*.

**Material Interests of Wincor Nixdorf's Supervisory Board and Management Board in the Business Combination (see page [ ])**

Shareholders of Wincor Nixdorf should be aware that the members of the Wincor Nixdorf management board and certain members of the Wincor Nixdorf supervisory board may have interests in the business combination that are different from, or in addition to, the interests of the Wincor Nixdorf shareholders. These interests may include, but are

not limited to, certain Wincor Nixdorf management board members continued

**Table of Contents**

employment with the combined company following the closing date, certain Wincor Nixdorf supervisory board members' continued positions on the Wincor Nixdorf supervisory board following the closing date, the indemnification of former Wincor Nixdorf management and supervisory board members and the treatment of stock options held by the Wincor Nixdorf management board and Wincor Nixdorf supervisory board members. These interests also include Diebold's agreement to appoint Dr. Alexander Dibelius, chairman of the supervisory board of Wincor Nixdorf, Dr. Dieter Düsedau, a member of the supervisory board of Wincor Nixdorf, and Mr. Eckard Heidloff, chief executive officer of Wincor Nixdorf, to the Diebold board of directors following the closing date, Mr. Heidloff as president of Diebold upon his joining the Diebold board of directors and three other Wincor Nixdorf management board members to a newly formed eight-person executive committee to be installed as promptly as practicable after the closing date. As of November 20, 2015, members of the Wincor Nixdorf management board and the Wincor Nixdorf supervisory board and their affiliates owned 209,791 Wincor Nixdorf ordinary shares in the aggregate, representing 0.63 percent of the issued Wincor Nixdorf ordinary shares.

**Financing of the Business Combination (see page [ ])**

On November 23, 2015, Diebold entered into (i) a \$500.0 million bridge credit agreement among, *inter alios*, J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC as joint lead arrangers and joint bookrunners, JPMorgan Chase Bank, N.A. as administrative agent and a lender, Credit Suisse AG, Cayman Island Branch, as syndication agent and a lender and Diebold as borrower, which agreement is referred to as the bridge credit agreement in this prospectus, and (ii) a \$1.84 billion credit agreement among, *inter alios*, J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC as joint lead arrangers and joint bookrunners, JPMorgan Chase Bank, N.A. as administrative agent and a lender, Credit Suisse AG, Cayman Island Branch as syndication agent and a lender and Diebold as borrower, which agreement is referred to as the bank credit agreement, and together with the bridge credit agreement, are referred to as the credit agreements, in this prospectus. Diebold may use up to \$175.0 million to finance shareholder loans to Wincor Nixdorf to secure any financing needs of Wincor Nixdorf following the consummation of the exchange offer.

For a more complete description of indebtedness incurred by Diebold to acquire the Wincor Nixdorf ordinary shares, which we refer to as the business combination financing, see the section of this prospectus titled "Material Agreements of Diebold - Financing of the Business Combination."

**Corporate Governance Structure of Diebold After the Business Combination (see page [ ])**

Immediately following the closing date, Diebold will increase the size of the board of directors to an overall number of 13 board members and appoint three Wincor Nixdorf representatives to the Diebold board of directors. As promptly as practicable after the closing date, Diebold will install an executive committee of eight members with equal representation of executives from Diebold and Wincor Nixdorf. In addition, Wincor Nixdorf has agreed to use reasonable best efforts to ensure that following the closing date three Diebold executives will be appointed to the Wincor Nixdorf supervisory board. The Wincor Nixdorf supervisory board will continue to consist of 12 members.

For a more detailed discussion of the corporate governance structure of Diebold after the business combination, see the section of this prospectus titled "Corporate Governance Structure of Diebold After the Business Combination."

**Comparison of Holders' Rights (see page [ ])**

The rights of Diebold shareholders are governed by the applicable laws of the State of Ohio, including Title XVII, Chapter 1701 of the Ohio Revised Code, or ORC, Diebold's amended and restated articles of incorporation, or articles of incorporation, and Diebold's amended and restated code of regulations, or code of





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**Table of Contents**

regulations, which are filed as exhibits to this prospectus. The rights of Wincor Nixdorf shareholders are governed by applicable German law, including the German Stock Corporation Act (*Aktiengesetz*), and Wincor Nixdorf's articles of association (*Satzung*). Upon consummation of the transactions contemplated by the offer, Diebold shareholders and Wincor Nixdorf shareholders who validly tender their shares in the offer and do not properly withdraw such tendered shares will be Diebold shareholders, and accordingly, their rights will be governed by Diebold's articles of incorporation, Diebold's code of regulations, and the laws of the State of Ohio. For a more detailed discussion, see the section of this prospectus titled "Comparison of Holders' Rights." Material differences in the rights of Wincor Nixdorf shareholders prior to the business combination and the rights of Diebold shareholders after the business combination will include, among others, the following:

Diebold has authorized, but not issued, a class of preferred shares that, if issued, will have priority over the Diebold common shares in the payment of dividends and in the event of a liquidation;

Diebold shareholders will be represented by a single board of directors, not by a management board (*Vorstand*) and a supervisory board (*Aufsichtsrat*). The members of the Diebold board of directors will be elected annually by plurality vote of the shareholders. In addition, upon proper notice, the holders of Diebold common shares are entitled to cumulative voting rights (if invoked) in the election of directors. Directors will be removable, with or without cause, by the holders of a majority of the voting power of the shares then entitled to vote at an election of directors;

a Diebold shareholder may propose and have business conducted at an annual meeting by providing a proposal solicitation notice, a proxy statement and form of proxy to shareholders holding at least the percentage of shares required to approve the proposed business. Under the German Stock Corporation Act (*Aktiengesetz*), by contrast, one or more shareholders holding shares representing an aggregate of at least 5 percent of the issued share capital of Wincor Nixdorf are entitled to request a meeting of shareholders to be called and propose business to be considered at that meeting;

approval of certain extraordinary actions, including any merger, consolidation or sale of substantially all of the assets of a corporation, will require at least two-thirds of the voting power of Diebold in order to be effective. Certain resolutions of fundamental importance for Wincor Nixdorf, including certain reorganization measures, entering into a domination and/or profit and loss transfer agreement, and certain significant asset disposals, require a majority of at least 75 percent of the votes cast and/or the share capital represented in the meeting of shareholders of Wincor Nixdorf;

Diebold's code of regulations may be adopted, amended or repealed (i) by the directors to the extent permitted by law, or (ii) by the vote of the holders of a majority of the power of the corporation at any annual meeting of shareholders or at any special meeting called for that purpose. Under the ORC, Diebold shareholders may adopt an amendment to the articles of incorporation by the affirmative vote of the holders of shares entitling them to exercise two-thirds of the voting power on the proposal, whereas the meeting of shareholders of Wincor Nixdorf may amend Wincor Nixdorf's articles of association (*Satzung*) with a majority of 75 percent of the share capital present at the meeting. Wincor Nixdorf's supervisory board is only authorized to adopt purely formal amendments to the articles of association; and

Diebold shareholders have no preemptive rights to purchase or have offered to them for purchase any shares or other securities of Diebold. A Wincor Nixdorf shareholder, by contrast, has certain preemptive rights pursuant to the German Stock Corporation Act. A Wincor Nixdorf shareholder has a preferential right to subscribe for issues of new shares in proportion to the number of shares such shareholder holds in Wincor Nixdorf's existing share capital (*Bezugsrechte*). The German Stock Corporation Act allows corporations to exclude this right in limited circumstances and only if provided in the same shareholder resolution that authorizes the accompanying offering. A majority of at least 75 percent of the share capital represented at the meeting must authorize the exclusion of this right.

For a more complete discussion, see the section of this prospectus titled "Comparison of Holders' Rights."

**Table of Contents****Material Tax Considerations of the Business Combination (see page [ ])*****Material United States Income Tax Considerations***

The exchange of Wincor Nixdorf ordinary shares for Diebold common shares and cash pursuant to the exchange offer will be a taxable transaction for United States federal income tax purposes. U.S. holders (as defined in the section of this prospectus titled **Material Tax Considerations of the Business Combination Material United States Federal Income Tax Considerations**) of Wincor Nixdorf ordinary shares generally will recognize gain or loss equal to the difference, if any, between (a) the fair market value of any Diebold common shares received in exchange for such Wincor Nixdorf ordinary shares, determined in U.S. dollars, plus the U.S. dollar value of any cash received in exchange for such Wincor Nixdorf ordinary shares and (b) such U.S. holder's adjusted tax basis in the Wincor Nixdorf ordinary shares. Any gain or loss recognized upon the exchange generally will be treated as capital gain or loss.

A non-U.S. holder (as defined in the section of this prospectus titled **Material Tax Considerations of the Business Combination Material United States Federal Income Tax Considerations**) will generally not be subject to United States federal income tax on gain recognized on exchange of Wincor Nixdorf ordinary shares pursuant to the exchange offer unless the gain is effectively connected with the non-U.S. holder's conduct of a trade or business in the United States or the non-U.S. holder is an individual present in the United States for 183 or more days in the taxable year of the exchange, and certain other requirements are met.

As described under the section of this prospectus titled **Material Tax Considerations of the Business Combination Material United States Federal Income Tax Considerations**, in certain cases, Diebold may be required to withhold United States taxes at source. Therefore, Diebold assumes responsibility for the withholding of United States taxes on distributions and other withholdable payments, in accordance with statutory provisions.

**The foregoing is a brief summary of United States federal income tax consequences only and is qualified by the description of United States federal income tax considerations in the section of this prospectus titled **Material Tax Considerations of the Business Combination Material United States Federal Income Tax Considerations**. Tax matters are very complicated, and the tax consequences of the exchange offer to a particular holder will depend in part on such holder's circumstances. Accordingly, holders of Wincor Nixdorf ordinary shares are urged to consult their own tax advisors for a full understanding of the tax consequences of the exchange offer to them, including the applicability of United States federal, state, local and foreign income and other tax laws.**

***Material German Tax Considerations***

Wincor Nixdorf shareholders may be taxed in Germany, amongst other jurisdictions, in connection with the exchange of Wincor Nixdorf ordinary shares for Diebold common shares (see **Material Tax Considerations of the Business Combination Material German Tax Considerations Taxation of Wincor Nixdorf Shareholders in Connection with the Exchange Offer**). Wincor Nixdorf shareholders who are presently also holders of Diebold common shares or, following the consummation of the exchange offer, will become holders of Diebold common shares, may be taxed in connection with the receipt of dividend income from Diebold (see **Material Tax Considerations of the Business Combination Material German Tax Considerations Taxation of Diebold Shareholders Tax-Resident in Germany Taxation of Dividend Income on Diebold Common Shares**) and the transfer of Diebold common shares (see **Material Tax Considerations of the Business Combination Material German Tax Considerations Taxation of Diebold Shareholders Tax-Resident in Germany Taxation of Capital Gains on the Disposal of Diebold Common Shares** and **Material Tax Considerations of the Business Combination Material German Tax Considerations Taxation of Diebold Shareholders Tax-Resident in Germany Inheritance and Gift Tax**). Value added tax, or VAT, may also be due in certain circumstances (see **Material Tax Considerations of the Business Combination Material German Tax**

Considerations Other Taxes ).

-26-

## **Table of Contents**

Notwithstanding the description of certain aspects of taxation in Germany in the section of this prospectus titled **Material Tax Considerations of the Business Combination**, shareholders may be liable to tax in other jurisdictions. In particular, shareholders with tax residency in Germany may be subject to an unlimited or limited tax liability in other jurisdictions, and shareholders that are subject to a limited tax liability in Germany may be liable to tax in the jurisdiction in which they are resident.

For a more complete description of certain tax consequences of the business combination, see the section of this prospectus titled **Material Tax Considerations of the Business Combination**.

**This summary is not intended to be a replacement for, nor should it be considered as, legal or tax advice. Shareholders of Wincor Nixdorf and/or Diebold are therefore strongly advised to consult their tax advisors regarding the tax consequences related to participation in the offer and the holding and disposal of Diebold common shares. The specific tax situation of each shareholder can only be adequately addressed by individual tax advice.**

### **Summary of Risk Factors (see page [ ])**

There are significant risks relating to Diebold's market environment, risks relating to the business combination and offer, risks relating to each of Diebold's and Wincor Nixdorf's businesses, risks relating to Diebold's business combination financing, risks relating to Diebold's business following the business combination, and regulatory and legal risks, among others. You should carefully consider these risks discussed elsewhere in this prospectus and in Diebold's quarterly reports on Form 10-Q and annual reports on Form 10-K filed with the SEC, which are incorporated by reference herein (see **General Information Where You Can Find More Information; Documents Available for Inspection** ), prior to participating in the offer.

Wincor Nixdorf shareholders who decide to participate in the offer should be aware that:

because the market prices of Diebold common shares will fluctuate, you cannot be sure of the value of the Diebold common shares you may receive in the offer;

the offer is subject to a variety of conditions that we cannot control;

Diebold must obtain governmental and regulatory approvals to consummate the offer, which, if delayed or not granted, may delay or jeopardize the offer and the business combination;

a combined Diebold and Wincor Nixdorf may fail to realize the anticipated strategic and financial benefits sought from the business combination;

Diebold may be unable to integrate Wincor Nixdorf successfully;

if, following the consummation of the offer, some Wincor Nixdorf ordinary shares remain outstanding, then the liquidity and market value of those shares could be materially adversely affected;

Diebold will incur a substantial amount of indebtedness to acquire the Wincor Nixdorf ordinary shares pursuant to the offer and may incur indebtedness in connection with certain transactions following the offer (e.g. a potential squeeze-out transaction) and, as a result, will be highly leveraged. Its failure to meet its debt service obligations could have a material adverse effect on its business, financial condition and results of operations;

all of Diebold's debt obligations, and any future indebtedness it may incur, will have priority over Diebold's common shares with respect to payment in the event of a liquidation, dissolution or winding up;

Wincor Nixdorf shareholders and Diebold shareholders will have a reduced ownership and voting interest after the business combination and will exercise less influence over management;

**Table of Contents**

the market price for Diebold common shares will be affected by factors different from those that historically have affected Wincor Nixdorf ordinary shares;

the rights and responsibilities of the shareholders of Diebold will be governed by Ohio law and Diebold's articles of incorporation and code of regulations, which will differ in some material respects from the rights and responsibilities of shareholders under German law and the current organizational documents of Wincor Nixdorf;

the business, financial condition and results of operations of the combined company may be negatively affected by the uncertainties of global economic, credit and political conditions as well as its ability to anticipate and respond to changing industry trends and needs and preferences of its customers;

competition in the industries that Diebold and Wincor Nixdorf target is intense, and any failure to compete effectively would have an adverse effect on the combined company's business; and

any failure to retain major existing customers or to obtain new customers on favorable terms could adversely affect the combined company's results of operations and financial condition.

In addition to the above risks, in deciding whether to tender your Wincor Nixdorf ordinary shares for exchange pursuant to the offer, you should read and consider all of the risk factors discussed or referenced in the section of this prospectus titled "Risk Factors."



**Table of Contents****SUMMARY SELECTED CONSOLIDATED FINANCIAL INFORMATION OF DIEBOLD**

The following table sets forth summary selected historical consolidated financial information for Diebold as of the end of and for the periods indicated. The statements of operations information for each of the years ended December 31, 2014, 2013 and 2012, and the balance sheet information as of December 31, 2014 and 2013, are derived from Diebold's audited financial statements for such years, which are incorporated by reference from Diebold's current report on Form 8-K (Items 8.01 and 9.01) dated November 23, 2015 as filed with the SEC on November 23, 2015. The balance sheet information as of December 31, 2012 is derived from Diebold's audited financial statements for such year, which are not incorporated by reference. The summary financial information of Diebold as of and for the nine months ended September 30, 2015 and for the nine months ended September 30, 2014 is derived from Diebold's unaudited consolidated financial statements for such periods, which are incorporated by reference from Diebold's quarterly report on Form 10-Q for the quarterly period ended September 30, 2015 as filed with the SEC on October 29, 2015. The summary financial information of Diebold as of September 30, 2014 is derived from Diebold's unaudited consolidated financial statements, which are not incorporated by reference herein. The operating results for the nine months ended September 30, 2015 are not necessarily indicative of the results of operations for the remainder of the fiscal year or any future period. The information set forth below is a summary that should be read together with the condensed consolidated financial statements and the consolidated financial statements of Diebold and the related notes thereto, as well as the section of this prospectus titled "Management's Discussion and Analysis of Financial Condition and Results of Operations of Diebold." The following summary selected historical consolidated financial information is qualified in its entirety by reference to such documents and all of the financial information and notes contained in those documents. See the section of this prospectus titled "General Information Where You Can Find More Information; Documents Available for Inspection" for instructions on how to obtain these documents.

	<b>(Unaudited)</b>				
	<b>Nine Months</b>				
	<b>Ended</b>		<b>Year Ended</b>		
	<b>September 30,</b>		<b>December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
	<b>(in millions, except per share data)</b>				
<b>Results of operations</b>					
Net sales	\$ 2,069.8	\$ 2,189.8	\$ 3,051.1	\$ 2,857.5	\$ 2,991.7
Cost of sales	1,539.7	1,638.3	2,271.7	2,217.1	2,262.1
Gross profit	\$ 530.1	\$ 551.5	\$ 779.4	\$ 640.4	\$ 729.6
<b>Amounts attributable to Diebold, Incorporated</b>					
Income (loss) from continuing operations, net of tax	\$ 41.1	\$ 84.5	\$ 114.4	\$ (181.6)	\$ 76.7
Loss from discontinued operations, net of tax					(3.1)
Net income (loss) attributable to Diebold, Incorporated	\$ 41.1	\$ 84.5	\$ 114.4	\$ (181.6)	\$ 73.6
<b>Basic earnings (loss) per common share</b>					
Income (loss) from continuing operations, net of tax	\$ 0.63	\$ 1.31	\$ 1.77	\$ (2.85)	\$ 1.22
Loss from discontinued operations, net of tax					(0.05)

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Net income (loss) attributable to Diebold, Incorporated	\$	0.63	\$	1.31	\$	1.77	\$	(2.85)	\$	1.17
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**Diluted earnings (loss) per common share**

Income (loss) from continuing operations, net of tax	\$	0.63	\$	1.30	\$	1.76	\$	(2.85)	\$	1.20
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Loss from discontinued operations, net of tax										(0.05)
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Net income (loss) attributable to Diebold, Incorporated	\$	0.63	\$	1.30	\$	1.76	\$	(2.85)	\$	1.15
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**Number of weighted-average shares outstanding**

Basic shares		64.9		64.5		64.5		63.7		63.1
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Diluted shares		65.5		65.1		65.2		63.7		63.9
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**Table of Contents**

	(Unaudited) Nine Months Ended September 30,		Year Ended December 31,		
	2015	2014	2014	2013	2012
	(in millions, except per share data)				
<b>Dividends</b>					
Common dividends paid	\$ 56.5	\$ 56.2	\$ 74.9	\$ 74.0	\$ 72.8
Common dividends paid per share	\$ 0.8625	\$ 0.8625	\$ 1.15	\$ 1.15	\$ 1.14
<b>Consolidated balance sheet data (as of period end)</b>					
Current assets	\$ 1,608.2	\$ 1,787.7	\$ 1,655.6	\$ 1,555.4	\$ 1,814.9
Current liabilities	\$ 966.5	\$ 1,077.4	\$ 1,027.7	\$ 893.7	\$ 857.3
Net working capital	\$ 641.7	\$ 710.3	\$ 627.9	\$ 661.7	\$ 957.6
Property, plant and equipment, net	\$ 177.0	\$ 161.6	\$ 169.5	\$ 160.9	\$ 184.3
Long-term debt	\$ 618.3	\$ 555.0	\$ 479.8	\$ 480.2	\$ 617.5
Total long-term liabilities	\$ 882.1	\$ 739.7	\$ 759.5	\$ 668.9	\$ 908.8
Total assets	\$ 2,275.1	\$ 2,458.4	\$ 2,342.1	\$ 2,183.5	\$ 2,593.0
Total equity	\$ 426.5	\$ 641.3	\$ 554.9	\$ 620.8	\$ 826.8

**Table of Contents****SUMMARY SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF WINCOR NIXDORF**

The following selected consolidated financial data have been derived from Wincor Nixdorf's consolidated financial statements which have been prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB. The audited consolidated financial statements for the fiscal years ended September 30, 2014, 2013 and 2012 and the unaudited interim financial statements for the nine months ended June 30, 2015 and 2014 are included elsewhere in this prospectus. You should read the following selected consolidated financial data in conjunction with Wincor Nixdorf's consolidated financial statements and the information included in the section of this prospectus titled "Management's Discussion and Analysis of Financial Condition and Results of Operations of Wincor Nixdorf."

	(Unaudited) Nine Months Ended		Fiscal Year Ended September 30,		
	June 30, 2015	2014	2014	2013	2012
<b>(in thousands, except per share data)</b>					
<b>Consolidated statements of income data:</b>					
Net sales	1,768,072	1,802,731	2,469,418	2,465,004	2,342,996
Cost of sales	(1,421,641)	(1,405,552)	(1,925,675)	(1,922,312)	(1,852,642)
Gross profit	346,431	397,179	543,743	542,692	490,354
Net profit on operating activities	39,792	91,628	154,962	131,531	101,100
Profit for the period	24,749	60,469	104,100	87,849	62,665
Profit attributable to non-controlling interests	1,105	2,027	3,215	721	64
Profit attributable to equity holders of Wincor Nixdorf AG	23,644	58,442	100,885	87,128	62,601
Shares for calculation of basic earnings per share	29,816	29,790	29,796	29,776	29,776
Shares for calculation of diluted earnings per share	29,816	29,790	29,796	29,776	29,776
Basic earnings per share	0.79	1.96	3.39	2.93	2.10
Diluted earnings per share	0.79	1.96	3.39	2.93	2.10

	(Unaudited) As of June 30,		As of September 30,		
	2015	2014	2014	2013	2012
<b>(in thousands)</b>					
<b>Consolidated balance sheet data:</b>					
Cash and cash equivalents	46,557	46,912	43,584	43,174	38,414

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Current assets	937,763	880,700	979,641	853,302	840,072
Total assets	1,499,516	1,433,441	1,539,940	1,405,954	1,403,523
Subscribed capital	33,085	33,085	33,085	33,085	33,085
Equity (incl. non-controlling interests)	418,201	396,669	426,809	382,861	329,227
Current liabilities	876,537	800,986	887,345	804,971	821,485
Total equity and liabilities	1,499,516	1,433,441	1,539,940	1,405,954	1,403,523

-31-

**Table of Contents**

	Nine Months Ended June 30,		Year Ended September 30,		
	2015	2014	2014	2013	2012
<b>Other data (Unaudited):</b>					
Dividends declared and payable per share	n/a	n/a	1.75	1.48	1.05
Dividends declared and payable per share	n/a	n/a	\$ 2.36 <sup>(1)</sup>	\$ 1.95 <sup>(1)</sup>	\$ 1.37 <sup>(1)</sup>

(1) Calculated based on the average U.S. dollar exchange rate as published in Wincor Nixdorf's financial statements.

**Table of Contents****COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE INFORMATION**

The following table summarizes unaudited per share information for Diebold and Wincor Nixdorf on a historical basis and unaudited pro forma combined basis for Diebold and Wincor Nixdorf reflecting the proposed business combination and related transactions and adjustments. The following information should be read in conjunction with the audited consolidated financial statements and accompanying notes of Diebold and Wincor Nixdorf, and the unaudited pro forma condensed combined financial statements beginning on page [ ]. The pro forma information is presented for illustrative purposes only and is not necessarily indicative of what the operating results or financial position would have been if the offer had been completed as of the beginning of the period presented, nor is it necessarily indicative of the future operating results or financial position of the combined companies. The historical earnings per share, dividends per share and book value per share of Diebold and Wincor Nixdorf shown in the table below are derived from their audited consolidated financial statements as of and for the fiscal years ended December 31, 2014 and September 30, 2014, respectively, and unaudited consolidated financial statements as of and for the nine months ended September 30, 2015 and June 30, 2015, respectively. The historical book value per share is computed by dividing total shareholders' equity by the number of common shares outstanding at the end of the period, excluding any shares held in treasury. The unaudited pro forma combined earnings per share from continuing operations is computed by dividing the pro forma earnings from continuing operations available to holders of common shares by the pro forma weighted-average number of shares outstanding. The unaudited pro forma combined book value per share is computed by dividing total pro forma shareholders' equity by the pro forma number of common shares outstanding at the end of the period. Pro forma per share information is presented as if the proposed business combination and related transactions and adjustments occurred as of the date of the historical financial statements.

	<b>As of or for the Nine Months Ended September 30, 2015 for Diebold and June 30, 2015 for Wincor Nixdorf</b>	<b>As of or for the Fiscal Year Ended December 31, 2014 for Diebold and September 30, 2014 for Wincor Nixdorf</b>
<b>Diebold Historical</b>		
Historical per Diebold common share:		
Diluted earnings per share from continuing operations	\$ 0.63	\$ 1.76
Cash dividends declared per share	\$ 0.8625	\$ 1.15
Book value per share	\$ 6.18	\$ 8.59
<b>Wincor Nixdorf Historical<sup>1)</sup></b>		
Historical per Wincor Nixdorf ordinary share:		
Diluted earnings per share from continuing operations	\$ 0.91	\$ 4.59
Cash dividends declared per share	n/a	\$ 2.36
Book value per share	\$ 15.51	\$ 17.92
<b>Unaudited Pro Forma Combined</b>		
Diluted earnings per share from continuing operations	\$ (0.57)	\$ 0.82
Cash dividends declared per share	\$ 0.8625	\$ 1.15
Book value per share <sup>(2)</sup>	\$ 14.97	\$

- (1) Converted from one euro at an average rate of \$1.3527 for the year ended September 30, 2014, and at an average rate of \$1.1570 for the nine months ended June 30, 2015. Book value per share converted from one euro at a spot rate of \$1.1154 and \$1.2628 for June 30, 2015 and September 30, 2014, respectively.
- (2) Pro forma book value per share is only calculated for the September 30, 2015 combination date.



**Table of Contents****COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION**

Diebold common shares trade on the NYSE, under the symbol DBD, and Wincor Nixdorf ordinary shares trade on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), under the symbol WIN. The table below sets forth, for the periods indicated, the high and low closing prices per share reported on the NYSE and on the Frankfurt Stock Exchange, as applicable.

	Diebold Common Shares		Wincor Nixdorf Ordinary Shares	
	High	Low	High	Low
<b>2015</b>				
November (through November 20, 2015)	\$ 37.63	\$ 35.54	47.70	43.34
October	\$ 37.47	\$ 30.20	46.55	33.40
September	\$ 31.92	\$ 29.36	37.75	33.63
August	\$ 35.71	\$ 30.05	39.81	32.92
July	\$ 35.13	\$ 32.97	39.46	35.75
June	\$ 37.83	\$ 34.35	37.57	33.50
May	\$ 34.95	\$ 33.43	35.47	33.07
Fourth Quarter (through November 20, 2015)	\$ 37.63	\$ 30.20	47.70	33.40
Third Quarter	\$ 35.71	\$ 29.36	39.81	32.92
Second Quarter	\$ 37.83	\$ 33.43	46.42	32.89
First Quarter	\$ 36.34	\$ 31.05	46.52	37.85
<b>2014</b>	\$ 40.61	\$ 32.35	58.10	33.62
Fourth Quarter	\$ 37.89	\$ 32.82	40.25	33.62
Third Quarter	\$ 40.26	\$ 35.32	43.52	37.88
Second Quarter	\$ 40.61	\$ 36.45	53.20	41.56
First Quarter	\$ 40.31	\$ 32.35	58.10	50.27
<b>2013</b>	\$ 35.10	\$ 27.61	51.21	35.95
Fourth Quarter	\$ 34.13	\$ 29.01	51.21	45.00
Third Quarter	\$ 35.10	\$ 28.08	51.00	41.18
Second Quarter	\$ 33.69	\$ 28.58	44.61	36.05
First Quarter	\$ 33.12	\$ 27.61	40.44	35.95
<b>2012</b>	\$ 40.68	\$ 28.26	41.59	26.45
<b>2011</b>	\$ 36.94	\$ 24.76	62.87	30.91
<b>2010</b>	\$ 34.87	\$ 25.94	61.26	43.49

**Table of Contents**

The table below sets forth, for the periods indicated, the dividends declared on Diebold common shares and on Wincor Nixdorf ordinary shares.

	<b>Diebold Common Shares Dividend</b>	<b>Wincor Nixdorf Ordinary Shares Dividend</b>
<b>2015</b>		
Fourth Quarter	\$ 0.2875 <sup>(1)</sup>	
Third Quarter	\$ 0.2875	
Second Quarter	\$ 0.2875	
First Quarter	\$ 0.2875	1.75
<b>2014</b>		
Fourth Quarter	\$ 0.2875	
Third Quarter	\$ 0.2875	
Second Quarter	\$ 0.2875	
First Quarter	\$ 0.2875	1.48
<b>2013</b>		
Fourth Quarter	\$ 0.2875	
Third Quarter	\$ 0.2875	
Second Quarter	\$ 0.2875	
First Quarter	\$ 0.2875	1.05

(1) On October 14, 2015, Diebold declared a cash dividend for the fourth quarter of 2015 of \$0.2875. The dividend is payable on December 11, 2015 to shareholders of record of Diebold at the close of business on November 20, 2015.

The following table presents trading information for Diebold common shares on the NYSE and Wincor Nixdorf ordinary shares on the Frankfurt Stock Exchange on (1) October 16, 2015, the last trading day before Diebold and Wincor Nixdorf publicly announced that they had entered into a non-binding term sheet agreement regarding the key parameters of a potential strategic business combination, and (2) November 20, 2015, the last trading day before the date of public announcement of the execution of the business combination agreement, and (3) [ ], 2016, the latest practicable trading date before the date of this prospectus.

	<b>Diebold Common Shares</b>			<b>Wincor Nixdorf Ordinary Shares</b>		
	<b>High</b>	<b>Low</b>	<b>Close</b>	<b>High</b>	<b>Low</b>	<b>Close</b>
October 16, 2015	\$ 33.71	\$ 32.45	\$ 33.55	40.30	38.82	39.40
November 20, 2015	\$ 37.88	\$ 35.96	\$ 37.65	47.80	45.76	47.70
[ ], 2016	\$	\$	\$			

**The value of the Diebold common shares that form a part of the offer consideration will change as the market price of Diebold common shares fluctuates during the pendency of the offer, and therefore will likely be different from the prices set forth above at the time you receive your Diebold common shares. See the section in this prospectus titled Risk Factors. Shareholders are encouraged to obtain current market quotations for**

**Diebold common shares and Wincor Nixdorf ordinary shares prior to making any decision with respect to the offer.**

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**Table of Contents**

**RISK FACTORS**

*Wincor Nixdorf shareholders should read carefully this prospectus and all other documents to which this prospectus refers. Wincor Nixdorf shareholders should read and consider all of the risk factors set forth below, including those specific to Diebold's business that will affect Diebold following the business combination. These risk factors should be considered in connection with evaluating the forward-looking statements contained in the section of this prospectus titled "Forward-looking Statements" because they could cause actual results to differ materially from those expressed in any forward-looking statement. If any of the risks described below actually occur, the respective businesses, financial results, financial conditions, operating results or share prices of Diebold or Wincor Nixdorf could be materially adversely affected. Wincor Nixdorf shareholders should also carefully consider the following factors:*

**Risks Relating to Diebold's Market Environment**

***Demand for and supply of our services and products may be adversely affected by numerous factors, some of which we cannot predict or control. This could adversely affect our operating results.***

Numerous factors may affect the demand for and supply of our services and products, including:

changes in the market acceptance of our services and products;

customer and competitor consolidation;

changes in customer preferences;

declines in general economic conditions;

changes in environmental regulations that would limit our ability to service and sell products in specific markets;

macro-economic factors affecting banks, credit unions and other financial institutions may lead to cost-cutting efforts by customers, which could cause us to lose current or potential customers or achieve less revenue per customer; and

availability of purchased products.

If any of these factors occur, the demand for and supply of our services and products could suffer, which could adversely affect our results of operations.

***Increased energy and raw material costs could reduce our income.***

Energy prices, particularly petroleum prices, are cost drivers for our business. In recent years, the price of petroleum has been highly volatile, particularly due to the unstable political conditions in the Middle East and increasing international demand from emerging markets. Price increases in fuel and electricity costs, such as those increases that may occur from climate change legislation or other environmental mandates, may continue to increase our cost of operations. Any increase in the costs of energy would also increase our transportation costs.

The primary raw materials in our financial self-service, or FSS, security, election and lottery systems product solutions are steel, plastics, and electronic parts and components. The majority of our raw materials are purchased from various local, regional and global suppliers pursuant to supply contracts. However, the price of these materials can fluctuate under these contracts in tandem with the pricing of raw materials.

Although we attempt to pass on higher energy and raw material costs to our customers, it is often not possible given the competitive markets in which we operate.

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**Table of Contents**

*Our business may be affected by general economic conditions, cyclical and uncertainty and could be adversely affected during economic downturns.*

Demand for our services and products is affected by general economic conditions and the business conditions of the industries in which we sell our services and products. The business of most of our customers, particularly our financial institution customers, is, to varying degrees, cyclical and has historically experienced periodic downturns. Under difficult economic conditions, customers may seek to reduce discretionary spending by forgoing purchases of our services and products. This risk is magnified for capital goods purchases such as automated teller machines, or ATMs, and physical security products. In addition, downturns in our customers' industries, even during periods of strong general economic conditions, could adversely affect the demand for our services and products, and our sales and operating results.

In particular, continuing economic difficulties in the global markets have led to an economic recession in many of the markets in which we operate. As a result of these difficulties and other factors, including new or increased regulatory burdens, financial institutions have failed and may continue to fail, resulting in a loss of current or potential customers, or deferred or canceled orders, including orders previously placed. Any customer deferrals or cancellations could materially affect our sales and operating results.

Additionally, the unstable political conditions in the Middle East or the sovereign debt concerns of certain countries could lead to further financial, economic and political instability, and this could lead to an additional deterioration in general economic conditions.

**Risks Relating to the Business Combination; the Offer**

*Because the market prices of Diebold common shares will fluctuate, Wincor Nixdorf shareholders cannot be sure of the value of the Diebold common shares they may receive in the offer. Participation in the offer may constitute a taxable event for Wincor Nixdorf shareholders.*

Upon consummation of the offer on the closing date, each Wincor Nixdorf ordinary share tendered and accepted for exchange by Diebold pursuant to the offer will be converted into the right to receive the offer consideration. The offer consideration will include a stock component of 0.434 Diebold common shares for each Wincor Nixdorf ordinary share. Accordingly, because the number of Diebold common shares being offered as consideration will not vary, and despite the fact that the offer is subject to a no market material adverse change condition, the offer may be completed even if the market price of Diebold common shares and Wincor Nixdorf ordinary shares at the time you tender your Wincor Nixdorf ordinary shares varies significantly from their market price on the date of the business combination agreement. Share price changes may result from a variety of factors that are beyond our control, including general market and economic conditions, changes in business prospects, catastrophic events, both natural and man-made, and regulatory considerations. In addition, the ongoing businesses of Diebold and Wincor Nixdorf may be adversely affected by actions taken by Diebold or Wincor Nixdorf in connection with the offer, including payment by the companies of certain costs relating to the offer, including certain legal, accounting, financing, and financial and other advisory fees.

Because the offer will not be completed until certain conditions have been satisfied or, where permissible, waived (see the section of this prospectus titled "The Offer Conditions to the Offer"), a period of time, which may be significant, may pass between the commencement of the offer and the time that Diebold accepts Wincor Nixdorf ordinary shares for exchange. Therefore, at the time when you tender your Wincor Nixdorf ordinary shares pursuant to the offer, you will not know the exact market value of the Diebold common shares that you may receive at the closing date if Diebold accepts such Wincor Nixdorf ordinary shares for exchange. Tendered Wincor Nixdorf ordinary shares may be

withdrawn at any time prior to the expiration date of the offer. There will be no withdrawal rights during any additional acceptance period. See the section of this prospectus titled "The Offer - Withdrawal Rights."

In addition, participation in the exchange offer may constitute a taxable event for tendering Wincor Nixdorf shareholders in the jurisdictions in which they are tax residents. Therefore, shareholders of Wincor Nixdorf are

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**Table of Contents**

advised to take into account the structure of the mixed consideration consisting of cash and shares and their individual tax position when evaluating the attractiveness of the exchange offer. For a summary of certain material tax considerations in connection with the offer for Wincor Nixdorf shareholders that are subject to limited or unlimited tax liability in Germany, see the section of this prospectus titled **Material Tax Considerations of the Business Combination** **Material German Tax Considerations** **Taxation of Wincor Nixdorf Shareholders in Connection with the Exchange Offer**.

Wincor Nixdorf shareholders are urged to obtain current market quotations for Wincor Nixdorf ordinary shares and Diebold common shares and to consult with their tax advisors when they consider whether to tender their Wincor Nixdorf ordinary shares pursuant to the offer. See the section of this prospectus titled **Comparative Per Share Market Price and Dividend Information** for the historical high and low closing prices of Diebold common shares and Wincor Nixdorf ordinary shares, as well as cash dividends per share for each quarter of the period from the first quarter of 2013 through November 20 of the fourth quarter of 2015 and the section of this prospectus titled **Material Tax Considerations of the Business Combination** for information on certain material U.S. and German federal income tax considerations related to participation in the offer.

***The offer is subject to conditions that we cannot control and the business combination agreement may be terminated in accordance with its terms and the business combination may not be completed.***

The offer is subject to conditions that we cannot control, including the minimum tender condition, the regulatory condition, the no market material adverse change condition, and the no Wincor Nixdorf material adverse change condition. No assurance can be given that all of the conditions to the offer will be satisfied or, if they are, as to the timing of such satisfaction. If the conditions to the offer are not satisfied, then, Diebold may allow the offer to expire, or could amend or extend the offer under the circumstances discussed in the sections of this prospectus titled **The Offer Timetable** and **The Offer Conditions to the Offer**. If the offer is not completed due to certain circumstances specified in the business combination agreement, Diebold may be required to pay Wincor Nixdorf a termination fee of up to \$50.0 million, depending on the circumstances.

In addition, the business combination agreement may be terminated by either party under certain circumstances, including if Wincor Nixdorf's management and/or supervisory board no longer support the offer to pursue a superior proposal. See the section of this prospectus titled **The Offer** **The Business Combination** **The Business Combination Agreement**.

***Diebold must obtain governmental and regulatory approvals to consummate the offer, which, if delayed or not granted, may delay or jeopardize the offer and the business combination.***

The approval of the business combination under merger control or competition law regimes in any jurisdictions where the parties to the business combination agreement have mutually determined merger control or competition law filings and/or notices to be necessary must have been obtained or any statutory waiting period (including any extension thereof) applicable to the business combination must have expired with the result that the business combination may be completed without the approval by any relevant antitrust authority.

The governmental and regulatory agencies from which Diebold will seek these approvals have broad discretion in administering the applicable governing regulations. As a condition to their approval of the transactions contemplated by the business combination agreement, those agencies may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of Diebold's business. No assurance can be given that the required approvals will be obtained or that the required conditions to the offer will be satisfied, and, if all required approvals are obtained and the conditions to the consummation of the offer are satisfied, no assurance can be given as to the



terms, conditions and timing of the approvals. See the section of this prospectus titled "The Offer - Conditions to the Offer" for a discussion of the conditions to the offer and the section of this prospectus titled "The Business Combination - Regulatory Approvals Related to the Business Combination" for a description of the regulatory approvals necessary in connection with the offer and the business combination.

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**Table of Contents**

Any delay in the completion of the business combination for regulatory reasons could diminish the anticipated benefits of the business combination or result in additional transaction costs. Any uncertainty over the ability to complete the business combination could make it more difficult for Diebold or Wincor Nixdorf to maintain or to pursue particular business strategies. Conditions imposed by regulatory agencies in connection with their approval of the business combination may restrict our ability to modify the operations of our business in response to changing circumstances for a period of time after the closing of the offer or our ability to expend cash for other uses or otherwise have an adverse effect on the anticipated benefits of the business combination, thereby adversely impacting the business, financial condition or results of operations of the combined company.

***If, following the consummation of the offer, some Wincor Nixdorf ordinary shares remain outstanding, then the liquidity and market value of those shares could be materially adversely affected, and the Wincor Nixdorf ordinary shares could be removed from certain stock indexes.***

If the offer is consummated, but not all the outstanding shares of Wincor Nixdorf have been tendered, then the free float in Wincor Nixdorf ordinary shares will be significantly lower than the current free float in Wincor Nixdorf ordinary shares, thereby reducing the liquidity of the remaining Wincor Nixdorf ordinary shares. Reduced liquidity could make it more difficult for the remaining Wincor Nixdorf shareholders to sell their shares and could materially adversely affect the market value of those remaining shares. A lower level of liquidity in the trading in Wincor Nixdorf ordinary shares could result in greater price fluctuations of Wincor Nixdorf ordinary shares than in the past. The value of Wincor Nixdorf ordinary shares implied by the offer does not guarantee that the value of Wincor Nixdorf ordinary shares not held by Diebold following the offer will remain at that level or exceed that value in the future. The share price may vary materially in the future.

The Wincor Nixdorf ordinary shares are listed on the Frankfurt Stock Exchange (ISIN DE000A0CAYB2) and are quoted, inter alia, on the MDAX stock index. A significant reduction in free float as a result of the exchange of Wincor Nixdorf ordinary shares pursuant to the offer or otherwise may result in the Wincor Nixdorf ordinary shares being removed from the MDAX or other stock indexes on one of the next index adjustment dates. Consequently, index funds and other institutional investors whose investments mirror indexes such as the MDAX stock index may sell or reduce their holdings of Wincor Nixdorf ordinary shares. This could result in a decrease in liquidity and an oversupply of Wincor Nixdorf ordinary shares, adversely affecting the stock exchange price of Wincor Nixdorf ordinary shares.

Furthermore, following the offer, Wincor Nixdorf is expected to be majority-owned by Diebold (directly or indirectly through any of its subsidiaries) and, thus, become a dependent company of Diebold within the meaning of Section 17 of the German Stock Corporation Act and, therefore, a subsidiary of Diebold. The legal framework for this dependency between Diebold and Wincor Nixdorf is, subject to other applicable law, set forth in Sections 311 *et seq.* of the German Stock Corporation Act. Diebold may initiate corporate actions that are disadvantageous to Wincor Nixdorf, provided that Diebold provides adequate compensation to Wincor Nixdorf shareholders, and these corporate actions may result in a decline in the business and earnings power of Wincor Nixdorf.

Should any of these risks materialize, this may have material adverse effects on the assets, financial position and income of Wincor Nixdorf and could also materially adversely affect the market value of the remaining Wincor Nixdorf ordinary shares.

***Certain of the directors, board members and executive officers of Diebold and Wincor Nixdorf may have interests in the business combination that are different from, or in addition to, those of Wincor Nixdorf shareholders generally.***

Shareholders of Wincor Nixdorf should be aware that certain members of the Wincor Nixdorf management board, certain members of the Wincor Nixdorf supervisory board and directors and executive officers of Diebold may have interests in the business combination that are different from, or in addition to, the interests of the Wincor Nixdorf shareholders. These interests may include, but are not limited to, the continued employment of

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**Table of Contents**

certain Wincor Nixdorf management board members and executive officers of Diebold, the continued positions of certain Wincor Nixdorf supervisory board members and certain directors of Diebold as directors of Diebold and the indemnification of former Wincor Nixdorf management and supervisory board members and directors and executive officers of Diebold by Diebold. These interests also include the treatment in the combination of stock options held by these directors, board members and executive officers. As of November 20, 2015, members of the Wincor Nixdorf management board and the Wincor Nixdorf supervisory board and their affiliates owned 209,791 Wincor Nixdorf ordinary shares in the aggregate, representing 0.63 percent of the issued Wincor Nixdorf ordinary shares. Shareholders of Wincor Nixdorf should be aware that Diebold directors and executive officers and their affiliates own outstanding common shares of Diebold.

***Any future sales of the Wincor Nixdorf ordinary shares by a major shareholder of Wincor Nixdorf could depress the market price of the Wincor Nixdorf ordinary shares.***

If, following the consummation of the offer, a major shareholder of Wincor Nixdorf were to sell substantial amounts of its Wincor Nixdorf ordinary shares on a public exchange or if market participants were to believe that such sales might occur, this could have a material adverse effect on the market price of Wincor Nixdorf's common shares.

***The announcement and pendency of the business combination, during which Diebold and Wincor Nixdorf are subject to certain operating restrictions, could have an adverse effect on Wincor Nixdorf's and Diebold's businesses and cash flows, financial condition and results of operations.***

The announcement and pendency of the business combination could disrupt Wincor Nixdorf's and Diebold's businesses, and uncertainty about the effect of the business combination may have an adverse effect on Wincor Nixdorf or Diebold following the business combination. These uncertainties could cause suppliers, vendors, partners and others that deal with Diebold and Wincor Nixdorf to defer entering into contracts with, or making other decisions concerning, Diebold and Wincor Nixdorf or to seek to change or cancel existing business relationships with the companies. In addition, Wincor Nixdorf's and Diebold's employees may experience uncertainty regarding their roles after the business combination. Employees may depart either before or after the completion of the business combination because of uncertainty and issues relating to the difficulty of coordination or because of a desire not to remain following the business combination. Therefore, the pendency of the business combination may adversely affect Wincor Nixdorf's and Diebold's ability to retain, recruit and motivate key personnel. Additionally, the attention of Wincor Nixdorf's and Diebold's management may be directed towards the completion of the business combination, including obtaining regulatory approvals, and may be diverted from the day-to-day business operations of Diebold and Wincor Nixdorf. Matters related to the business combination may require commitments of time and resources that could otherwise have been devoted to other opportunities that might have been beneficial to Diebold and Wincor Nixdorf. Additionally, the business combination agreement requires Diebold and Wincor Nixdorf to refrain from taking certain specified actions while the business combination is pending. These restrictions may prevent Diebold and Wincor Nixdorf from pursuing otherwise attractive business opportunities or capital structure alternatives and from executing certain business strategies prior to the completion of the business combination. Further, the business combination may give rise to potential liabilities, including those that may result from pending and future shareholder lawsuits relating to the business combination. Any of these matters could adversely affect the businesses of, or harm the results of operations, financial condition or cash flows of Diebold and Wincor Nixdorf.

***Negative publicity related to the business combination may materially adversely affect Diebold and Wincor Nixdorf.***

From time to time, political and public sentiment in connection with a proposed combination may result in a significant amount of adverse press coverage and other adverse public statements affecting the parties to the business

combination. Adverse press coverage and public statements, whether or not driven by political or popular sentiment, may also result in legal claims or in investigations by regulators, legislators and law enforcement officials. Responding to these investigations and lawsuits, regardless of the ultimate outcome of the

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**Table of Contents**

proceedings, can divert the time and effort of senior management from operating their businesses. Addressing any adverse publicity, governmental scrutiny or enforcement or other legal proceedings is time-consuming and expensive and, regardless of the factual basis for the assertions being made, could have a negative impact on the reputation of Diebold and Wincor Nixdorf, on the morale of their employees and on their relationships with regulators. It may also have a negative impact on their ability to take timely advantage of various business and market opportunities. The direct and indirect effects of negative publicity, and the demands of responding to and addressing it, may have a material adverse effect on Wincor Nixdorf's and Diebold's respective business and cash flows, financial condition and results of operations.

***The share prices of Diebold and Wincor Nixdorf may be adversely affected if the offer or the business combination is not completed.***

If the offer or the business combination is not completed, the prices of Diebold common shares and Wincor Nixdorf ordinary shares may decline to the extent that the current market prices of Diebold common shares and Wincor Nixdorf ordinary shares reflect a market premium based on the assumption that the offer and the business combination will be completed.

**Risks Relating to the Combined Company Following the Business Combination**

***A combined Diebold and Wincor Nixdorf may fail to realize the anticipated strategic and financial benefits sought from the business combination.***

The combined company may not realize all of the anticipated benefits of the business combination. The success of the business combination will depend on, among other things, Diebold's ability to combine its business with Wincor Nixdorf's business in a manner that facilitates growth in the value-added services sector and realizes anticipated cost savings. Diebold believes that the business combination will provide an opportunity for revenue growth in managed services, professional services, installation and maintenance services.

However, Diebold must successfully combine the businesses of Diebold and Wincor Nixdorf in a manner that permits these anticipated benefits to be realized. In addition, the combined company must achieve the anticipated growth and cost savings without adversely affecting current revenues and investments in future growth. Further, providing managed services, professional services, installation and maintenance services can be highly complex and can involve the design, development, implementation and operation of new solutions and the transitioning of clients from their existing systems and processes to a new environment. If the combined company is not able to effectively provide value-added services and successfully achieve the growth and cost savings objectives, the anticipated benefits of the business combination may not be realized fully, or at all, or may take longer to realize than expected.

Further, while Diebold may decide not to complete the offer and the business combination if there is a material adverse change (as defined in the business combination agreement) affecting Wincor Nixdorf between the date of the exchange offer document and the end of the acceptance period, other changes will not permit Diebold to terminate the offer or the business combination, even if such changes would have a material adverse effect on Wincor Nixdorf or Diebold. If adverse changes occur but Diebold and Wincor Nixdorf are still required to complete the business combination, the market value of Diebold's common shares may decrease.

***Diebold may be unable to integrate Wincor Nixdorf successfully.***

Diebold and Wincor Nixdorf have operated and, unless and until Diebold and Wincor Nixdorf choose to enter into a domination agreement and/or a profit and loss transfer agreement, will continue to operate, independently. Integrating

the operations and personnel of Wincor Nixdorf with Diebold after the completion of the business combination will involve complex operational, technological and personnel-related challenges. This process will be time-consuming and expensive, and it may disrupt the businesses of either or both of the

**Table of Contents**

companies. The combined company may not realize all of the anticipated benefits of the business combination. Difficulties in the integration of the business, which may result in significant costs and delays, include:

managing a significantly larger combined company;

integrating and unifying the offerings and services available to customers and coordinating distribution and marketing efforts;

coordinating corporate and administrative infrastructures and harmonizing insurance coverage;

unanticipated issues in coordinating accounting, information technology, communications, administration and other systems;

difficulty addressing possible differences in corporate cultures and management philosophies;

challenges associated with changing Wincor Nixdorf's financial reporting from IFRS to U.S. GAAP and compliance with the Sarbanes-Oxley Act of 2002, as amended, and the rules promulgated thereunder by the SEC;

Wincor Nixdorf becoming subject to U.S. laws and regulations and legal action in the United States;

Wincor Nixdorf complying with Diebold's compliance program and creating uniform standards, controls, procedures and policies;

litigation relating to the transactions contemplated by a potential post-completion reorganization, including shareholder litigation;

diversion of management's attention from other operations;

maintaining existing agreements and relationships with customers, distributors, providers and vendors and avoiding delays in entering into new agreements with prospective customers, distributors, providers and vendors;

realizing benefits as a combined company from Wincor Nixdorf's restructuring program, which we refer to as the Delta Program, and the shift to providing information technology from hardware;



unforeseen and unexpected liabilities related to the business combination or Wincor Nixdorf's business, including the risk that certain Diebold executive officers who will become members of Wincor Nixdorf's supervisory board may be subject to additional fiduciary duties and liability;

identifying and eliminating redundant and underperforming functions and assets;

effecting actions that may be required in connection with obtaining regulatory approvals; and

a deterioration of credit ratings.

Further, while Diebold may decide not to complete the offer and the business combination if there is a material adverse change (as defined in the business combination agreement) affecting Wincor Nixdorf between the date of the exchange offer document and the end of the acceptance period, other changes will not permit Diebold to terminate the offer or the business combination, even if such changes would have a material adverse effect on Wincor Nixdorf or Diebold. If adverse changes occur but Diebold and Wincor Nixdorf are still required to complete the business combination, the market value of Diebold's common shares may decrease. If the business combination is not completed, these risks may still materialize and materially adversely affect the business and financial results of Diebold.

***Combining the businesses of Diebold and Wincor Nixdorf may be more difficult, costly or time-consuming than expected, which may adversely affect the combined company's results and negatively affect the value of Diebold common shares following the business combination.***

Diebold and Wincor Nixdorf have entered into the business combination agreement because they believe that the business combination will be beneficial to their respective companies and shareholders and that the

## **Table of Contents**

business combination will produce benefits and cost savings. If the combined company is not able to successfully combine the businesses of Diebold and Wincor Nixdorf in an efficient and effective manner, the anticipated benefits and cost savings of the business combination may not be realized fully, or at all, or it may take longer to realize them than expected, and the value of Diebold's common shares may be adversely affected.

An inability to realize the full extent of the anticipated benefits and cost savings of the business combination, as well as any delays encountered in the integration process, could have an adverse effect upon the revenues, level of expenses and operating results of the combined company, which may adversely affect the value of Diebold's common shares following the business combination.

In addition, the actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized. Actual growth and cost savings, if achieved, may be lower than what Diebold currently expects and may take longer to achieve than anticipated. If Diebold is not able to adequately address integration challenges, the combined company may be unable to successfully integrate Wincor Nixdorf's operations or to realize the anticipated benefits of the integration of the two companies.

***A combined Diebold and Wincor Nixdorf may experience negative synergies and loss of customers.***

Diebold and Wincor Nixdorf compete for and provide certain services and products to the same customers. As a combined company, Diebold may lose customers or its share of customers' business as entities that were customers of both Diebold and Wincor Nixdorf seek to diversify their suppliers of services and products. Following the business combination, customers may no longer distinguish between Diebold and Wincor Nixdorf and their respective services and products. Retail banking customers in particular may turn to competitors of Diebold and Wincor Nixdorf for products and services that they received from Diebold and Wincor Nixdorf prior to the business combination. As a result, the combined company may lose customers and revenues may decrease following the business combination. In addition, third parties with whom Diebold and Wincor Nixdorf currently have relationships may terminate or otherwise reduce the scope of their relationship with either party in anticipation or after the completion of the business combination. Any such loss of business could limit the combined company's ability to achieve the anticipated benefits of the business combination. Such risks could also be exacerbated by a delay in the completion of the offer and the business combination.

***Wincor Nixdorf may experience negative reactions to the business combination from its customers, suppliers and employees for not pursuing other business opportunities.***

Due to management's focus on the business combination instead of on pursuing other business opportunities that could have been beneficial to Wincor Nixdorf, its customers, suppliers, and employees may react negatively to the offer and the business combination. Even if the business combination is not completed, these risks may materialize and could have a material adverse effect on the business and cash flows, financial condition and results of operations of Wincor Nixdorf.

***The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and may not be an indication of Diebold's results of operations or financial condition following the completion of the business combination.***

The unaudited pro forma condensed combined financial information contained in this prospectus is presented for illustrative purposes only and should not be considered to be an indication of Diebold's results of operations or financial condition following the completion of the business combination. The unaudited pro forma condensed combined financial information has been derived from the historical financial statements of Diebold and Wincor

Nixdorf and adjustments, assumptions and preliminary estimates have been made in connection with the preparation of this information. These adjustments, assumptions and estimates are preliminary and based on information available at the time of the preparation of this prospectus, and these kinds of adjustments, assumptions and estimates are difficult to make with accuracy. For example, the estimated purchase price

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**Table of Contents**

reflected in the unaudited pro forma condensed combined financial statements included in this prospectus assumes that all outstanding Wincor Nixdorf ordinary shares are validly tendered in the offer for the offer consideration. Moreover, the unaudited pro forma condensed combined financial information does not reflect all costs that are expected to be incurred by Diebold in connection with the business combination. For example, the impact of any incremental costs incurred in coordinating the operations of Diebold and Wincor Nixdorf are not reflected in the pro forma financial statements. As a result, the actual results of operations and financial condition of Diebold following the completion of the business combination may not be consistent with, or evident from, this pro forma financial information, and any differences may be material. The assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may materially affect Diebold's results of operations or financial condition following the business combination. Any potential decline in Diebold's financial condition or results of operations may cause significant variations in the price for the common shares of Diebold following the business combination.

***The combined company may be unable to retain and motivate Wincor Nixdorf and/or Diebold personnel successfully after the business combination is completed.***

The success of the business combination will depend in part on the combined company's ability to retain the talents and dedication of key employees currently employed by Diebold and Wincor Nixdorf. Such employees may decide not to remain with Diebold and Wincor Nixdorf, as applicable, while the offer and business combination are pending or with the combined company after the offer and business combination are consummated. If key employees terminate their employment, or if an insufficient number of employees is retained to maintain effective operations, the combined company's business activities may be adversely affected and management's attention may be diverted from successfully integrating Wincor Nixdorf to hiring suitable replacements, all of which may cause the combined company's business to suffer. Diebold and Wincor Nixdorf may not be able to locate suitable replacements for any key employees who leave either company, or offer employment to potential replacements on reasonable terms. In addition, Diebold may not be able to motivate certain key employees following the completion of the business combination due to organizational changes, reassignments of responsibilities, the perceived lack of appropriate opportunities for advancement or other reasons.

***Diebold and Wincor Nixdorf will incur significant transaction fees and costs in connection with the business combination, some of which are payable regardless of whether the business combination is completed.***

Diebold and Wincor Nixdorf expect to incur a number of significant non-recurring implementation and restructuring costs associated with combining the operations of the two companies. In addition, Diebold and Wincor Nixdorf will incur significant investment banking, legal, accounting and other transaction fees and costs related to the business combination. Diebold and Wincor Nixdorf must pay some of these fees and costs regardless of whether the two companies complete the business combination. Additional costs substantially in excess of currently anticipated costs may also be incurred in connection with the integration of the businesses of Diebold and Wincor Nixdorf.

Although Diebold and Wincor Nixdorf expect that the cost savings, as well as the realization of other efficiencies related to the integration of the businesses, will offset these transaction- and combination-related costs over time, this net benefit may not be achieved in the near term, or at all. In addition, the timeline in which cost savings are expected to be realized is lengthy and may not be achieved. Failure of Diebold to realize these synergies and other efficiencies in a timely manner or at all could have a material adverse effect on Diebold's business and cash flows, financial condition and results of operations.



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**Table of Contents**

**Risks Relating to Diebold's Businesses**

*We may be unable to achieve, or may be delayed in achieving, our cost-cutting initiatives, and this may adversely affect our operating results and cash flow.*

We have launched a number of cost-cutting initiatives, including as part of Diebold 2.0 and other restructuring initiatives, to improve operating efficiencies and reduce operating costs. Although we have achieved a substantial amount of annual cost savings associated with these cost-cutting initiatives, we may be unable to sustain the cost savings that we have achieved. In addition, if we are unable to achieve, or have any unexpected delays in achieving, additional cost savings, our results of operations and cash flows may be adversely affected. Even if we meet our goals as a result of these initiatives, we may not receive the expected financial benefits of these initiatives.

*We face competition that could adversely affect our sales and financial condition.*

All phases of our business are highly competitive. Some of our services and products are in direct competition with similar or alternative services or products provided by our competitors. We encounter competition in price, delivery, service, performance, product innovation, product recognition and quality.

Because of the potential for consolidation in any market, our competitors may become larger, which could make them more efficient and permit them to be more price-competitive. Increased size could also permit them to operate in wider geographic areas and enhance their abilities in other areas such as research and development and customer service. As a result, this could also reduce our profitability.

We expect that our competitors will continue to develop and introduce new and enhanced services and products. This could cause a decline in market acceptance of our services and products. In addition, our competitors could cause a reduction in the prices for some of our services and products as a result of intensified price competition. Also, we may be unable to effectively anticipate and react to new entrants in the marketplace competing with our services and products.

Competitive pressures can also result in the loss of major customers. An inability to compete successfully could have an adverse effect on our operating results, financial condition and cash flows in any given period.

*Additional tax expense or additional tax exposures could affect our future profitability.*

We are subject to income taxes in both the United States and various non-U.S. jurisdictions, and our domestic and international tax liabilities are dependent upon the distribution of income among these different jurisdictions. If we decide to repatriate cash and cash equivalents and short-term investments residing in international tax jurisdictions, there could be further negative impact on foreign and domestic taxes. Our tax expense includes estimates of additional tax that may be incurred for tax exposures and reflects various estimates and assumptions, including assessments of future earnings of Diebold that could affect the valuation of our net deferred tax assets. Our future results could be adversely affected by changes in the effective tax rate as a result of a change in the mix of earnings in countries with differing statutory tax rates, changes in the overall profitability of Diebold, changes in tax legislation, changes in the valuation of deferred tax assets and liabilities, the results of audits and examinations of previously filed tax returns and continuing assessments of our income tax exposures.

Additionally, our future results could be adversely affected by the results of indirect tax audits and examinations, and continuing assessments of our indirect tax exposures. For example, in August 2012, one of Diebold's Brazil subsidiaries was notified of a tax assessment of approximately R\$270.0 million, including penalties and interest,

regarding certain Brazil federal indirect taxes (Industrialized Products Tax, Import Tax, Programa de Integração Social and Contribution to Social Security Financing) for 2008 and 2009. The assessment alleges improper importation of certain components into Brazil's free trade zone that would nullify certain indirect tax incentives. On September 10, 2012, Diebold filed its administrative defenses with the tax authorities.

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**Table of Contents**

In response to an order by the administrative court, the tax inspector provided further analysis with respect to the initial assessment in December 2013 that indicates a potential exposure that is significantly lower than the initial tax assessment received in August 2012. This revised analysis has been accepted by the initial administrative court; however, this matter remains subject to ongoing administrative proceedings and appeals. Accordingly, Diebold cannot provide any assurance that its exposure pursuant to the initial assessment will be lowered significantly or at all. In addition, this matter could negatively impact Brazil federal indirect taxes in other years that remain open under statute. It is reasonably possible that Diebold could be required to pay significant taxes, penalties and interest related to this matter, which could be material to Diebold's consolidated financial statements. Diebold continues to defend itself in this matter.

Furthermore, beginning in July 2014, Diebold challenged customs rulings in Thailand seeking to retroactively collect customs duties on previous imports of ATMs. Management believes that the customs authority's attempt to retroactively assess customs duties is in contravention of World Trade Organization agreements and, accordingly, is challenging the rulings. In the third quarter of 2015, Diebold received a prospective ruling from the United States Customs Border Protection that is consistent with our interpretation of the treaty in question. We are submitting that ruling for consideration in our ongoing dispute with Thailand. The matters are currently in the appeals process and management continues to believe that Diebold has a valid legal position in these appeals. Accordingly, Diebold has not accrued any amount for this contingency; however, Diebold cannot provide any assurance that it will not ultimately be subject to retroactive assessments.

A loss contingency is reasonably possible if it has a more than remote but less than probable chance of occurring. Although management believes Diebold has valid defenses with respect to its indirect tax positions, it is reasonably possible that a loss could occur in excess of the estimated accrual. Diebold estimated the aggregate risk at September 30, 2015 to be up to approximately \$166.9 million for its material indirect tax matters, of which approximately \$118.3 million and \$26.0 million, respectively, relates to the Brazil indirect tax matter and Thailand customs matter disclosed above. The aggregate risk related to indirect taxes is adjusted as the applicable statutes of limitations expire. It is reasonably possible that we could be required to pay taxes, penalties and interest related to this matter or other open years, which could be material to our financial condition and results of operations.

***In international markets, we compete with local service providers that may have competitive advantages.***

In a number of international markets in each region where we operate, for instance in Brazil, China and Austria, we face substantial competition from local service providers that offer competing services and products. Some of these companies may have a dominant market share in their territories and may be owned by local stakeholders. This could give them a competitive advantage. Local providers of competing services and products may also have a substantial advantage in attracting customers in their countries due to more established branding in that country, greater knowledge with respect to the tastes and preferences of customers residing in that country and/or their focus on a single market. As a U.S. based multi-national corporation, we must ensure our compliance with both U.S. and foreign regulatory requirements.

***Because our operations are conducted worldwide, they are affected by risks of doing business abroad.***

We generate a significant percentage of revenue from operations conducted outside the United States. Revenue from international operations amounted to approximately 56.1 percent in 2014, 52.3 percent in 2013 and 48.7 percent in 2012 of total revenue during these respective years.

Accordingly, international operations are subject to the risks of doing business abroad, including, among other things, the following:



fluctuations in currency exchange rates, particularly in China (renminbi), Brazil (real) and Europe, the Middle East and Africa (primarily the euro);

-46-

**Table of Contents**

transportation delays and interruptions;

political and economic instability and disruptions;

the failure of foreign governments to abide by international agreements and treaties;

restrictions on the transfer of funds;

the imposition of duties, tariffs and other taxes;

import and export controls;

changes in governmental policies and regulatory environments;

ensuring our compliance with U.S. laws and regulations and applicable laws and regulations in other jurisdictions, including the Foreign Corrupt Practices Act, or the FCPA, the UK Bribery Act, and applicable laws and regulations in other jurisdictions;

labor unrest and current and changing regulatory environments;

the uncertainty of product acceptance by different cultures;

the risks of divergent business expectations or cultural incompatibility inherent in establishing joint ventures with foreign partners;

difficulties in staffing and managing multi-national operations;

limitations on the ability to enforce legal rights and remedies;

reduced protection for intellectual property rights in some countries; and

potentially adverse tax consequences, including repatriation of profits.

Any of these events could have an adverse effect on our international operations by reducing the demand for our services and products or decreasing the prices at which we can sell our services and products, thereby adversely

affecting our financial condition or operating results. We may not be able to continue to operate in compliance with applicable customs, currency exchange control regulations, transfer pricing regulations or any other laws or regulations to which we may be subject. In addition, these laws or regulations may be modified in the future, and we may not be able to operate in compliance with those modifications.

Additionally, there are ongoing concerns regarding the short- and long-term stability of the euro and its ability to serve as a single currency for a variety of individual countries. These concerns could lead individual countries to revert, or threaten to revert, to their former local currencies, which could lead to the dissolution of the euro. Should this occur, the assets we hold in a country that re-introduces its local currency could be significantly devalued. Furthermore, the dissolution of the euro could cause significant volatility and disruption to the global economy, which could impact our financial results. Finally, if it were necessary for us to conduct our business in additional currencies, we would be subjected to additional earnings volatility as amounts in these currencies are translated into U.S. dollars.

***We may be exposed to liabilities under the FCPA, which could harm our reputation and have a material adverse effect on our business.***

We are subject to compliance with various laws and regulations, including the FCPA and similar worldwide anti-bribery laws, which generally prohibit companies and their intermediaries from engaging in bribery or making other improper payments to foreign officials for the purpose of obtaining or retaining business or gaining an unfair business advantage. The FCPA also requires proper record keeping and characterization of such payments in our reports filed with the SEC.

Our employees and agents are required to comply with these laws. We operate in many parts of the world that have experienced governmental and commercial corruption to some degree, and strict compliance with

## **Table of Contents**

anti-bribery laws may conflict with local customs and practices. Foreign companies, including some that may compete with us, may not be subject to the FCPA and may follow local customs and practices. Accordingly, such companies may be more likely to engage in activities prohibited by the FCPA, which could have a significant adverse impact on our ability to compete for business in such countries.

Despite our commitment to legal compliance and corporate ethics, we cannot ensure that our policies and procedures will always protect us from intentional, reckless or negligent acts committed by our employees or agents. Violations of these laws, or allegations of such violations, could disrupt our business and result in financial penalties, debarment from government contracts and other consequences that may have a material adverse effect on our reputation, business, financial condition or results of operations. Future changes in anti-bribery or economic sanctions laws and enforcement could also result in increased compliance requirements and related expenses that may also have a material adverse effect on our business, financial condition or results of operations.

In addition, our business opportunities in select geographies have been or may be adversely affected by the settlement of the FCPA matter that we settled with the U.S. government in late 2013. Some countries in which we do business may also initiate their own reviews and impose penalties, including prohibition of our participating in or curtailment of business operations in those jurisdictions. We could also face third-party claims in connection with this matter or as a result of the outcome of the current or any future government reviews. Our disclosure, internal review and any current or future governmental review of this matter could, individually or in the aggregate, have a material adverse effect on our reputation and our ability to obtain new business or retain existing business from our current clients and potential clients, to attract and retain employees and to access the capital markets.

***We may expand operations into international markets in which we may have limited experience or rely on business partners.***

We continually look to expand our services and products into international markets. We have currently developed, through joint ventures, strategic investments, subsidiaries and branch offices, service and product offerings in more than 90 countries outside of the United States. As we expand into new international markets, we will have only limited experience in marketing and operating services and products in such markets. In other instances, we may rely on the efforts and abilities of foreign business partners in such markets. Certain international markets may be slower than domestic markets in adopting our services and products, and our operations in international markets may not develop at a rate that supports our level of investment. Further, violations of laws by our foreign business partners, or allegations of such violations, could disrupt our business and result in financial penalties and other consequences that may have a material adverse effect on our business, financial condition or results of operations.

***Diebold may be unable to successfully and effectively manage acquisitions, divestitures and other significant transactions, which could harm Diebold's operating results, business and prospects.***

As part of our business strategy, we frequently engage in discussions with third parties regarding possible investments, acquisitions, strategic alliances, joint ventures, divestitures and outsourcing arrangements, and we enter into agreements relating to such transactions in order to further our business objectives. In order to pursue this strategy successfully, we must identify suitable candidates, successfully complete transactions, some of which may be large and complex, and manage post-closing issues such as the integration of acquired companies or employees. Integration and other risks of these transactions can be more pronounced in larger and more complicated transactions, or if multiple transactions are pursued simultaneously. If we fail to identify and successfully complete transactions that further our strategic objectives, we may be required to expend resources to develop products and technology internally. This may put us at a competitive disadvantage and we may be adversely affected by negative market perceptions, any of which may have a material adverse effect on our revenue, gross margin and profitability.



**Table of Contents**

Integration issues are complex, time-consuming and expensive and, without proper planning and implementation, could significantly disrupt our business. The challenges involved in integration include:

combining service and product offerings and entering into new markets in which we are not experienced;

convincing customers and distributors that the transaction will not diminish client service standards or business focus, preventing customers and distributors from deferring purchasing decisions or switching to other suppliers or service providers (which could result in additional obligations to address customer uncertainty), and coordinating service, sales, marketing and distribution efforts;

consolidating and rationalizing corporate information technology infrastructure, which may include multiple legacy systems from various acquisitions and integrating software code;

minimizing the diversion of management attention from ongoing business concerns;

persuading employees that business cultures are compatible, maintaining employee morale and retaining key employees, integrating employees into our company, correctly estimating employee benefit costs and implementing restructuring programs;

coordinating and combining administrative, service, manufacturing, research and development and other operations, subsidiaries, facilities and relationships with third parties in accordance with local laws and other obligations while maintaining adequate standards, controls and procedures; and

achieving savings from supply chain and administration integration.

We evaluate and enter into these types of transactions on an ongoing basis. We may not fully realize all of the anticipated benefits of any transaction, including the business combination with Wincor Nixdorf, and the time frame for achieving benefits of a transaction may depend partially upon the actions of employees, suppliers or other third parties. In addition, the pricing and other terms of our contracts for these transactions require us to make estimates and assumptions at the time we enter into these contracts, and, during the course of our due diligence, we may not identify all of the factors necessary to estimate costs accurately. Any increased or unexpected costs, unanticipated delays or failure to achieve contractual obligations could make these agreements less profitable or unprofitable.

Managing these types of transactions requires varying levels of management resources, which may divert our attention from other business operations. These transactions could result in significant costs and expenses and charges to earnings, including those related to severance pay, early retirement costs, employee benefit costs, asset impairment charges, charges from the elimination of duplicative facilities and contracts, in-process research and development charges, inventory adjustments, assumed litigation regulatory compliance and other liabilities, legal, accounting and financial advisory fees and required payments to executive officers and key employees under retention plans. Moreover, we could incur additional depreciation and amortization expense over the useful lives of certain assets acquired in connection with these transactions, and, to the extent that the value of goodwill or intangible assets with

indefinite lives acquired in connection with a transaction becomes impaired, we may be required to incur additional material charges relating to the impairment of those assets. In order to complete an acquisition, we may issue common shares, potentially creating dilution for existing shareholders, or borrow funds, which could affect our financial condition, results of operations and potentially our credit ratings. Any prior or future downgrades in our credit rating associated with a transaction could adversely affect our ability to borrow and our borrowing cost, and result in more restrictive borrowing terms. In addition, our effective tax rate on an ongoing basis is uncertain, and such transactions could impact our effective tax rate. We also may experience risks relating to the challenges and costs of closing a transaction and the risk that an announced transaction may not close. As a result, any completed, pending or future transactions may contribute to financial results that differ materially from the investment community's expectations.

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**Table of Contents**

***We have a significant amount of long-term assets, including goodwill and other intangible assets, and any future impairment charges could adversely impact our results of operations.***

We review long-lived assets, including property, plant and equipment and identifiable amortizing intangible assets, for impairment whenever changes in circumstances or events may indicate that the carrying amounts are not recoverable. If the fair value is less than the carrying amount of the asset, a loss is recognized for the difference. Factors which may cause an impairment of long-lived assets include significant changes in the manner of use of these assets, negative industry or market trends, a significant underperformance relative to historical or projected future operating results, or a likely sale or disposal of the asset before the end of its estimated useful life.

As of September 30, 2015, we had \$197.4 million of goodwill. We assess all existing goodwill at least annually for impairment on a reporting unit basis. Diebold's five reporting units were defined as Domestic and Canada, Brazil, Asia Pacific, or AP, Europe, Middle East and Africa, or EMEA, and Latin America, or LA. The techniques used in our qualitative and quantitative assessment and goodwill impairment tests incorporate a number of estimates and assumptions that are subject to change. Although we believe these estimates and assumptions are reasonable and reflect market conditions forecast at the assessment date, any changes to these assumptions and estimates due to market conditions or otherwise may lead to an outcome where impairment charges would be required in future periods.

***System security risks and systems integration issues could disrupt our internal operations or services provided to customers, and any such disruption could adversely affect revenue, increase costs, and harm our reputation and stock price.***

Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate our own confidential information or those of our customers, corrupt data, create system disruptions or cause shutdowns. A network security breach could be particularly harmful if it remained undetected for an extended period of time. Groups of hackers may also act in a coordinated manner to launch distributed denial of service attacks, or other coordinated attacks, that may cause service outages or other interruptions. We could incur significant expenses in addressing problems created by network security breaches, such as the expenses of deploying additional personnel, enhancing or implementing new protection measures, training employees or hiring consultants. Further, such corrective measures may later prove inadequate. Moreover, actual or perceived security vulnerabilities in our services and products could cause significant reputational harm, causing us to lose existing or potential customers. Reputational damage could also result in diminished investor confidence. Actual or perceived vulnerabilities may also lead to claims against us. Although our license agreements typically contain provisions that eliminate or limit our exposure to such liability, there is no assurance these provisions will withstand legal challenges. We could also incur significant expenses in connection with customers' system failures.

In addition, sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including bugs and other problems that could unexpectedly interfere with the operation of the system. The costs to eliminate or alleviate security problems, viruses and bugs could be significant, and the efforts to address these problems could result in interruptions, delays or cessation of service that could impede sales, manufacturing, distribution or other critical functions.

Portions of our information technology infrastructure also may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. We may not be successful in implementing new systems, and transitioning data and other aspects of the process could be expensive, time consuming, disruptive and resource-intensive. Such disruptions could adversely impact the ability to fulfill orders and interrupt other processes and, in addition, could adversely impact our ability to maintain effective



internal control over financial reporting. Delayed sales, lower margins, lost customers or diminished investor confidence resulting from these disruptions could adversely affect our financial results, stock price and reputation.

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**Table of Contents**

***An inability to attract, retain and motivate key employees could harm current and future operations.***

In order to be successful, we must attract, retain and motivate executives and other key employees, including those in managerial, professional, administrative, technical, sales, marketing and information technology support positions. We also must keep employees focused on our strategies and goals. Hiring and retaining qualified executives, engineers and qualified sales representatives are critical to our future, and competition for experienced employees in these areas can be intense. The failure to hire or loss of key employees could have a significant impact on our operations.

***We may not be able to generate sufficient cash flows to fund our operations and make adequate capital investments, or to pay dividends.***

Our cash flows from operations depend primarily on sales and service margins. To develop new service and product technologies, support future growth, achieve operating efficiencies and maintain service and product quality, we must make significant capital investments in manufacturing technology, facilities and capital equipment, research and development, and service and product technology. In addition to cash provided from operations, we have from time to time utilized external sources of financing. Despite our Diebold 2.0 transformation program, depending upon general market conditions or other factors, we may not be able to generate sufficient cash flows to fund our operations and make adequate capital investments, or to continue to pay dividends, either in whole or in part. In addition, any tightening of the credit markets may limit our ability to obtain alternative sources of cash to fund our operations.

***New service and product developments may be unsuccessful.***

We are constantly looking to develop new services and products that complement or leverage the underlying design or process technology of our traditional service and product offerings. We make significant investments in service and product technologies and anticipate expending significant resources for new software-led services and product development over the next several years. There can be no assurance that our service and product development efforts will be successful, that we will be able to cost effectively develop or manufacture these new services and products, that we will be able to successfully market these services and products or that margins generated from sales of these services and products will recover costs of development efforts.

***Our ability to maintain effective internal control over financial reporting may be insufficient to allow us to accurately report our financial results or prevent fraud, and this could cause our financial statements to become materially misleading and adversely affect the trading price of our common shares.***

We require effective internal control over financial reporting in order to provide reasonable assurance with respect to our financial reports and to effectively prevent fraud. Internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we cannot provide reasonable assurance with respect to our financial statements and effectively prevent fraud, our financial statements could become materially misleading, which could adversely affect the trading price of our common shares.

Management identified previous control deficiencies during 2013 and 2012 that were disclosed as material weaknesses. These material weaknesses have been remediated as of December 31, 2014.

If we are not able to maintain the adequacy of our internal control over financial reporting, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business, financial condition and operating results could be harmed. Any material weakness could affect investor confidence in

the accuracy and completeness of our financial statements. As a result, our ability to

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**Table of Contents**

obtain any additional financing, or additional financing on favorable terms, could be materially and adversely affected. This, in turn, could materially and adversely affect our business, financial condition and the market value of our securities and require us to incur additional costs to improve our internal control systems and procedures. In addition, perceptions of Diebold among customers, lenders, investors, securities analysts and others could also be adversely affected.

We can give no assurances that any additional material weaknesses will not arise in the future due to our failure to implement and maintain adequate internal control over financial reporting. In addition, although we have been successful historically in strengthening our controls and procedures, those controls and procedures may not be adequate to prevent or identify irregularities or ensure the fair presentation of our financial statements included in our periodic reports filed with the SEC.

***Low investment performance by our domestic pension plan assets may result in an increase to our net pension liability and expense, which may require us to fund a portion of our pension obligations and divert funds from other potential uses.***

We sponsor several defined benefit pension plans that cover certain eligible employees. Our pension expense and required contributions to our pension plans are directly affected by the value of plan assets, the projected rate of return on plan assets, the actual rate of return on plan assets and the actuarial assumptions we use to measure the defined benefit pension plan obligations.

A significant market downturn could occur in future periods resulting in a decline in the funded status of our pension plans and causing actual asset returns to be below the assumed rate of return used to determine pension expense. If return on plan assets in future periods perform below expectations, future pension expense will increase. Further, as a result of global economic instability in recent years, our pension plan investment portfolio has been volatile.

We establish the discount rate used to determine the present value of the projected and accumulated benefit obligations at the end of each year based upon the available market rates for high quality, fixed income investments. We match the projected cash flows of our pension plans against those generated by high-quality corporate bonds. The yield of the resulting bond portfolio provides a basis for the selected discount rate. An increase in the discount rate would reduce the future pension expense and, conversely, a decrease in the discount rate would increase the future pension expense.

***Our businesses are subject to inherent risks, some for which we maintain third-party insurance and some for which we self-insure. We may incur losses and be subject to liability claims that could have a material adverse effect on our financial condition, results of operations or cash flows.***

We maintain insurance policies that provide limited coverage for some, but not all, of the potential risks and liabilities associated with our businesses. The policies are subject to deductibles and exclusions that result in our retention of a level of risk on a self-insurance basis. For some risks, we may not obtain insurance if we believe the cost of available insurance is excessive relative to the risks presented. As a result of market conditions, premiums and deductibles for certain insurance policies can increase substantially, and in some instances, certain insurance may become unavailable or available only for reduced amounts of coverage. As a result, we may not be able to renew our existing insurance policies or procure other desirable insurance on commercially reasonable terms, if at all. Even where insurance coverage applies, insurers may contest their obligations to make payments. Our financial condition, results of operations and cash flows could be materially and adversely affected by losses and liabilities from un-insured or under-insured events, as well as by delays in the payment of insurance proceeds, or the failure by insurers to make payments. We also may incur costs and liabilities resulting from claims for damages to property or injury to persons

arising from our operations.

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**Table of Contents**

*Our assumptions used to determine our self-insurance liability could be wrong and materially impact our business.*

We evaluate our self-insurance liability based on historical claims experience, demographic factors, severity factors and other actuarial assumptions. However, if future occurrences and claims differ from these assumptions and historical trends, our business, financial results and financial condition could be materially impacted by claims and other expenses.

**Risks Relating to Financing of the Business Combination**

*Diebold will incur a substantial amount of indebtedness, which we refer to as the business combination financing, to acquire the Wincor Nixdorf ordinary shares pursuant to the offer and, as a result, will be highly leveraged. Diebold's failure to meet its debt service obligations could have a material adverse effect on Diebold's business, financial condition and results of operations.*

We anticipate that we will need to borrow approximately \$2.05 billion of business combination financing to complete the offer (assuming the completion of the disposition of Diebold's electronic security business). As of September 30, 2015, on a pro forma basis after giving effect to (i) the business combination and offer and the related business combination financing and (ii) the refinancing of certain of Diebold's and Wincor Nixdorf's outstanding indebtedness at the time of closing, the total indebtedness of the combined company would have been approximately \$2.3 billion, and we would have had undrawn commitments available for borrowings of an additional \$520.0 million under our replacement credit facilities. For a discussion of the combined company's indebtedness on a pro forma basis giving effect to the business combination financing and the anticipated refinancing of existing indebtedness, see Unaudited Pro Forma Condensed Combined Financial Information.

Diebold's high level of indebtedness following the business combination could adversely affect Diebold's operations and liquidity. Diebold's anticipated level of indebtedness could, among other things:

make it more difficult for Diebold to pay or refinance its debts as they become due during adverse economic and industry conditions because Diebold may not have sufficient cash flows to make its scheduled debt payments;

cause Diebold to use a larger portion of its cash flow to fund interest and principal payments, reducing the availability of cash to fund working capital, capital expenditures, research and development and other business activities;

limit Diebold's ability to take advantage of significant business opportunities, such as acquisition opportunities, and to react to changes in market or industry conditions;

cause Diebold to be more vulnerable to general adverse economic and industry conditions;

cause Diebold to be disadvantaged compared to competitors with less leverage;

result in a downgrade in the credit rating of Diebold or indebtedness of Diebold or its subsidiaries, which could increase the cost of borrowings; and

limit Diebold's ability to borrow additional monies in the future to fund working capital, capital expenditures, research and development and other general corporate purposes.

In addition, the agreements governing our indebtedness contain restrictive covenants that limit our ability to engage in activities that may be in our long-term best interest. Our failure to comply with those covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all our debt.

We may also incur additional long-term debt and working capital lines of credit to meet future financing needs, which would increase our total indebtedness. Although the terms of our existing and future credit

**Table of Contents**

agreements and of the indentures governing our debt contain restrictions on the incurrence of additional debt, including secured debt, these restrictions are subject to a number of important exceptions and debt incurred in compliance with these restrictions could be substantial. If Diebold and its restricted subsidiaries incur significant additional debt, the related risks that Diebold faces could intensify.

***We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.***

Our ability to make scheduled payments on or refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. In addition, the terms of our existing or future debt arrangements may restrict us from effecting any of these alternatives.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations.

***The terms of Diebold's indebtedness restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.***

The terms of the business combination financing (as more fully described in *The Business Combination Financing of the Business Combination* ) are expected to include covenants that restrict certain actions by Diebold and its subsidiaries, including limitations with respect to: mergers, consolidations and fundamental changes; sales of assets; investments and acquisitions; the granting of liens; transactions with affiliates; incurrence of indebtedness; restrictions on subsidiary distributions; hedge agreements; receivables indebtedness; restricted payments; certain payments of indebtedness; and amendments to organizational documents, in each case, subject to thresholds, exceptions and baskets agreed upon by Diebold and the other parties thereto.

In addition, the restrictive covenants in the credit agreement governing our new senior credit facility will require us to maintain specified financial ratios. Our ability to meet those financial ratios can be affected by events beyond our control, and we may be unable to meet them. A copy of each of the credit agreements entered into by Diebold to finance the business combination is filed as an exhibit to the registration statement of which this prospectus forms a part.

As a result of these restrictions, we may be:

limited in how we conduct our business;



unable to raise additional debt or equity financing to operate during general economic or business downturns; and

unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect our ability to grow in accordance with our strategy. In addition, our financial results, our substantial indebtedness and our credit ratings could adversely affect the availability and terms of our financing.

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**Table of Contents**

***Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.***

Borrowings under our senior credit facilities are at variable rates of interest and expose us to interest rate risk. If interest rates were to increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. Assuming all loans are fully drawn, each quarter point change in interest rates would result in a \$5.8 million change in annual interest expense on our indebtedness under our senior credit facilities. In the future, we may enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk.

***Diebold will incur substantial additional indebtedness in connection with the business combination, may not be able to refinance the bridge credit agreement on favorable terms, if drawn upon, and may not be able to meet all of its debt obligations.***

In connection with the business combination, Diebold entered into the \$500.0 million bridge credit agreement and the \$1.84 billion bank credit agreement. Proceeds from the bank credit agreement and the anticipated issuance by Diebold of up to \$500.0 million in aggregate principal amount of senior unsecured notes (or, if senior unsecured notes are not issued and sold prior to the closing date of the business combination, drawings under the bridge credit agreement) will be used to finance the cash consideration for the business combination and to pay fees and expenses incurred in connection with the business combination. As of September 30, 2015, on a pro forma basis after giving effect to (i) the business combination and offer and the related business combination financing and (ii) the refinancing of certain of Diebold's and Wincor Nixdorf's outstanding indebtedness at the time of closing, the total indebtedness of the combined company would have been approximately \$2.3 billion. As of September 30, 2015, Diebold's debt service obligations, comprised of principal and interest (excluding capital leases and equipment notes), during the next 12 months would, in the absence of the business combination, have been approximately \$219.0 million. If Diebold finances the business combination by drawing on the bridge credit agreement, based on assumed interest rates, leverage ratios and credit ratings, the combined company's debt service obligations, comprised of principal and interest (excluding capital leases and equipment notes), during the 12 months following the completion of the business combination is expected to be approximately \$185.0 million. As a result of this increase in debt, demands on the combined company's cash resources will increase after the completion of the business combination. The increased level of debt could, among other things:

require the combined company to dedicate a large portion of its cash flow from operations to the servicing and repayment of its debt, thereby reducing funds available for working capital, capital expenditures, research and development expenditures and other general corporate requirements;

limit the combined company's ability to obtain additional financing to fund future working capital, capital expenditures, research and development expenditures and other general corporate requirements;

limit the combined company's flexibility in planning for, or reacting to, changes in its business and the industry in which Diebold operates;

restrict the combined company's ability to make strategic acquisitions or dispositions or to exploit business opportunities;

place the combined company at a competitive disadvantage compared to its competitors that have less debt;

adversely affect the combined company's credit rating, with the result that the cost of servicing the combined company's indebtedness might increase;

**Table of Contents**

adversely affect the market price of Diebold common shares; and

limit the combined company's ability to apply proceeds from an offering or asset sale to purposes other than the servicing and repayment of debt.

If Diebold is unable to obtain alternate financing through senior unsecured notes, it is unlikely that it will be able to repay the outstanding amounts under the unsecured bridge loan at initial maturity on the 364th day after completion of the business combination. Any debt incurred to refinance the bridge loan may be on unfavorable terms.

***All of our debt obligations, and any future indebtedness we may incur, will have priority over Diebold's common shares with respect to payment in the event of a liquidation, dissolution or winding-up.***

In any liquidation, dissolution or winding-up of Diebold, the Diebold common shares would rank below all debt claims against Diebold. In addition, any convertible or exchangeable securities or other equity securities that we may issue in the future may have rights, preferences and privileges more favorable than those of the Diebold common shares. As a result, holders of Diebold common shares will not be entitled to receive any payment or other distribution of assets upon the liquidation or dissolution until after our obligations to our debt holders and holders of equity securities that rank senior to the Diebold common shares have been satisfied.

***The consummation of the offer may result in ratings organizations and/or securities analysts taking actions, which may adversely affect Diebold's business, financial condition and operating results, as well as the market price of Diebold common shares.***

Diebold's current corporate credit rating is [ ] for Moody's Investors Service, [ ] for Standard and Poor's, and [ ] for Fitch Ratings, and Wincor Nixdorf's corporate rating is [ ] for Moody's Investors Service, [ ] for Standard and Poor's, and [ ] for Fitch Ratings. In connection with the consummation of the offer and the business combination, one or more of these ratings agencies may re-evaluate Diebold's ratings. A downgrade may increase Diebold's cost of borrowing, may negatively impact Diebold's ability to raise additional debt capital, may negatively impact Diebold's ability to successfully compete in the marketplace and may negatively impact the willingness of counterparties to deal with Diebold, each of which could have a material adverse effect on the business, financial condition and results of operations of Diebold and the market value of Diebold common shares.

In addition, the trading market for Diebold common shares depends in part on the research and reports that third-party securities analysts publish about Diebold and its industry. In connection with the consummation of the offer, one or more of these analysts could downgrade the Diebold common shares or issue other negative commentary about Diebold or its industry, which could cause the trading price of Diebold common shares to decline.

### **Risks Relating to Investing and Ownership of Diebold Common Shares**

***Wincor Nixdorf shareholders and Diebold shareholders will have a reduced ownership and voting interest after the business combination and will exercise less influence over management.***

Following the completion of the business combination, Wincor Nixdorf shareholders and Diebold shareholders will own a smaller percentage of Diebold than they currently own of Diebold and Wincor Nixdorf, respectively. We estimate that upon completion of the offer, and assuming that all of the outstanding Wincor Nixdorf ordinary shares are validly tendered in the offer and not properly withdrawn, or, to the extent legally permissible, Diebold has acquired any remaining Wincor Nixdorf ordinary shares in the open market, former Wincor Nixdorf shareholders will own approximately 16.6 percent of the outstanding common shares of Diebold following the business combination.

Consequently, while Diebold shareholders, as a group, will have reduced ownership and voting power in Diebold, but will, as a group, own a majority interest of the voting shares in

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**Table of Contents**

Diebold, Wincor Nixdorf shareholders, as a group, will own a minority of the voting shares in Diebold, and will have reduced voting power in Diebold compared to their ownership and voting power in Wincor Nixdorf. For a more detailed discussion of the assumptions on which this estimate is based, see the section of this prospectus titled "The Offer - Ownership of Diebold Following the Offer."

***The market price for Diebold common shares will be affected by factors different from those that historically have affected Wincor Nixdorf ordinary shares.***

Following the completion of the business combination, Wincor Nixdorf shareholders will become shareholders of Diebold. Diebold's business will differ from that of Wincor Nixdorf, and, accordingly, the results of operations of Diebold will be affected by certain factors that are different from those currently affecting the results of operations of Wincor Nixdorf. For a discussion of the businesses of Diebold and of some important factors to consider in connection with such business, see the section of this prospectus titled "Business of Diebold and Certain Information About Diebold."

***There is no assurance that Diebold will continue to pay dividends following the business combination.***

Although Diebold has paid dividends on its common shares in the past, there is no assurance that Diebold will continue to pay dividends at the same rate or at all after the business combination. The declaration and payment of future dividends, as well as the amount thereof, are subject to the declaration by Diebold's board of directors. The amount and size of any future dividends will depend on Diebold's results of operations, financial condition, capital levels, cash requirements, future prospects and other factors.

***Our maintenance of two exchange listings may adversely affect liquidity in the market for Diebold common shares and could result in pricing differentials of Diebold common shares between the two exchanges. Index funds may sell Diebold common shares which they receive in the offer.***

Diebold common shares currently trade on the NYSE and Wincor Nixdorf ordinary shares currently trade on the Frankfurt Stock Exchange. Diebold will apply to list the Diebold common shares issued to Wincor Nixdorf shareholders on the NYSE. In connection with the business combination, Diebold will also apply to list all Diebold common shares on the regulated market segment (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with a concurrent listing in the subsegment of the regulated market with additional post-admission obligations (Prime Standard), such that the Diebold common shares issued to Wincor Nixdorf shareholders will be fully fungible with the existing Diebold common shares, including with respect to dividend entitlements. It is a condition to the offer that the Diebold common shares be approved for listing on the NYSE and on the Frankfurt Stock Exchange, subject to official notice of issuance. We cannot predict how trading will develop in these two markets. The dual listing of Diebold common shares may split trading between the two markets and adversely affect the liquidity of the shares in one or both markets and may result in price differentials between the exchanges. Differences in the trading schedules, as well as volatility in the exchange rate of the two trading currencies, among other factors, may result in different trading prices for Diebold common shares on the two exchanges. In addition, Diebold common shares will not be listed on any stock index in Germany. Therefore, index funds and other institutional investors whose investments mirror indexes in which Wincor Nixdorf ordinary shares are currently included, such as the MDAX, might be required to sell Diebold common shares which they receive in exchange for their Wincor Nixdorf ordinary shares. This could have a negative impact on the price of Diebold common shares.

***The rights and responsibilities of the shareholders of Diebold will be governed by Ohio law and Diebold's articles of incorporation and code of regulations, which will differ in some respects from the rights and responsibilities of shareholders under German law and the current organizational documents of Wincor Nixdorf.***

Following the completion of the business combination, Diebold's corporate affairs will be governed by its articles of incorporation, its code of regulations and the laws governing companies incorporated in Ohio. The

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**Table of Contents**

rights of Diebold's shareholders and the responsibilities of members of Diebold's board of directors under Ohio law will differ from the rights of shareholders and the responsibilities of the management board and the supervisory board of Wincor Nixdorf under German law. See the section of this prospectus titled "Comparison of Holders' Rights."

It may be difficult for former holders of common shares of Wincor Nixdorf who are not familiar with Ohio corporate law and U.S. market practice to exercise their shareholder rights due to foreign legal concepts, language and customs. In addition, Diebold's shareholder meetings may be held in Ohio, and it may therefore be expensive and otherwise burdensome to attend these meetings in person (for those shareholders who prefer to vote their shares in person as opposed to by proxy), in particular for shareholders who reside outside of the U.S. These aspects could have a material adverse effect on the value of Diebold's common shares and could materially impact the rights of shareholders.

***Anti-takeover provisions could make it more difficult for a third party to acquire us.***

Certain provisions of our charter documents, including provisions limiting the ability of shareholders to raise matters at a meeting of shareholders without giving advance notice and permitting cumulative voting, may make it more difficult for a third party to gain control of our board of directors and may have the effect of delaying or preventing changes in our control or management. This could have an adverse effect on the market price of our common shares. Additionally, Ohio corporate law provides that certain notice and informational filings and special shareholder meeting and voting procedures must be followed prior to consummation of a proposed control share acquisition, as defined in the Ohio Revised Code. Assuming compliance with the prescribed notice and information filings, a proposed control share acquisition may be made only if, at a special meeting of shareholders, the acquisition is approved by both a majority of our voting power represented at the meeting and a majority of the voting power remaining after excluding the combined voting power of the interested shares, as defined in the Ohio Revised Code. The application of these provisions of the Ohio Revised Code also could have the effect of delaying or preventing a change of control.

**Regulatory and Legal Risks Pertaining to Diebold**

***An adverse determination that our services, products or manufacturing processes infringe the intellectual property rights of others, an adverse determination that a competitor has infringed our intellectual property rights or our failure to enforce our intellectual property rights could have a materially adverse effect on our business, operating results or financial condition.***

As is common in any high technology industry, others have asserted from time to time, and may assert in the future, that our services, products or manufacturing processes infringe their intellectual property rights. A court determination that our services, products or manufacturing processes infringe the intellectual property rights of others could result in significant liability and/or require us to make material changes to our services, products and/or manufacturing processes. We are unable to predict the outcome of assertions of infringement made against us.

We also seek to enforce our intellectual property rights against infringement. In October 2015, we filed a complaint with the U.S. International Trade Commission and the U.S. District Court for the Northern District of Ohio, the District Court, alleging that Nautilus Hyosung Inc., and its subsidiary Nautilus Hyosung America Inc., infringe Diebold patents in certain ATMs. The complaints allege that Hyosung has infringed upon six Diebold patents which relate to key features in Hyosung products. We cannot predict the outcome of actions to enforce our intellectual property rights, and, although we seek to enforce our intellectual property rights, we cannot guarantee that we will be successful in doing so. Any of the foregoing could have a materially adverse effect on our business, operating results or financial condition.





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**Table of Contents*****Changes in laws or regulations or the manner of their interpretation or enforcement could adversely impact our financial performance and restrict our ability to operate our business or execute our strategies.***

New laws or regulations, or changes in existing laws or regulations or the manner of their interpretation or enforcement, could increase our cost of doing business and restrict our ability to operate our business or execute our strategies. This includes, among other things, the possible taxation under U.S. law of certain income from foreign operations, compliance costs and enforcement under the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, and costs associated with complying with the Patient Protection and Affordable Care Act of 2010 and the regulations promulgated thereunder. For example, under Section 1502 of the Dodd-Frank Act, the SEC has adopted additional disclosure requirements related to the source of certain conflict minerals for issuers for which such conflict minerals are necessary to the functionality or product manufactured, or contracted to be manufactured, by that issuer. The metals covered by the rules include tin, tantalum, tungsten and gold, commonly referred to as 3TG. Our suppliers may use some or all of these materials in their production processes. The SEC's rules require us to perform supply chain due diligence on every member of our supply chain, including the mine owner and operator. Global supply chains can have multiple layers, thus the costs of complying with these requirements could be substantial. These requirements may also reduce the number of suppliers who provide conflict free metals, and may affect our ability to obtain products in sufficient quantities or at competitive prices. Compliance costs and the unavailability of raw materials could have a material adverse effect on our results of operations. As another example, the customs authority in Thailand has unilaterally changed its position with respect to its obligations under the World Trade Organization's International Technology Agreement, or the ITA, which provides duty-free treatment for the importation of ATMs into Thailand from other member countries that have signed the ITA.

***Any actions or other governmental investigations or proceedings related to or arising from the matters that resulted in our previous settlements could result in substantial costs to defend enforcement or other related actions that could have a materially adverse effect on our business, operating results or financial condition.***

Diebold had previously reached an agreement in 2009 with the staff of the SEC to settle civil charges stemming from the staff's enforcement inquiry and an agreement with the staff of the SEC and Department of Justice to settle the FCPA review in 2013. We could incur substantial additional costs to defend and resolve third-party litigation or other governmental actions, investigations or proceedings arising out of, or related to, the completed investigations or these settlements. The diversion of resources to address issues arising out of any such third-party or governmental actions may harm our business, operating results and financial condition in the future.

**Risks Relating to Wincor Nixdorf's Businesses*****Wincor Nixdorf's business, financial condition and results of operations may be negatively affected by the uncertainties of global economic, credit and political conditions.***

Wincor Nixdorf's business is sensitive to the strength of global economic and credit conditions, particularly as they affect the financial services and retail sectors of the economy in various parts of the world. Economic and credit conditions are influenced by a number of factors, including consumer confidence, unemployment levels, interest rates, foreign exchange rates, and the effects of government actions to address sovereign debt issues, improve global credit markets and generally stimulate economic growth. Slower growth in emerging markets can particularly have an adverse effect on Wincor Nixdorf's results. Negative global economic conditions also may have a material effect on Wincor Nixdorf's customers' ability to obtain financing for the purchase of Wincor Nixdorf's products and services, which could adversely affect Wincor Nixdorf's operating results.

Global economic conditions are influenced by reduced levels of capital expenditures, declining levels of consumer and business confidence, increasing unemployment in certain countries, fluctuating commodity prices, bankruptcies, natural disasters, political crises, imminent social unrest and other challenges. Numerous other factors, such as fluctuations in energy and raw material prices, as well as global political conflicts, including

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**Table of Contents**

those in the Middle East, North Africa and other regions, continue to impact macroeconomic parameters and the international capital and credit markets. The uncertainty of economic and political conditions can have a material adverse impact on Wincor Nixdorf's business, financial condition and results of operations.

If Wincor Nixdorf is not successful in adapting its production and cost structure to subsequent changes to conditions in the markets in which Wincor Nixdorf operates, there can be no assurance that Wincor Nixdorf will not experience adverse effects that may be material to its business, financial condition and results of operations. For example, uncertain economic conditions could cause Wincor Nixdorf's customers to modify, delay or cancel plans to purchase Wincor Nixdorf's products and services or to execute transactions. Furthermore, prices may decline as a result of adverse market conditions to a greater extent than currently anticipated. In addition, contracted payment terms, especially regarding the level of advance payments by customers relating to long-term projects, may become less favorable, which could negatively impact cash flows. Additionally, if customers are not successful in generating sufficient revenue or securing access to the capital markets, they may not be able to pay, or may delay payment of, the amounts they owe Wincor Nixdorf, which may adversely affect Wincor Nixdorf's business, financial condition and results of operations.

***Competition in the industries that Wincor Nixdorf targets is intense, and any failure to compete effectively would have an adverse effect on Wincor Nixdorf's business.***

Wincor Nixdorf operates in industries which are intensely competitive. The information technology industry is characterized by rapidly changing technology, increasing levels of digitalization, evolving industry standards, frequent new product introductions, price and cost reductions, and increasingly greater commoditization of products, making differentiation difficult. Some of Wincor Nixdorf's competitors are extremely large companies, some of which have more financial and technical resources, or more widespread distribution and market penetration for their platforms and service offerings, than Wincor Nixdorf. In addition, Wincor Nixdorf competes with smaller companies in specific niche portions of the retail banking and retail industries.

Wincor Nixdorf's future competitive performance and market position depend on a number of factors, including its ability to:

react to competitive product and pricing pressures;

penetrate and meet the changing competitive requirements and deliverables in developing and emerging markets, such as Russia;

cross-sell additional products and services to its existing customer base;

rapidly and continually design, develop and market, or otherwise maintain and introduce, innovative solutions and related products and services 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 its products.

In the vast majority of countries where Wincor Nixdorf conducts business, Wincor Nixdorf faces substantial competition from local providers that offer competing services and products. Some of these companies may have a dominant market share in their territories and may be owned by local stakeholders. This could give them a competitive advantage. Local providers of competing services and products may also have a substantial advantage in attracting customers in their countries due to more established branding in that country, greater knowledge with respect to the tastes and preferences of customers residing in that country and/or their focus on a single market.

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**Table of Contents**

Wincor Nixdorf's business and operating performance also could be impacted by external competitive pressures, such as increasing price erosion and the entry of new competitors into its existing product and geographic markets. The impact of these product and pricing pressures could include lower customer satisfaction, decreased demand for Wincor Nixdorf's products and services, loss of market share and reduction of operating profits.

***Wincor Nixdorf's ability to anticipate and respond to changing industry trends and the needs and preferences of its customers may affect Wincor Nixdorf's competitiveness or demand for its products, which may adversely affect Wincor Nixdorf's operating results.***

The industries in which Wincor Nixdorf operates are subject to rapid technological advancements, new products and services, including mobile payment applications, an evolving competitive landscape, developing industry standards, and changing customer needs and preferences. Wincor Nixdorf expects that new services and technologies applicable to the banking and retail industries will continue to emerge. These changes in technology may limit the competitiveness of and demand for Wincor Nixdorf's products and services. Also, Wincor Nixdorf's customers and their clients continue to adopt new technologies for business and personal uses. Wincor Nixdorf must anticipate and respond to these changes in order to remain competitive within its relative markets. In addition, customers' and their clients' potential negative reaction to Wincor Nixdorf's products and services can spread quickly through social media and damage Wincor Nixdorf's reputation before it has the opportunity to respond. If Wincor Nixdorf is unable to anticipate or respond to technological changes or evolving industry standards on a timely basis, its ability to remain competitive could be materially adversely affected.

The development process for Wincor Nixdorf's products and services requires high levels of innovation from its research and development and product development teams and suppliers of the components embedded or incorporated in its products and services. In addition, Wincor Nixdorf may need to build or expand, and maintain, infrastructure in order to support certain of its products and services. The development process also can be lengthy and costly, and requires Wincor Nixdorf to commit a significant amount of resources to bring its business solutions to market. If Wincor Nixdorf is unable to anticipate its customers' needs and technological and industry trends accurately, or is otherwise unable to complete development efficiently, Wincor Nixdorf would be unable to introduce new products and services into the market on a timely basis, if at all, and its business and operating results could be impacted. Likewise, Wincor Nixdorf sometimes makes assurances to customers regarding the operability and specifications of new technologies, and its results could be impacted if it is unable to deliver such technologies, or if such technologies do not perform as planned. Once Wincor Nixdorf has developed new products and services, if it cannot successfully market and sell those products and services, its business and operating results could be impacted.

***Any failure to retain major existing customers or to obtain new customers on favorable terms could adversely affect Wincor Nixdorf's results of operations and financial condition.***

Wincor Nixdorf's business depends on satisfying its current customers and winning new customers on favorable terms. Wincor Nixdorf may from time to time face pricing pressure in obtaining and retaining larger customers. Competitors may offer more attractive pricing to Wincor Nixdorf's current and prospective customers or other services that it does not offer. Larger customers may be able to negotiate lower prices. They may also reduce services if they decide to move services in-house. Further, some customers may exert pricing pressure due to pricing competition or other economic needs or pressures such customers experience from their own customers. On some occasions, this pricing pressure may result in lower revenue from a customer than had been anticipated. The loss of one or more significant customers, or a reduction in revenue from one or more major customers, could result in an adverse effect on Wincor Nixdorf's business, operating results, and financial condition.

For some potential customers, switching from one vendor (or from an internally-developed system) to a new vendor is a significant undertaking. As a result, potential customers often resist change. There can be no assurance that Wincor Nixdorf's strategies for overcoming potential customers' reluctance to change vendors will be successful and this resistance could adversely affect Wincor Nixdorf's growth.

**Table of Contents**

***Wincor Nixdorf's net sales and operating results may fluctuate.***

Wincor Nixdorf's net sales and operating results may fluctuate from quarter to quarter and year to year and are likely to continue to vary due to a number of factors, many of which are not within Wincor Nixdorf's control. Revenues and operating results for any future period are not predictable with any significant degree of certainty. Fluctuations in Wincor Nixdorf's operating results and financial condition may occur due to a number of factors, including, but not limited to, those listed below:

the mix of products that Wincor Nixdorf sells during any period;

the entry of new competitors into Wincor Nixdorf's markets;

development of new competitive products or services by others;

changes in Wincor Nixdorf's pricing policies or those of Wincor Nixdorf's competitors, including Wincor Nixdorf's responses to price competition;

delays between Wincor Nixdorf's expenditures to develop and market new or enhanced products and services and the generation of sales from those products and services;

changes in the amount Wincor Nixdorf spends for marketing and other efforts;

delays between Wincor Nixdorf's expenditures to develop, acquire or license new technologies and processes, and the generation of sales related thereto;

changes in the cost of satisfying Wincor Nixdorf's warranty obligations;

Wincor Nixdorf's level of research and development activities and their associated costs and rates of success;

changes in the size and complexity of Wincor Nixdorf's organization, including operations outside of Europe;

major changes in expenses or timing in the delivery of complex customer projects in the high end services portfolio;



interruptions to or other problems with Wincor Nixdorf's information technology systems, manufacturing processes or other operations;

general economic and industry conditions;

changes in accounting rules and tax laws; and

changes in interest rates that affect returns on Wincor Nixdorf's cash balances and short-term investments.

***Wincor Nixdorf's operating results could be negatively impacted if it is unsuccessful in transforming its business model.***

During the past year, Wincor Nixdorf has begun to shift its business model to focus increasingly on sales of higher margin software and service product offerings. Wincor Nixdorf's ability to successfully grow its software and services businesses depends on a number of different factors, among others, including market acceptance of its software solutions and expanding its services capabilities and geographic coverage. In addition, development of these businesses may require increased capital and research and development expenses and resource allocation, and these costs may reduce Wincor Nixdorf's gross margins and the return on these investments may be lower, or may develop more slowly, than expected. If Wincor Nixdorf is not successful in growing its software and services businesses and expanding its customer base at the rate that is anticipated, Wincor Nixdorf may not meet its growth and gross margin expectations, and operating results could be negatively impacted.

In particular, Wincor Nixdorf has in the past year taken a series of realignment and restructuring steps under its Delta Program aimed at evolving Wincor Nixdorf into a software and IT services company and improving

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**Table of Contents**

Wincor Nixdorf's margins and profitability. There can be no assurance that Wincor Nixdorf's proposed restructuring will be sufficient to achieve the desired levels of profitability. If Wincor Nixdorf's proposed restructuring does not achieve its aims, Wincor Nixdorf may be required to take additional restructuring actions which could further reduce its profitability and margins.

***If Wincor Nixdorf does not control its operating expenses, it will not be able to compete effectively in its industry.***

Wincor Nixdorf continually seeks to make its cost structure and business processes more efficient. Wincor Nixdorf is focused on increasing workforce flexibility and scalability, and improving overall competitiveness by leveraging its global capabilities. Its strategy involves, to a substantial degree, increasing revenue and product volume while at the same time controlling operating expenses. If Wincor Nixdorf does not control its operating expenses, its ability to compete in the marketplace may be impaired. The reduction of personnel in connection with its restructuring could result in disruptions that affect Wincor Nixdorf's products and customer service. In addition, Wincor Nixdorf's efforts to make its operations more efficient through its current restructuring are expected to result in restructuring and other charges.

***Defects, errors, installation difficulties or development delays could expose Wincor Nixdorf to potential liability, harm its reputation and negatively impact its business.***

Many of Wincor Nixdorf's products are sophisticated and complex, and despite testing and quality control, Wincor Nixdorf cannot be certain that defects or errors will not be found in current versions or new versions of its products. If Wincor Nixdorf's products contain undetected defects or errors, or otherwise fail to meet its customers' expectations, Wincor Nixdorf could face the loss of customers and additional development or delivery-related costs. If defects or errors delay product installation or make it more difficult, Wincor Nixdorf could experience delays in customer acceptance, or if its products require significant amounts of customer support, it could result in incremental costs to Wincor Nixdorf. In addition, customers may deploy Wincor Nixdorf's software in both standard and non-standard configurations in different environments with different computer platforms, system management software and equipment and networking configurations, which may increase the likelihood of technical difficulties. Wincor Nixdorf's products may need to be integrated with other components or software, and, in the event that there are defects or errors, it may be difficult to determine the origin of such defects or errors. If any of these risks materialize, they could result in additional costs and expenses, exposure to liability claims, diversion of technical and other resources to engage in remediation efforts, loss of customers or negative publicity, each of which could impact Wincor Nixdorf's business and operating results.

***Wincor Nixdorf's multinational operations, including its business operations in emerging markets, expose Wincor Nixdorf to business and legal risks.***

For the year ended September 30, 2014, approximately 70 percent of Wincor Nixdorf's net sales were generated in Europe. The Asia/Pacific/Africa region accounted for 18 percent and the Americas accounted for 12 percent. Wincor Nixdorf's global operations, including in emerging markets, is subject to risks, which include, among others:

political conditions and local regulations that could adversely affect demand for Wincor Nixdorf's products and services, or Wincor Nixdorf's ability to access funds and resources, or Wincor Nixdorf's ability to sell products in these markets;

the impact of a downturn in the global economy, or in regional economies, on demand for Wincor Nixdorf's products and services;

the impact of ongoing and future sovereign debt, economic and credit conditions on the stability of national and regional economies and industries within those economies;

**Table of Contents**

currency exchange rate fluctuations that could result in lower demand for Wincor Nixdorf's products as well as generate currency translation losses;

changes to and compliance with a variety of laws and regulations that may increase the cost of doing business or otherwise prevent Wincor Nixdorf from effectively competing internationally;

government uncertainty, including as a result of new laws and regulations or changes to existing laws and regulations;

the institution of, or changes to, trade protection measures, currency restrictions, and import or export licensing requirements;

the successful implementation and use of systems, procedures and controls to monitor operations in non-U.S. markets;

changing competitive requirements and deliverables in developing and emerging markets;

work stoppages and other labor conditions or issues;

disruptions in transportation and shipping infrastructure;

potentially longer sales and payment cycles;

potentially greater difficulties in collecting accounts receivable;

challenges in providing products and services across a significant distance, in different languages and among different cultures;

operating in countries with a higher incidence of corruption and fraudulent business practices;

costs and difficulties of customizing products for different foreign countries;

conflict and overlap among tax regimes;

possible tax constraints impeding business operations in certain countries;

expenses associated with the localization of products and compliance with local regulatory requirements;

discriminatory or conflicting fiscal policies;

operational difficulties in countries with a high corruption perceptions index;

protectionist trade policies and regulations for import and export;

works councils, labor unions and immigration laws in different countries;

data protection and privacy in regard to access by governmental authorities to customer, partner or employee data;

difficulties enforcing intellectual property and contractual rights in certain jurisdictions;

tariffs, trade barriers and other regulatory or contractual limitations on Wincor Nixdorf's ability to sell or develop its products in certain foreign markets; and

the impact of civil unrest relating to war and terrorist activity on the economy or markets in general, or on Wincor Nixdorf's ability, or the ability of its suppliers, to meet commitments.

In addition, the application of the laws and regulations of countries where Wincor Nixdorf operates to Wincor Nixdorf's business is sometimes unclear, subject to change over time, and sometimes may conflict between different jurisdictions. Additionally, these laws and governments' approach to enforcement, as well as Wincor Nixdorf's products and services, are continuing to change and evolve. Compliance with these types of regulations may involve significant costs or require changes in products or business practices. Non-compliance

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**Table of Contents**

could result in penalties being imposed on Wincor Nixdorf or orders that Wincor Nixdorf stop the alleged noncompliant activity. One or more of these factors could have an adverse effect on Wincor Nixdorf's operations globally or in one or more countries or regions, which could have an adverse effect on Wincor Nixdorf's business, financial position, profit, and cash flows.

***Wincor Nixdorf may expand operations into international markets in which it may have limited experience or rely on business partners.***

Wincor Nixdorf continually seeks to expand its services and products into new international markets. As Wincor Nixdorf expands into new international markets, it may have only limited experience in marketing and operating services and products in such markets. In other instances, Wincor Nixdorf may rely on the efforts and abilities of foreign business partners in such markets. Certain international markets may be slower than Wincor Nixdorf's domestic markets in adopting Wincor Nixdorf's services and products, and its operations in international markets may not develop at a rate that supports Wincor Nixdorf's level of investment. Further, violations of laws by Wincor Nixdorf's foreign business partners, or allegations of such violations, could disrupt its business and result in financial penalties and other consequences that may have a material adverse effect on Wincor Nixdorf's business, financial condition or results of operations.

***Wincor Nixdorf's new products and product enhancements may not be successful, could increase Wincor Nixdorf's costs and could reduce customer demand.***

To achieve market acceptance and high customer satisfaction, new products and product enhancements often require long development and testing periods. Development work and market introductions are subject to risks. For example, products might not completely meet Wincor Nixdorf's stringent high-quality standards, including security standards, might not fulfill market needs or customer expectations, or might not comply with local standards and requirements. Therefore, market launches, entering new markets, or the introduction of new innovations could be delayed or unsuccessful.

In addition, new products, including third-party technologies Wincor Nixdorf has licensed and open source software components used in those products, could contain undetected defects or they might not be mature enough from the customer's point of view for business-critical solutions. The detection and correction of any defects especially after shipment could be expensive and time-consuming and Wincor Nixdorf might not be able to meet the expectations of customers regarding time and quality in the defect resolution process. In some circumstances, Wincor Nixdorf might not be in a position to rectify such defects or entirely meet the expectations of customers, specifically as Wincor Nixdorf is expanding its product portfolio into additional markets. As a result, Wincor Nixdorf might be faced with customer claims for cash refunds, damages, replacement software, or other concessions. The risk of defects and their adverse consequences could increase as Wincor Nixdorf seeks to introduce a variety of new and complex software products simultaneously. Significant undetected defects or delays in introducing new products or product enhancements could affect market acceptance of its software products and could have an adverse effect on its reputation, business, financial position, profit, and cash flows.

The use of existing software products by customers in business-critical solutions and processes and the relative complexity and technical interdependency of Wincor Nixdorf's software products create a risk that customers or third parties may pursue warranty, performance, or other claims against Wincor Nixdorf for actual or alleged defects in Wincor Nixdorf's software products, in its provision of services, or in its application hosting services. Wincor Nixdorf has in the past been, and may in the future be, subject to warranty, performance, or other similar claims. In addition, regardless of the merits of a claim, such claim could entail substantial expense and require the devotion of significant time and attention by key management personnel. Publicity surrounding such claims could affect Wincor Nixdorf's

reputation and the demand for its software.

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**Table of Contents*****Wincor Nixdorf's historical and ongoing manufacturing activities subject Wincor Nixdorf to environmental exposures and other potential liabilities.***

Wincor Nixdorf's facilities and operations are subject to a wide range of environmental protection laws, and its products are subject to environmental laws in a number of jurisdictions. Given the uncertainties inherent in such activities, there can be no assurances that the costs required to comply with applicable environmental laws will not impact future operating results. In addition, accidents or other incidents that occur at Wincor Nixdorf's facilities or involve its personnel or operations could result in claims for damages against Wincor Nixdorf. Furthermore, in the event Wincor Nixdorf is found to be financially responsible, as a result of environmental or other laws or by court order, for environmental damages alleged to have been caused by Wincor Nixdorf or occurring on Wincor Nixdorf's premises, Wincor Nixdorf could be required to pay substantial monetary damages or undertake expensive remedial obligations. The amount of any costs, including fines or damages payments that Wincor Nixdorf might incur under such circumstances, could substantially exceed any insurance Wincor Nixdorf has to cover such losses. Any of these events, alone or in combination, could have a material adverse effect on Wincor Nixdorf's business, financial condition and results of operations and could adversely affect Wincor Nixdorf's reputation.

***Wincor Nixdorf is highly dependent upon sales to certain industries.***

Wincor Nixdorf generates approximately two-thirds of its total net revenue from the banking sector and approximately one-third from the retail sector. To the extent either of these industries experiences a downturn and Wincor Nixdorf is unable to penetrate and expand into other industries, Wincor Nixdorf's results of operations may be adversely affected. Additionally, if any of these industries develops new technologies or alternatives to Wincor Nixdorf's hardware or software products, Wincor Nixdorf's results of operations could be adversely affected.

***Consolidation in the banking and financial services industry could adversely affect Wincor Nixdorf's revenues by eliminating existing or potential customers and making Wincor Nixdorf more dependent on a more limited number of customers.***

In recent years, there have been a number of mergers and consolidations in the banking and financial services industry. Mergers and consolidations of financial institutions reduce the number of Wincor Nixdorf's customers and potential customers, which could adversely affect its revenues. Further, if Wincor Nixdorf's customers fail, or merge with or are acquired by other entities that are not its customers or that use fewer of its services, they may discontinue or reduce their use of its services. It is also possible that the larger banks or financial institutions resulting from mergers or consolidations would have greater leverage in negotiating terms with Wincor Nixdorf or could decide to perform in-house some or all of the services which Wincor Nixdorf currently provides or could provide. Any of these developments could have a material adverse effect on Wincor Nixdorf's business, financial condition and results of operations.

***Social and political instability caused by state-based conflicts, terrorist attacks, civil unrest, war, or international hostilities, as well as pandemic disease outbreaks or natural disasters, could disrupt Wincor Nixdorf's business operations.***

Terrorist attacks and other acts of violence or war, civil and political unrest (such as in the Middle East, in the Ukraine, and in certain parts of Africa), natural disasters (such as hurricanes, flooding, or similar events) or pandemic diseases (such as Ebola) could have a significant adverse effect on the related economy or beyond. Such an event could lead, for example, to the disruption or disablement of operations at certain of Wincor Nixdorf's locations, and could affect its ability to provide business services and maintain effective business operations. Furthermore, this could have a significant adverse effect on Wincor Nixdorf's suppliers as well as its customers and their investment decisions,



which could have an adverse effect on Wincor Nixdorf's reputation, business, financial position, profit, and cash flows.

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**Table of Contents*****Wincor Nixdorf's sales are subject to seasonal fluctuation.***

Wincor Nixdorf's sales vary from quarter to quarter, with lower net sales in its second and third quarters (January 1 to June 30) and higher net sales in the first quarter (October 1 to December 31) and the fourth quarter (July 1 to September 30). Such seasonality also causes Wincor Nixdorf's working capital cash flow requirements to vary from quarter to quarter depending on variability in the volume, timing and mix of product sales. In addition, revenue in the last month of each quarter is typically higher than in the first and second months of each quarter.

***Wincor Nixdorf is exposed to the risk of currency and interest rate fluctuations.***

Wincor Nixdorf's net sales and operating profit are subject to variability due to the effects of foreign currency fluctuations against the euro. Wincor Nixdorf has exposure principally to the U.S. dollar. In general, appreciation of the euro relative to another currency has an adverse effect while depreciation of the euro relative to another currency has a positive effect. Wincor Nixdorf endeavors to mitigate the effects of currency and interest rate fluctuations through the use of currency forward contracts, but significant currency and interest rate fluctuations could adversely affect Wincor Nixdorf's business, results of operations and financial condition.

Wincor Nixdorf endeavors to mitigate the effects of interest rate fluctuations, but significant interest rate fluctuations could adversely affect Wincor Nixdorf's business, results of operations and financial condition. Borrowings under Wincor Nixdorf's syndicated loan facility are at variable rates of interest and expose Wincor Nixdorf to interest rate risk. If interest rates were to increase, Wincor Nixdorf's debt service obligations on the variable rate indebtedness would increase even if the amount borrowed remained the same, and Wincor Nixdorf's profit and cash flows, including cash available for servicing its indebtedness, would correspondingly decrease.

***Wincor Nixdorf will be significantly harmed unless it can obtain patent protection for its products or otherwise protect its intellectual property.***

It is critical to Wincor Nixdorf's continued development of leading products that it be able to protect and enhance its proprietary rights in its intellectual property through patent, copyright, trademark and trade secret laws. These efforts include protection of the products and the application, diagnostic and other software Wincor Nixdorf develops. To the extent Wincor Nixdorf is not successful in protecting its proprietary rights, its business could be adversely impacted. Also, some of Wincor Nixdorf product offerings rely on technologies developed by others, and if Wincor Nixdorf is unable to continue to obtain licenses for such technologies, its business could be adversely impacted.

Despite Wincor Nixdorf's efforts to protect its proprietary rights, it is possible that competitors or other unauthorized third parties may obtain, copy, use or disclose Wincor Nixdorf's technologies, inventions, processes or improvements. Wincor Nixdorf cannot assure you that any of its existing or future patents or other intellectual property rights will be enforceable, will not be challenged, invalidated or circumvented, or will otherwise provide Wincor Nixdorf with meaningful protection or any competitive advantage. In addition, Wincor Nixdorf's pending patent applications may not be granted, and Wincor Nixdorf may not be able to obtain foreign patents or elect to file applications corresponding to its E.U. and/or U.S. patents. The laws of certain countries outside the European Union and the United States may not provide the same level of patent protection as in the European Union and the United States, and even if Wincor Nixdorf asserts its patents or obtains additional patents in countries outside of the United States and the European Union, effective enforcement of such patents may not be available. If Wincor Nixdorf's patents do not adequately protect its technology, Wincor Nixdorf's competitors may be able to offer additive manufacturing systems or other products similar to Wincor Nixdorf's products. Competitors may also be able to develop similar technology independently or design around Wincor Nixdorf's patents, and Wincor Nixdorf may not be able to detect the unauthorized use of its proprietary technology or take appropriate steps to prevent such use. Any of the foregoing

events would lead to increased competition and lower revenues or gross margins, which could adversely affect Wincor Nixdorf's operating results.

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**Table of Contents**

In addition, while Wincor Nixdorf may enter into confidentiality and invention assignment agreements intended to protect such rights, such agreements can be difficult and costly to enforce or may not provide adequate remedies if violated. Such agreements may be breached and confidential information may be willfully or unintentionally disclosed, or Wincor Nixdorf's competitors or other parties may learn of the information in some other way. Since Wincor Nixdorf cannot legally prevent one or more other companies from developing similar or identical technology to its unpatented technology, it is likely that, over time, one or more other companies may be able to replicate Wincor Nixdorf's technology, thereby reducing its technological advantages. Also, patents are jurisdictional in nature and therefore offer protection only in certain markets, rather than globally. If Wincor Nixdorf does not protect its technology or is unable to develop new technology that can be protected by patents or as trade secrets, Wincor Nixdorf may face increased competition from other companies, which may adversely affect its results of operations.

***Wincor Nixdorf may be subject to claims alleging patent infringement.***

Wincor Nixdorf's products and technology, including the technology that it licenses from others, may infringe the intellectual property rights of third parties. Patent applications in most countries (such as the United States) are confidential for a period of time until they are published, and the publication of discoveries in scientific or patent literature typically lags actual discoveries by several months or more. As a result, the nature of claims contained in unpublished patent filings around the world is unknown to Wincor Nixdorf, and Wincor Nixdorf cannot be certain that it was the first to conceive inventions covered by its patents or patent applications or that Wincor Nixdorf was the first to file patent applications covering such inventions. Furthermore, it is not possible to know in which countries patent holders may choose to extend their filings under the Patent Cooperation Treaty or other mechanisms.

Any claims that Wincor Nixdorf's products or processes infringe the intellectual property rights of others, regardless of the merit or resolution of such claims, could cause Wincor Nixdorf to incur significant costs in responding to, defending and resolving such claims, and may prohibit or otherwise impair Wincor Nixdorf's ability to commercialize new or existing products. Any infringement by Wincor Nixdorf or its licensors of the intellectual property rights of third parties may have a material adverse effect on Wincor Nixdorf's business, financial condition and results of operations.

Third-party claims of intellectual property infringement successfully asserted against Wincor Nixdorf may require Wincor Nixdorf to redesign infringing technology or enter into costly settlement or license agreements on terms that are unfavorable, prevent Wincor Nixdorf from manufacturing or licensing certain of its products, subject Wincor Nixdorf to injunctions restricting the sale of products and use of infringing technology, cause severe disruptions to its operations or the markets in which it competes, impose costly damage awards or require indemnification of its sales agents and end-users. In addition, as a consequence of such claims, Wincor Nixdorf may incur significant costs in acquiring the necessary third-party intellectual property rights for use in its products or developing non-infringing substitute technology. Any of the foregoing developments could seriously harm Wincor Nixdorf's business.

***Wincor Nixdorf may incur substantial costs enforcing or acquiring intellectual property rights and defending against third-party claims as a result of litigation or other proceedings.***

In connection with the enforcement of Wincor Nixdorf's intellectual property rights, opposing third parties from obtaining patent rights or disputes related to the validity or alleged infringement of Wincor Nixdorf's or third-party intellectual property rights, including patent rights, Wincor Nixdorf may in the future be subject or party to claims, negotiations or complex, protracted litigation. Intellectual property disputes and litigation, regardless of merit, can be costly and disruptive to Wincor Nixdorf's business operations by diverting attention and energies of management and key technical personnel, and by increasing the costs of doing business. Wincor Nixdorf may not prevail in any such dispute or litigation, and an adverse decision in any legal action involving intellectual property rights, including any

such action commenced by Wincor Nixdorf, could limit the scope of

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**Table of Contents**

Wincor Nixdorf's intellectual property rights and the value of the related technology. While Wincor Nixdorf strives to avoid infringing the intellectual property rights of third parties, Wincor Nixdorf cannot provide any assurances that it will be able to avoid any infringement claims.

***Obtaining and maintaining patent protection depends on compliance with various procedural, documentary, fee payment and other requirements imposed by governmental patent agencies, and Wincor Nixdorf's patent protection could be reduced or eliminated for non-compliance with these requirements.***

Periodic maintenance fees on any issued patent are due to be paid to the U.S. Patent and Trademark Office, or the USPTO, and non-U.S. patent agencies in several stages over the lifetime of the patent. The USPTO and various non-U.S. governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. While an inadvertent lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include, but are not limited to, failure to respond to official actions within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. If Wincor Nixdorf fails to maintain the patents and patent applications covering Wincor Nixdorf's products and processes, Wincor Nixdorf's competitive position would be adversely affected.

***The use of open source software could adversely affect Wincor Nixdorf's ability to sell its services and subject it to possible litigation.***

Wincor Nixdorf uses open source software in providing its products and services, and it may use additional open source software in the future. Such open source software is generally licensed by its authors or other third parties under open source licenses. Under such licenses, if Wincor Nixdorf engages in certain defined manners of use, it may be subject to certain conditions, including requirements that it offers its products and services that incorporate the open source software for no cost; that it makes available source code for modifications or derivative works it creates based upon, incorporating or using the open source software; and/or that it licenses such modifications or derivative works under the terms of the particular open source license. In addition, if a third-party software provider has incorporated open source software into software that Wincor Nixdorf licenses from such provider in a manner that triggers one or more of the above requirements, Wincor Nixdorf could be required to disclose any of Wincor Nixdorf's source code that incorporates or is a modification of such licensed software. If an author or other third party that distributes such open source software were to allege that Wincor Nixdorf had not complied with the conditions of one or more of these licenses, Wincor Nixdorf could be required to incur significant legal expenses defending such allegations and could be subject to significant damages, enjoined from the sale of its products and services that contained the open source software, and required to comply with the foregoing conditions, which could disrupt the distribution and sale of some of Wincor Nixdorf's products and services.

***If Wincor Nixdorf cannot attract and retain quality employees, it will not be able to meet its business objectives.***

Employees are vital to the success of Wincor Nixdorf. Wincor Nixdorf's ability to attract and retain highly skilled technical, sales, consulting and other key personnel is critical, as these key employees are difficult to replace. There is substantial competition for qualified and capable personnel in many of the jurisdictions in which Wincor Nixdorf operates, which can make it difficult for Wincor Nixdorf to recruit and retain qualified employees in sufficient numbers. Increased difficulty in recruiting or retaining sufficient and adequate personnel in Wincor Nixdorf's international operations may lead to increased manufacturing and employment compensation costs, which could adversely affect Wincor Nixdorf's results of operations. If Wincor Nixdorf is unable to attract or retain highly qualified

employees by offering competitive compensation, secure work environments and leadership opportunities now and in the future, Wincor Nixdorf's business and operating results could be negatively impacted.

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**Table of Contents**

In addition, if any of Wincor Nixdorf's senior management team or key employees joins a competitor, Wincor Nixdorf may lose clients, suppliers, know-how and key IT professionals and staff members. Additionally, there could be unauthorized disclosure or use of Wincor Nixdorf's technical knowledge, practices or procedures by such personnel. If any dispute arises between any members of Wincor Nixdorf's senior management team or key employees and Wincor Nixdorf, any noncompetition, nonsolicitation and nondisclosure agreements Wincor Nixdorf has with its senior executives or key employees might not provide effective protection to Wincor Nixdorf in light of legal uncertainties associated with the enforceability of such agreements.

***If Wincor Nixdorf is unable to attract and retain highly-skilled IT professionals, it may not be able to maintain client relationships and grow effectively, which may adversely affect Wincor Nixdorf's business, results of operations and financial condition.***

Wincor Nixdorf's business particularly depends on its ability to attract, develop, motivate, retain and effectively utilize highly-skilled IT professionals. Wincor Nixdorf believes that there is significant competition for technology professionals in Latin America, the United States, Europe and elsewhere who possess the technical skills and experience necessary to deliver Wincor Nixdorf's services, and that such competition is likely to continue for the foreseeable future. Wincor Nixdorf's ability to properly serve its clients depends, in large part, on its ability to hire and retain qualified IT professionals. Wincor Nixdorf cannot assure you that it will be able to recruit and train a sufficient number of qualified professionals or that it will be successful in retaining current or future employees. Increased hiring by technology companies, particularly in Latin America, the United States and Europe, and increasing worldwide competition for skilled technology professionals may lead to a shortage in the availability of qualified personnel in the locations where Wincor Nixdorf operates and hires. Failure to hire and train or retain qualified technology professionals in sufficient numbers could have a material adverse effect on Wincor Nixdorf's business, results of operations and financial condition.

***Increased energy and raw material costs could reduce Wincor Nixdorf's operating profit.***

Energy prices, particularly petroleum prices, and raw material costs affect Wincor Nixdorf's business and margins. In recent years, the price of petroleum has been highly volatile, particularly due to the unstable political conditions in the Middle East and increasing international demand from emerging markets. Price increases in fuel and electricity costs increase Wincor Nixdorf's cost of operations. Any increase in the cost of energy would also increase Wincor Nixdorf's transportation costs. In addition, Wincor Nixdorf is subject to the risk of increased prices of raw materials that it uses in its business in the manufacturing of its products, such as the prices of metals, plastics and IT components. Although Wincor Nixdorf attempts to pass on higher energy and raw material costs to its customers, it is often not possible given the competitive markets in which Wincor Nixdorf operates.

***If Wincor Nixdorf does not invest in and maintain reliable technology infrastructure and information systems, its ability to effectively manage its business could be negatively impacted.***

It is periodically necessary to add to, replace, upgrade or modify Wincor Nixdorf's technology infrastructure and internal information systems. If Wincor Nixdorf is unable to expand, replace, upgrade or modify such systems in a timely and cost-effective manner, especially in light of demands on Wincor Nixdorf's information technology resources, Wincor Nixdorf's ability to capture and process financial transactions and, therefore, Wincor Nixdorf's financial condition, results of operations, or ability to comply with legal and regulatory reporting obligations, may be impacted.

***Cybersecurity and data privacy issues could negatively impact Wincor Nixdorf's business.***



Wincor Nixdorf collects, uses and stores personal information of its customers and their personnel in connection with certain of its service offerings. Wincor Nixdorf also may have access to personal information of

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**Table of Contents**

its customers' customers in the course of servicing its products or third-party products. Additionally, Wincor Nixdorf collects, uses and stores personal information of its employees and of contractor personnel in the ordinary course of business. While Wincor Nixdorf uses commercially available security technologies to safeguard this personal data and implements access controls to limit the risk of unauthorized use or disclosure by employees and contractors, a breach of these security measures could result in unauthorized access to, or disclosure of, personal data, resulting in claims, costs and reputational harm that could materially and adversely affect Wincor Nixdorf's operating results.

Wincor Nixdorf may also detect, or may receive notice from third parties (including governmental agencies) regarding, potential vulnerabilities in its information technology systems, its products, or third-party products used in conjunction with its products. Even if these potential vulnerabilities do not result in a data breach, their existence can adversely affect customer confidence and Wincor Nixdorf's reputation in the marketplace. To the extent such vulnerabilities require remediation, such remedial measures could require significant resources and may not be implemented before such vulnerabilities are exploited.

***Wincor Nixdorf may face the interruption of its supply chain, including the inability of third parties to deliver parts, components and services on time, and Wincor Nixdorf may be subject to rising raw material prices.***

Wincor Nixdorf's financial performance depends in part on reliable and effective supply chain management for components, sub-assemblies and other materials. Capacity constraints and supply shortages resulting from ineffective supply chain management may lead to delays and additional cost. Wincor Nixdorf relies on third parties to supply it with parts, components and services. Using third parties to manufacture, assemble and test products reduces Wincor Nixdorf's control over manufacturing yields, quality assurance, product delivery schedules and costs. The third parties that supply Wincor Nixdorf with parts and components also have other customers and may not have sufficient capacity to meet all of their customers' needs, including Wincor Nixdorf's needs, during periods of excess demand. Component supply delays can affect Wincor Nixdorf's performance.

Although Wincor Nixdorf works closely with its suppliers to avoid supply-related problems, there can be no assurance that Wincor Nixdorf will not encounter supply problems in the future or that Wincor Nixdorf will be able to replace a supplier that is not able to meet its demand. This risk is particularly evident in businesses with a very limited number of suppliers. Shortages and delays could materially harm Wincor Nixdorf's business. Unanticipated increases in the price of components or raw materials due to market shortages or other reasons could also adversely affect the performance of Wincor Nixdorf's business. Furthermore, Wincor Nixdorf may be exposed to the risk of delays and interruptions of the supply chain as a consequence of natural disasters in case Wincor Nixdorf is unable to identify alternative sources of supply or ways of transportation in a timely manner or at all. A general shortage of materials, components or sub-components as a result of natural disasters also bears the risk of unforeseeable fluctuations in prices and demand, which might adversely affect Wincor Nixdorf's business, financial condition and results of operations.

Wincor Nixdorf purchases certain raw materials such as IT components, metal and plastics and are exposed to fluctuations in energy and raw material prices. In recent times, commodities have been subject to volatile markets, and such volatility is expected to continue. If Wincor Nixdorf is not able to compensate for its increased costs or pass them on to customers, price increases could have a material adverse impact on Wincor Nixdorf's business, financial condition and results of operations. In contrast, in times of falling commodity prices, Wincor Nixdorf may not fully profit from such price decreases as it attempts to reduce the risk of rising commodity prices by several means, such as long-term contracting or physical and financial hedging. In addition to price pressure that Wincor Nixdorf may face from customers expecting to benefit from falling commodity prices or adverse market conditions, this could also adversely affect Wincor Nixdorf's business, financial condition and results of operations.

*Wincor Nixdorf faces uncertainties with regard to regulations, lawsuits and other related matters.*

In the normal course of business, Wincor Nixdorf is subject to proceedings, lawsuits, claims and other matters, including, for example, those that relate to the environment, health and safety, labor and employment,

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**Table of Contents**

employee benefits, import/export compliance, intellectual property, data privacy and security, product liability, commercial disputes and regulatory compliance, among others. Because such matters are subject to many uncertainties, their outcomes are not predictable and Wincor Nixdorf must make certain estimates and assumptions in its consolidated financial statements. There can be no assurances that the amounts required to satisfy alleged liabilities from such matters will not impact future operating results. Additionally, Wincor Nixdorf is subject to diverse and complex laws and regulations, including those relating to corporate governance, environmental safety and the discharge of materials into the environment, product safety, import and export compliance, data privacy and security, antitrust and competition, government contracting, anti-corruption, and labor and human resources, which are rapidly changing and subject to many possible changes in the future. Compliance with these laws and regulations, including changes in accounting standards, and taxation requirements, among others, may create a substantial burden and substantially increase costs to Wincor Nixdorf's organization or could have an impact on Wincor Nixdorf's future operating results.

Additionally, doing business on a worldwide basis requires Wincor Nixdorf and its subsidiaries to comply with the laws and regulations of Germany, various European jurisdictions, the U.S. government and various other international jurisdictions. As Wincor Nixdorf expands further into new countries and markets, these risks could intensify. As a company domiciled in Germany with securities listed in Germany, Wincor Nixdorf is subject to European, German, and other regulatory requirements. Changes in laws and regulations and related interpretations, including changes in accounting standards and taxation requirements, and increased enforcement actions and penalties, may alter the business environment in which Wincor Nixdorf operates. Regulatory requirements have become significantly more stringent in recent years, and some legislation, such as the anticorruption legislation in Germany, the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and other local laws prohibiting corrupt payments by employees, vendors, distributors, or agents, is being applied more rigorously. For example, U.S. and foreign anti-corruption laws and regulations, such as the FCPA, generally prohibit U.S. companies or agents acting on behalf of such companies from making improper payments to foreign officials for the purpose of obtaining or keeping business. In addition, the U.S. Treasury Department's Office of Foreign Assets Control, or OFAC, and the U.S. Department of State, the European Union, the United Nations and their member countries, and other governments, administer broad sanctions programs that might affect Wincor Nixdorf as a company with worldwide operations. If Wincor Nixdorf is not in compliance with such laws and regulations, it could be subject to criminal and civil penalties, which may cause harm to its reputation and could have an adverse effect on its business, financial condition and results of operations.

***Wincor Nixdorf is subject to extensive export control and sanctions regulations due to its worldwide operations.***

Companies that conduct business with customers in sanctioned countries, such as Iran, Syria and Cuba, are subject to increasingly expansive export control regulations, embargoes, economic sanctions or other forms of trade restrictions imposed by the U.S., the European Union or other countries or organizations. New or expanded export control regulations, economic sanctions, embargoes or other forms of trade restrictions imposed on Iran, Syria or on other sanctioned countries may also be promulgated. Wincor Nixdorf is also aware of initiatives by institutional investors, such as pension funds or other companies, to adopt or consider adopting policies prohibiting investment in and transactions with, or requiring divestment of interests in entities doing business with, Iran and other countries identified as state sponsors of terrorism by the U.S. Secretary of State.

***Wincor Nixdorf's sales in emerging markets involve numerous additional risks.***

Wincor Nixdorf expects that sales to emerging markets will continue to account for a portion of its total net sales, as Wincor Nixdorf's business naturally evolves and as developing nations and regions around the world increase their demand for Wincor Nixdorf's product offering. Emerging market operations involve various risks, including civil unrest, health concerns, cultural differences such as employment and business practices, volatility in gross domestic

product, economic and governmental instability, the potential for nationalization of private assets and the imposition of exchange controls. Operations in China are influenced by a legal system that is still developing and is subject to change. Wincor Nixdorf's growth strategy could be limited by governments

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**Table of Contents**

supporting local industries. Wincor Nixdorf's business could be adversely affected if future demand, prices and gross domestic product in the markets in which Wincor Nixdorf operates do not develop as favorably as expected due to such regulatory measures. If any of these risks or similar risks associated with international operations were to materialize, Wincor Nixdorf's business, financial condition and results of operations could be materially adversely affected.

***Current and future investigations regarding allegations of public corruption, antitrust violations and other illegal acts could have a material adverse effect on Wincor Nixdorf's business, financial condition and results of operations and on its reputation.***

If Wincor Nixdorf is found to have been engaged in public corruption, antitrust violations or other illegal acts, as a result of business engaged in with governments and government-owned enterprises around the world, such activities may impair Wincor Nixdorf's ability to do business with these or other organizations. Corruption, antitrust and related proceedings may lead to criminal and civil fines as well as penalties, sanctions, injunctions against future conduct, profit disgorgements, disqualifications from directly and indirectly engaging in certain types of business, the loss of business licenses or permits or other restrictions. Accordingly, Wincor Nixdorf could in the future be required to record material provisions to cover potential liabilities arising in connection with such investigations and proceedings, including potential tax penalties.

If Wincor Nixdorf is involved in ongoing and potential future corruption or antitrust proceedings, such proceedings could damage Wincor Nixdorf's reputation and have an adverse impact on Wincor Nixdorf's ability to compete for business from public and private sector customers around the world. If Wincor Nixdorf or its subsidiaries are found to have engaged in certain illegal acts or not to have taken effective steps to address allegations or findings of corruption or antitrust violations in their business, this may impair Wincor Nixdorf's ability to participate in business with governments or intergovernmental organizations and may result in Wincor Nixdorf's formal exclusion from such business. Even if Wincor Nixdorf is not formally excluded from participating in government business, government agencies or intergovernmental or supranational organizations may informally exclude Wincor Nixdorf from tendering for or participating in certain contracts. For example, legislation of member states of the European Union could in certain cases result in the mandatory or discretionary exclusion of Wincor Nixdorf from public contracts in case of a conviction for bribery and certain other offences or for other reasons. Ongoing or potential future investigations into allegations of corruption or antitrust violations could also impair existing relationships with, and Wincor Nixdorf's ability to acquire new private sector business partners. For instance, such investigations may adversely affect Wincor Nixdorf's ability to pursue potentially important strategic projects and transactions, such as strategic alliances, joint ventures or other business combinations, or could result in the cancellation of certain existing contracts and third parties, including competitors, could initiate significant third-party litigation.

In addition, future developments in ongoing and potential future investigations, such as responding to the requests of governmental authorities and cooperating with them, could divert management's attention and resources from other issues facing the business. The materialization of any of these risks could have a material adverse effect on Wincor Nixdorf's business, financial condition and results of operations and on Wincor Nixdorf's reputation.

***Wincor Nixdorf's business, financial condition and results of operations could suffer as a result of current or future litigation.***

Wincor Nixdorf is subject to numerous risks relating to legal, governmental and regulatory proceedings to which it either is a party now or may become a party in the future. Wincor Nixdorf routinely becomes subject to legal, governmental and regulatory investigations and proceedings involving, among other things, requests for arbitration, allegations of improper delivery of goods or services, product liability, product defects, quality problems, intellectual

property infringement, non-compliance with tax regulations and/or alleged or suspected violations of applicable laws. There can be no assurance that the results of these or any other proceedings will not materially harm Wincor Nixdorf's business, financial condition and results of operations. Moreover, even if

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**Table of Contents**

Wincor Nixdorf ultimately prevails on the merits in any such proceedings, it may have to incur substantial legal fees and other costs defending itself against the underlying allegations. Under certain circumstances Wincor Nixdorf records a provision for risks arising from legal disputes and proceedings. In addition, Wincor Nixdorf maintains liability insurance for certain legal risks at levels management believes are appropriate and consistent with industry practice. Wincor Nixdorf's insurance policy, however, does not protect against reputational damage. Moreover, Wincor Nixdorf may incur losses relating to legal proceedings beyond the limits, or outside the coverage, of such insurance or exceeding any provisions made for legal proceedings related losses. Finally, there can be no assurance that Wincor Nixdorf will be able to maintain adequate insurance coverage on commercially reasonable terms in the future. Each of these risks may have a material adverse effect on Wincor Nixdorf's business, financial condition and results of operations.

***Examinations by tax authorities and changes in tax regulations could adversely affect Wincor Nixdorf's business, financial condition and results of operations.***

Wincor Nixdorf operates in many countries and therefore is subject to different tax regulations. Changes in tax law in any of these jurisdictions could result in higher tax expense and payments. Furthermore, legislative changes could materially impact Wincor Nixdorf's tax receivables and liabilities as well as deferred tax assets and deferred tax liabilities. In addition, the uncertain tax environment in some regions could limit Wincor Nixdorf's ability to enforce its rights. As a globally operating organization, Wincor Nixdorf conducts business in countries subject to complex tax rules, which may be interpreted in different ways. Future interpretations or developments of tax regimes may affect Wincor Nixdorf's business, financial condition and results of operations. Wincor Nixdorf is regularly examined by tax authorities in various jurisdictions.

***Wincor Nixdorf's insurance may not be sufficient to cover all of its potential liabilities.***

Wincor Nixdorf maintains insurance policies that provide limited coverage for some, but not all, of the potential risks and liabilities associated with its businesses. The policies are subject to deductibles and exclusions that result in Wincor Nixdorf's retention of a level of risk on a self-insurance basis. For some risks, Wincor Nixdorf may not obtain insurance if it believes the cost of available insurance is excessive relative to the risks presented. As a result of market conditions, premiums and deductibles for certain insurance policies can increase substantially, and in some instances, certain insurance may become unavailable or available only for reduced amounts of coverage. As a result, Wincor Nixdorf may not be able to renew its existing insurance policies or procure other desirable insurance on commercially reasonable terms, if at all. Even where insurance coverage applies, insurers may contest their obligations to make payments. Wincor Nixdorf's financial condition, results of operations and cash flows could be materially and adversely affected by losses and liabilities from un-insured or under-insured events, as well as by delays in the payment of insurance proceeds, or the failure by insurers to make payments. Wincor Nixdorf also may incur costs and liabilities resulting from claims for damages to property or injury to persons arising from Wincor Nixdorf's operations.



**Table of Contents**

**FORWARD-LOOKING STATEMENTS**

Certain statements and assumptions in this prospectus are based on forward-looking information and involve risks and uncertainties. These forward-looking statements include, but are not limited to, statements regarding Diebold's offer to acquire Wincor Nixdorf, its financing of such acquisition, its expected future performance (including expected results of operations and financial guidance), and Diebold's future financial condition, operating results, strategy and plans. Forward-looking statements may be identified by the use of the words anticipates, expects, intends, plans, should, could, would, may, will, believes, estimates, potential, target, opportunity, tentative, positioning, predict, project, seek, ongoing, upside, increases or continue and variations or similar expressions. These words are used to identify forward-looking statements. These forward-looking statements reflect the respective current views of Diebold with respect to future events and involve significant risks and uncertainties that could cause actual results to differ materially. These factors include, without limitation:

Diebold's ability to successfully consummate the purchase of Wincor Nixdorf, including obtaining and consummating the necessary financing, hedging transactions and satisfying closing conditions;

the ultimate outcome and results of integrating the operations of Diebold and Wincor Nixdorf, the ultimate outcome of the combined company's commercial and operating strategy and the ultimate ability to realize synergies;

the effects of a combination of Diebold and Wincor Nixdorf, including Diebold's future financial condition, operating results, strategy and plans;

the effects of governmental regulation on Diebold's and Wincor Nixdorf's businesses or potential business combination transactions;

the ability to obtain regulatory approvals and meet other conditions to the offer, on a timely basis;

Diebold's ability to complete its sale of its North America electronic security business and to realize any of the contingent purchase price consideration related thereto;

the success of Diebold's strategic business alliance with Securitas AB;

competitive pressures, including pricing pressures and technological developments;

changes in Diebold's and Wincor Nixdorf's relationships with customers, suppliers, distributors and/or partners in its business ventures;

changes in political, economic or other factors such as currency exchange rates, inflation rates, recessionary or expansive trends, taxes and regulations and laws affecting the worldwide business in each of Diebold's and Wincor Nixdorf's operations;

global economic conditions, including any additional deterioration and disruptions in the financial markets, including bankruptcies, restructurings or consolidations of financial institutions, which could reduce Diebold's and Wincor Nixdorf's customer base and/or adversely affect their customers' ability to make capital expenditures, as well as adversely impact the availability and cost of credit;

acceptance of Diebold's and Wincor Nixdorf's product and technology introductions in the marketplace;

Diebold's and Wincor Nixdorf's ability to maintain effective internal controls;

changes in Diebold's intention to further repatriate cash and cash equivalents and short-term investments residing in international tax jurisdictions could negatively impact foreign and domestic taxes;

unanticipated litigation, claims or assessments, as well as the outcome/impact of any current/pending litigation, claims or assessments, including, but not limited to, Diebold's Brazil tax dispute;

variations in consumer demand for FSS technologies, products and services;

**Table of Contents**

potential security violations to Diebold's and Wincor Nixdorf's information technology systems;

the investment performance of Diebold's and Wincor Nixdorf's pension plan assets, which could require Diebold and Wincor Nixdorf to increase their pension contributions, and significant changes in healthcare costs, including those that may result from government action;

the amount and timing of repurchases of common shares, if any;

the risks and uncertainties detailed by Diebold and Wincor Nixdorf with respect to their businesses in this prospectus, and risks and uncertainties with respect to Diebold's businesses as described in Diebold's most recent quarterly reports on Form 10-Q and annual report on Form 10-K filed with the SEC, which are incorporated by reference herein (see "General Information Where You Can Find More Information; Documents Available for Inspection"); and

other factors discussed elsewhere in this prospectus, including the section of this prospectus titled "Risk Factors."

All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf concerning the business combination or other matters addressed in this prospectus are expressly qualified in their entirety by this cautionary statement. Readers are cautioned not to place undue reliance on any of these forward-looking statements. These forward-looking statements speak only as of the date hereof.

Furthermore, in light of ongoing difficult macroeconomic conditions, both globally and in the industries in which we operate, it is particularly difficult to forecast results, and any estimates or forecasts of particular periods that are provided in the offer are uncertain. We expressly disclaim and do not assume any liability in connection with any inaccuracies in any of the forward-looking statements in this document or in connection with any use by any third party of such forward-looking statements. Actual results could differ materially from those anticipated in such forward-looking statements. Except to the extent required by applicable law or regulation, we undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

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**Table of Contents**

**GENERAL INFORMATION**

**Subject Matter of this Prospectus**

On November 23, 2015, Diebold announced its intention to offer to exchange each Wincor Nixdorf ordinary share that is validly tendered in the offer and not properly withdrawn for:

38.98 in cash; and

0.434 Diebold common shares.

The subject matter of this prospectus is the issuance of new common shares (ISIN [            ]), \$1.25 par value per share, in an amount of up to 19.91 percent of the total number of outstanding common shares of Diebold in connection with the offer. Under its articles of incorporation, Diebold is authorized to issue up to 125,000,000 common shares, \$1.25 par value per share, and new common shares in an amount of up to 19.91 percent of the total number of outstanding common shares of Diebold are expected to be issued prior to the closing date pursuant to a resolution of the board of directors approved at a meeting on November 21, 2015, authorizing Diebold to issue new Diebold common shares subject to the satisfaction or, where permissible, waiver of the conditions to the offer set forth in the section of this prospectus titled "The Offer - Conditions to the Offer."

**Listing of Diebold Common Shares**

Diebold's common shares are listed and traded on the NYSE, and Diebold will apply to list the Diebold common shares issued to Wincor Nixdorf shareholders on the NYSE. In connection with the business combination and prior to the time of delivery of Diebold common shares to the Wincor Nixdorf shareholders under the offer, Diebold will also apply to list all Diebold common shares on the regulated market segment (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with a concurrent listing in the subsegment of the regulated market with additional post-admission obligations (Prime Standard). The Diebold common shares issued to Wincor Nixdorf shareholders will be fully fungible with the existing Diebold common shares, including with respect to dividend entitlements. It is a condition to the offer that the Diebold common shares be approved for listing on the NYSE and on the Frankfurt Stock Exchange, subject to official notice of issuance. The listing on the NYSE and on the Frankfurt Stock Exchange is intended to enhance liquidity in Diebold common shares, while preserving current Wincor Nixdorf shareholders' access to Wincor Nixdorf's historic trading market in Germany. Nevertheless, as with the dual listings of certain other issuers, the liquidity in the market for Diebold common shares may be adversely affected if trading is split between two markets at least in the short term and could result in price differentials of Diebold common shares between the two exchanges. See the section of this prospectus titled "Risk Factors - Risks Relating to Investing and Ownership of Diebold Common Shares."

It is a condition to the closing of the offer that the Diebold common shares be approved for listing on the NYSE and on the Frankfurt Stock Exchange, subject to official notice of issuance. Commencement of trading on the NYSE and on the Frankfurt Stock Exchange is expected to occur on the day of closing.

**Effect of the Offer on the Market for Wincor Nixdorf Ordinary Shares**

The exchange of Wincor Nixdorf ordinary shares by Diebold pursuant to the offer and the business combination will reduce the number of Wincor Nixdorf ordinary shares that might otherwise trade publicly and will reduce the number

of holders of Wincor Nixdorf ordinary shares, which could adversely affect the liquidity and market value of the remaining Wincor Nixdorf ordinary shares held by the public. The extent of the public market for Wincor Nixdorf ordinary shares and the availability of quotations reported in the over-the-counter market depends upon the number of shareholders holding Wincor Nixdorf ordinary shares, the aggregate market value of the shares remaining at such time, the interest of maintaining a market in the shares on the part of any securities firms and other factors. As of November 20, 2015, Wincor Nixdorf had issued 33,084,988 ordinary shares. See the section of this prospectus titled

The Business Combination Effect of the Offer on the Market for Wincor Nixdorf ordinary shares; Frankfurt Stock Exchange Listing.

**Table of Contents****General and Specific Information About the Diebold Common Shares*****Voting Rights***

The shares offered to Wincor Nixdorf shareholders are Diebold common shares, par value \$1.25 per share, with full dividend rights. The holders of Diebold common shares are entitled to one vote for each share upon all matters presented to the shareholders and, upon proper notice, are entitled to cumulative voting rights (if invoked) in the election of directors. There are no voting right restrictions or preferences with respect to major shareholders of Diebold. For a more detailed discussion, see the sections of this prospectus titled *Description of Diebold Common Shares and Applicable Regulations* and *Comparison of Holders' Rights*.

***Dividend and Liquidation Rights***

The Diebold common shares offered to the Wincor Nixdorf shareholders carry full dividend rights following the closing date and grant the same rights as all other Diebold common shares. The holders of Diebold common shares are entitled to receive such dividends as Diebold's directors from time to time may declare out of funds legally available. Entitlement to dividends is subject to the preferences granted to other classes of securities Diebold may have outstanding in the future, including any serial preferred shares, and may be restricted by the terms of Diebold's debt instruments. In the event of liquidation of Diebold, holders of Diebold common shares are entitled to share in any assets of Diebold remaining after satisfaction in full of its liabilities and satisfaction of such dividend and liquidation preferences of holders of other classes of securities of Diebold, including any serial preferred shares. Diebold may not issue any fractions of shares upon any occasion of the declaration, issuance and distribution of a dividend payable in shares; all such fractions to which any shareholder might otherwise be entitled in connection with any such declaration, issuance, distribution or exchange will be eliminated and disposed of by such method, authorized, permitted or not prohibited by law, as may be determined by Diebold's board of directors. For a more detailed discussion, see the sections of this prospectus titled *Dividends and Distributions; Results and Dividends Per Share* and *Description of Diebold Common Shares and Applicable Regulations*.

***Form and Certification***

Diebold common shares are registered shares, uncertificated and held in book-entry form through The Depository Trust Company, 55 Water Street, New York, NY 10041, and will also be represented by global certificates deposited with Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany.

***Currency of the Issuance***

The Diebold common shares are denominated in U.S. dollars.

***ISIN/WKN/Common Code/Ticker Symbol***

The International Securities Identification Number, the German Securities Code, the Common Code and the Ticker Symbol of the Diebold common shares will be as follows:

International Securities Identification Number (ISIN)	[     ]
German Securities Code ( <i>Wertpapierkennnummer</i> ) (WKN)	[     ]
Common Code	[     ]

Ticker Symbol

[ ]

***Existing Quotation***

Diebold common shares are listed and traded on the NYSE under the trading symbol DBD.

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**Table of Contents**

***Transferability of Diebold Common Shares***

Diebold common shares are transferable in accordance with applicable law. As of the consummation of the offer, and subject to applicable law, trading of Diebold common shares will not be subject to any prohibitions on disposals or any restrictions with respect to the transferability of the Diebold common shares.

**Total Cost of the Issuance; Material Transaction Fees**

Diebold currently estimates that it will incur approximately \$[ ] million of legal, banking and other professional fees and costs related to the business combination, including the admission of the Diebold common shares to trading on the NYSE and on the Frankfurt Stock Exchange, of which approximately \$[ ] million will be payable regardless of whether the business combination is completed. Diebold will not charge any of these costs to Wincor Nixdorf shareholders who accept the offer.

**Note on Presentation of Financial Information**

This prospectus includes Diebold's financial information prepared in accordance with U.S. Generally Accepted Accounting Principles, or U.S. GAAP, as follows:

certain audited consolidated historical financial information of Diebold for the fiscal years ended December 31, 2014, 2013 and 2012 and as of December 31, 2014 and 2013 derived from Diebold's audited consolidated financial statements that are incorporated by reference herein from Diebold's current report on Form 8-K (Items 8.01 and 9.01) dated November 23, 2015 as filed with the SEC on November 23, 2015;

certain historical consolidated financial information of Diebold for the fiscal years ended December 31, 2011 and 2010 and as of December 31, 2012, 2011 and 2010 that is derived from Diebold's audited consolidated financial statements that have not been incorporated by reference herein;

certain unaudited historical consolidated financial information of Diebold for the nine months ended and as of September 30, 2015 and for the nine months ended September 30, 2014 that is derived from Diebold's unaudited condensed consolidated financial statements that are incorporated by reference herein; and

certain unaudited historical consolidated balance sheet information as of September 30, 2014 that is derived from Diebold's unaudited condensed consolidated financial statements that have not been incorporated by reference herein.

This prospectus also includes Wincor Nixdorf's financial information, prepared in accordance with IFRS, as issued by the IASB, as follows:

certain historical consolidated financial information of Wincor Nixdorf for the fiscal years ended September 30, 2014, 2013 and 2012 and as of September 30, 2014 and 2013, derived from Wincor Nixdorf's audited financial statements that are presented herein;



certain historical consolidated financial information for the fiscal years ended September 30, 2011 and 2010 and as of September 30, 2012, 2011 and 2010 derived from Wincor Nixdorf's audited financial statements for such years that have not been included in the prospectus; and

certain unaudited historical consolidated financial information of Wincor Nixdorf for the nine months ended June 30, 2015 and June 30, 2014 and as of June 30, 2015 derived from Wincor Nixdorf's unaudited interim financial statements that are presented herein.

Diebold's fiscal year ends on December 31 of each calendar year and Wincor Nixdorf's fiscal year ends on September 30 of each calendar year. Wincor Nixdorf's financial information is presented in euro, except that, in some instances, information in U.S. dollars is provided in the consolidated financial statements and information included elsewhere in this prospectus.

**Table of Contents**

This prospectus also includes unaudited pro forma financial information of Diebold and Wincor Nixdorf prepared in accordance with U.S. GAAP:

certain income statement information of Diebold for the Diebold fiscal year ended December 31, 2014 and the nine months ended September 30, 2015, and balance sheet information for Diebold as of September 30, 2015; and

certain income statement information of Wincor Nixdorf for the Wincor Nixdorf fiscal year ended September 30, 2014 and the nine months ended June 30, 2015, and balance sheet information for Wincor Nixdorf as of June 30, 2015.

Certain totals in the tables included in this prospectus may not calculate due to rounding. Negative amounts are presented in parentheses.

**Currency Presentation**

All references in this prospectus to euro and refer to the currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty on the Functioning of the European Union, as amended, and all references to U.S. dollars, U.S.\$ and \$ refer to the currency of the United States of America.

**Exchange Rates**

The table below shows the high, low, average and period end noon buying rates in The City of New York for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York for U.S.\$ per 1.00. The average is computed using the noon buying rate on the last business day of each month (for which data was presented) during the period indicated.

<b>Period</b>	<b>Low</b>	<b>High</b>	<b>Average</b>	<b>Period End</b>
Year ended December 31, 2014	1.2101	1.3927	1.3210	1.2101
Year ended December 31, 2013	1.2774	1.3816	1.3303	1.3779
Year ended December 31, 2012	1.2062	1.3463	1.2909	1.3186
Year ended December 31, 2011	1.2926	1.4875	1.4002	1.2973
Year ended December 31, 2010	1.1959	1.4536	1.3216	1.3269

The table below shows the high and low noon buying rates for euro for each month during the six months prior to the date of this prospectus.

<b>Period</b>	<b>Low</b>	<b>High</b>
November 2015 (through November 13, 2015)	1.0686	1.1026
October 2015	1.0963	1.1437
September 2015	1.1104	1.1358
August 2015	1.0868	1.1580
July 2015	1.0848	1.1150

June 2015

1.0913

1.1404

On November 13, 2015, the noon buying rate for U.S. dollars was 1.00 = U.S.\$1.0722.

**Where You Can Find More Information; Documents Available for Inspection**

Diebold files annual, quarterly and special reports, and other information with the SEC under the Securities Exchange Act of 1934, as amended, or the Exchange Act. You may read and copy this information at the SEC public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at

**Table of Contents**

1-800-SEC-0330 for further information on the public reference room. The SEC filings of Diebold are also available to the public at the SEC website at <http://www.sec.gov>. In addition, you may inspect reports, and other information about Diebold at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

Diebold has filed a registration statement on Form S-4 under the Securities Act with the SEC with respect to the registration of the Diebold common shares to be issued in the exchange offer. This document constitutes the prospectus that is filed as part of the registration statement and does not contain all of the information set forth in the registration statement because certain parts of the registration statement are omitted in accordance with the rules and regulations of the SEC. The registration statement and its exhibits are available for inspection and copying as set forth above.

You may obtain a copy of the exchange offer document, once published in accordance with Sections 34, 14(2) and (3) of the German Takeover Act, free of charge in German language from the settlement agent for the offer: Deutsche Bank Aktiengesellschaft, ICSS/Issuer Services/Post-IPO Services, Taunusanlage 12, 60325 Frankfurt am Main, Germany, facsimile: +49 69 910 38794, email: [dct.tender-offers@db.com](mailto:dct.tender-offers@db.com), and in German language (and a non-binding English translation which has, however, not been reviewed or approved by BaFin) on Diebold's website (<http://www.diebold.com>) under *Company/Investor Relations*. In the United States, Diebold will also file the English translation of the exchange offer document with the SEC shortly following the publication of the exchange offer document. In addition, U.S. shareholders of Wincor Nixdorf can request, free of charge, the delivery of the English translation of the exchange offer document to the United States either by contacting us or the settlement agent.

The SEC allows Diebold to incorporate by reference information into this prospectus, which means that Diebold can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information contained directly in this prospectus. This prospectus incorporates by reference the documents set forth below that Diebold has previously filed with the SEC. These documents contain important information about Diebold and its financial condition.

(1) Diebold incorporates by reference the previously filed documents listed below:

**Diebold SEC Filings**

Annual Report on Form 10-K

Quarterly Reports on Form 10-Q

Current Reports on Form 8-K

**Period**

The Fiscal Year Ended December 31, 2014, filed on February 17, 2015\*

The Quarterly Period Ended March 31, 2015, filed on April 30, 2015, the Quarterly Period Ended June 30, 2015, filed on July 30, 2015, and the Quarterly Period Ended September 30, 2015, filed on October 29, 2015 Filed on March 19, 2015, April 28, 2015, June 5, 2015, June 24, 2015, September 8, 2015, October 27, 2015, November 23, 2015 (Items 1.01 and 9.01 to the extent it relates to Item 1.01), November 23, 2015 (Items 5.03 and 9.01), November 23, 2015 (Items 1.01, 1.02, 2.03 and 9.01), and November 23, 2015 (Items 8.01 and 9.01)\*

- \* Diebold's current report on Form 8-K (Items 8.01 and 9.01) dated November 23, 2015 as filed with the SEC on November 23, 2015 updates and supersedes Items 1, 2, 7 and 15 and the audited consolidated financial statements and report thereon contained in Item 8 of Diebold's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed on February 17, 2015.

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**Table of Contents**

(2) The description of Diebold common shares set forth in Diebold's current report on Form 8-K filed with the SEC on August 14, 2013 (to the extent not superseded by Description of Diebold Common Shares and Applicable Regulations included in this prospectus), and any amendment or report filed for purposes of updating any such description.

(3) All documents filed by Diebold pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of the offer to the date that Wincor Nixdorf ordinary shares are accepted for exchange pursuant to the offer (including during any subsequent offering period), or the date that the offer is terminated, shall also be deemed to be incorporated herein by reference.

Wincor Nixdorf makes its annual and interim reports and other information available on its website at <http://www.wincor-nixdorf.com>. Information contained in or otherwise accessible through this website is not part of this document.

Until the completion of the business combination, or the earlier termination of the business combination agreement, the following documents, or copies thereof, may be inspected during regular business hours at Diebold's offices at 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077:

the articles of incorporation and the code of regulations of Diebold;

the audited consolidated financial statements (U.S. GAAP) of Diebold as of December 31, 2014 and 2013 and for the years ended December 31, 2014, 2013 and 2012;

the unaudited condensed consolidated financial statements (U.S. GAAP) of Diebold as of September 30, 2015 and for the nine months ended September 30, 2015 and 2014; and

the unaudited pro forma condensed combined financial information (U.S. GAAP) of Diebold for the fiscal year ended December 31, 2014 and as of and for the nine months ended September 30, 2015.

These documents will also be available in electronic form for twelve months after publication of the exchange offer on Diebold's website (<http://www.diebold.com>) under *Company/Investor Relations*. Information contained on Diebold's website does not constitute part of this prospectus. Website addresses in this prospectus are inactive text references and are not intended to be actual links to the website.

**Potential Interests**

On November 23, 2015, Diebold entered into (i) a bridge credit agreement among, *inter alios*, J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC as joint lead arrangers and joint bookrunners, JPMorgan Chase Bank, N.A. as administrative agent and a lender, Credit Suisse AG, Cayman Island Branch, as syndication agent and a lender and Diebold as borrower, and (ii) a bank credit agreement among, *inter alios*, J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC as joint lead arrangers and joint bookrunners, JPMorgan Chase Bank, N.A. as administrative agent and a lender, Credit Suisse AG, Cayman Island Branch as syndication agent and a lender and Diebold as borrower. J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC, JPMorgan Chase Bank, N.A., and Credit Suisse AG, Cayman Islands Branch have a potential interest in the business combination because the fees under the credit agreements, in whole or in part, depend on the success of the offer. In addition, Credit Suisse

Securities (USA) LLC and J.P. Morgan Securities LLC are providing certain investment banking and related services in connection with the offer. Diebold will pay customary fees for such services, which fees, in whole or in part, depend on the success of the offer.

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the Diebold common shares was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in Diebold or any

**Table of Contents**

of its parents or subsidiaries. Nor was any such person connected with Diebold, or any of its parents or subsidiaries, a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

For a discussion of the material interests of Wincor Nixdorf's supervisory board and management board in the business combination, see Material Interests of Wincor Nixdorf's Supervisory Board and Management Board in the Business Combination.



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**Table of Contents**

**THE OFFER**

*The following is a description of the principal terms of the offer. Some of the terms and conditions described below are subject to important limitations and exceptions. We urge you to read this section, the exchange offer document, and the information contained in the remainder of this prospectus, including the exhibits, annexes, and the documents incorporated by reference herein, in their entirety prior to making any decision as to the matters described in this section. The below description of the principal terms of the offer are qualified in their entirety by the description of the offer in the exchange offer document under which we intend to make the offer and that you, as a Wincor Nixdorf shareholder, are urged to obtain upon publication of the offer.*

**Subject Matter**

Diebold seeks to acquire all Wincor Nixdorf ordinary bearer shares, without par value (*auf den Inhaber lautende Stammaktien ohne Nennbetrag*) (ISIN DE000A0CAYB2), which we refer to as Wincor Nixdorf ordinary shares, of Wincor Nixdorf's share capital (*Grundkapital*), with all ancillary rights.

The acceptance period starts on [ ], 2016 and will expire at 12:00 midnight, at the end of [ ], 2016, Central European Time, unless extended. We refer to the date of the expiration of the acceptance period as the expiration date. The exchange offer document will include a prospectus as an annex.

Important notices with respect to the offer will also be made by way of an English language press release via an electronically operated information distribution system in the United States.

The offer is subject to a number of conditions set forth under Conditions to the Offer.

For a comparison of the rights of holders of Diebold common shares and Wincor Nixdorf ordinary shares, see the section of this prospectus titled Comparison of Holders' Rights.

**Offer Consideration**

Upon the terms and subject to the conditions to the offer, Diebold will offer to exchange, each Wincor Nixdorf ordinary share for:

38.98 in cash; and

0.434 Diebold common shares.

If, within the two weeks prior to the expiration date, the offer consideration changes, including, for example, due to an increase in the number of Diebold common shares offered, made voluntarily or pursuant to the German Takeover Act, Diebold will, subject to applicable rules and regulations of the SEC and the terms and the conditions to the offer, extend the offer by two weeks in accordance with Section 21(5) of the German Takeover Act. See

Timetable Extension, Termination and Amendment; Additional Acceptance Period.

**Important Notices**

**The offer is subject to a number of conditions set forth under Conditions to the Offer. The conditions to the offer must be satisfied or, where permissible, waived, prior to the expiration date, except for the regulatory condition, which may remain outstanding after the expiration date. If the conditions have not been satisfied, or, where permissible, waived, the offer will not be completed and Wincor Nixdorf shareholders who have transferred Wincor Nixdorf ordinary shares in the offer will have their shares re-booked to their accounts.**

-84-

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**Table of Contents**

**Each Wincor Nixdorf shareholder by accepting the offer, unless such acceptance is properly withdrawn prior to the expiration date, authorizes the settlement agent to transfer the Diebold common shares such Wincor Nixdorf shareholder is entitled to receive in the offer to such shareholder's account in exchange for Wincor Nixdorf ordinary shares tendered by such Wincor Nixdorf shareholder in the offer.**

**Diebold will not issue fractional Diebold common shares pursuant to the offer. To the extent that holders of Wincor Nixdorf ordinary shares are entitled to fractional shares, those fractional entitlements will be aggregated and sold in the market and the net proceeds of such sale distributed pro rata to the holders of Wincor Nixdorf ordinary shares entitled thereto promptly following completion of the offer.**

**Purpose of the Offer**

The purpose of the offer is for Diebold to acquire control over Wincor Nixdorf and, following the offer, depending on the percentage of Wincor Nixdorf ordinary shares acquired by Diebold in the offer and, to the extent legally permissible, in the open market, Diebold and Wincor Nixdorf may, in their discretion and subject to applicable law, consummate a post-completion reorganization. After the business combination, Diebold will own a majority or, if all Wincor Nixdorf shareholders tender in the offer and do not properly withdraw their tendered Wincor Nixdorf ordinary shares, or, to the extent legally permissible, Diebold has acquired any remaining Wincor Nixdorf ordinary shares in the open market, or if a potential squeeze-out transaction is completed, all of the issued and outstanding Wincor Nixdorf ordinary shares. See *Plans for Wincor Nixdorf After the Offer* and the section of this prospectus titled *The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transaction*.

**Conditions to the Offer**

Notwithstanding any other provision of the offer and, in addition to (and not in limitation of), Diebold's rights to extend and amend the offer, Diebold will not be required to accept for exchange any Wincor Nixdorf ordinary shares tendered pursuant to the offer, will not (subject to applicable law) be required to make any exchange for Wincor Nixdorf ordinary shares accepted for exchange and may extend or amend the offer, if any one or more of the following conditions have not been satisfied or, where permissible, waived prior to the end of one working day before the expiration date, except for the regulatory condition, which may remain outstanding until November 21, 2016. In this case, the agreements entered into as a result of accepting the offer will not be completed and will cease to exist. Tendered Wincor Nixdorf shares will be reassigned and re-booked where necessary to each respective custodian bank. Accordingly, the custodian banks will have to arrange for the tendered Wincor Nixdorf shares to be re-booked into DE000A0CAYB2 (WKN A0C AYB) without undue delay, and in any case, no later than five business days after the lapse of the offer has been made known:

***Minimum Tender Condition***

At the time of the expiration of the acceptance period, the sum of the number of:

Wincor Nixdorf ordinary shares validly tendered (including those Wincor Nixdorf ordinary shares for which the acceptance of offer has been declared during the acceptance period but only becomes effective after the end of the acceptance period by transferring Wincor Nixdorf ordinary shares to ISIN [ ] (WKN [ ]) as set out in the exchange offer document) and not properly withdrawn;

Wincor Nixdorf ordinary shares held directly or indirectly by Diebold or any of its subsidiaries or any person acting in concert with Diebold within the meaning of Section 2(5) of the German Takeover Act (excluding, for the avoidance of doubt, any Wincor Nixdorf treasury shares);

Wincor Nixdorf ordinary shares that must be attributed to Diebold or any of its subsidiaries in corresponding application of Section 30 of the German Takeover Act; and

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**Table of Contents**

Wincor Nixdorf ordinary shares for which Diebold or any of its subsidiaries or any person acting in concert with Diebold within the meaning of Section 2(5) of the German Takeover Act has entered into an agreement outside of the offer, giving them the right to demand the transfer of title of such Wincor Nixdorf ordinary shares;

equals at least 22,362,159 (approximately 67.6 percent of the total number of all existing Wincor Nixdorf ordinary shares (representing 75 percent of all outstanding Wincor Nixdorf ordinary shares)) Wincor Nixdorf ordinary shares, in each case at the time of approval of the exchange offer document by BaFin. We refer to this condition as the minimum tender condition.

In the business combination agreement, Wincor Nixdorf has agreed not to implement further capital measures (see the section of this prospectus titled *The Business Combination Agreement* ). Under the assumption that Wincor Nixdorf implements no further capital measures until the expiration date, the number of Wincor Nixdorf ordinary shares used to determine the satisfaction of the minimum tender condition is equal to the number of Wincor Nixdorf ordinary shares issued at the time of the publication of the offer (33,084,988 Wincor Nixdorf ordinary shares). The minimum tender condition would be satisfied if the sum of the Wincor Nixdorf ordinary shares (excluding any Wincor Nixdorf treasury shares) calculated according to the assumptions above were to equal at least 22,362,159 (approximately 67.6 percent of the total number of all Wincor Nixdorf ordinary shares (representing approximately 75 percent of all outstanding Wincor Nixdorf ordinary shares)) Wincor Nixdorf ordinary shares.

***Regulatory Condition***

On or before November 21, 2016, the approval of the business combination under merger control or competition law regimes in any jurisdiction where the parties to the business combination agreement have mutually determined merger control or competition law filings and/or notices to be necessary must have been obtained or any statutory waiting period (including any extension thereof) applicable to the business combination must have expired or hold-separate arrangements must have been put in place. We refer to this condition as the regulatory condition.

If the offer is not consummated due to the non-fulfilment of the regulatory condition, Diebold and Wincor Nixdorf will use best efforts, taking into account the reasons for the failure of the offer, to re-negotiate the offer and the business combination with regard to the new facts in good faith, which we refer to as a revised transaction. If Diebold and Wincor Nixdorf, following good-faith negotiations during a two-month period (including, to the extent necessary, consultation of a mediator) have not reached an agreement on a revised transaction, then Diebold will, under certain circumstances set forth in the business combination agreement, be required to pay to Wincor Nixdorf a fee in an amount of 50 million in cash and terminate the business combination agreement.

For a more detailed discussion of termination fees that may apply in certain circumstances, see the section of this prospectus titled *The Business Combination The Business Combination Agreement Term and Termination*.

***Registration Statement and Stock Exchange Listing Condition***

The registration statement regarding the Diebold common shares has been declared effective by the SEC prior to the expiration of the acceptance period and is not subject of any stop order by the SEC pursuant to Section 8(d) of the Securities Act or any proceeding initiated by the SEC seeking such a stop order at the time of the consummation of the offer, and the Diebold common shares offered to Wincor Nixdorf shareholders have been authorized for listing on the New York Stock Exchange and all Diebold common shares on the Frankfurt Stock Exchange, subject to official notice of issuance. We refer to this condition as the registration statement and stock exchange listing condition.



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**Table of Contents**

If the offer is not consummated solely due to the nonfulfillment of the registration statement and stock exchange listing condition, Diebold and Wincor Nixdorf will use best efforts, taking into account the reasons for the failure of the offer, to negotiate a revised transaction. If Diebold and Wincor Nixdorf, following good-faith negotiations during a period of two months (including, to the extent necessary, consultation of a mediator), have not reached an agreement on a revised transaction, then Diebold will, under certain circumstances set forth in the business combination agreement, be required to pay to Wincor Nixdorf a fee in an amount of 20 million in cash and terminate the business combination agreement and terminate the business combination agreement.

For a more detailed discussion of termination fees that may apply in certain circumstances, see the section of this prospectus titled *The Business Combination The Business Combination Agreement Term and Termination*.

***No Market Material Adverse Change Condition***

Between the publication of the exchange offer document and the expiration of the acceptance period, trading on the Frankfurt Stock Exchange has not been suspended for more than three consecutive trading days for all shares admitted to trading at the entire Frankfurt Stock Exchange. Furthermore, the closing quotations of the DAX (ISIN DE0008469008), as determined by Deutsche Börse Aktiengesellschaft, Frankfurt am Main, Germany, or a successor thereof, and published on its internet website ([www.deutsche-boerse.com](http://www.deutsche-boerse.com)), of the two trading days prior to the end of the acceptance period is not more than 28.5 percent below the closing quotation of the DAX on the trading day immediately preceding the day of the publication of the offer. We refer to this condition as the no market material adverse change condition. The no market material adverse change condition will only apply through the first eight weeks of the acceptance period, if extended.

If the offer is not consummated solely due to the nonfulfillment of the no market material adverse change condition, Diebold and Wincor Nixdorf will use best efforts, taking into account the reasons for the failure of the offer, to negotiate a revised transaction. If Diebold and Wincor Nixdorf, following good-faith negotiations during a period of two months (including, to the extent necessary, consultation of a mediator), have not reached an agreement on a revised transaction, then Diebold will, under certain circumstances set forth in the business combination agreement, be required to pay Wincor Nixdorf a fee in an amount of 30 million in cash and terminate the business combination agreement.

For a more detailed discussion of termination fees that may apply in certain circumstances, see the section of this prospectus titled *The Business Combination The Business Combination Agreement Term and Termination*.

***No Wincor Nixdorf Material Adverse Change Condition***

Between the publication of the exchange offer document and the expiration of the acceptance period, neither (i) has Wincor Nixdorf published new events pursuant to Section 15 of the German Securities Trading Act, nor (ii) have circumstances occurred that would have had to be published by Wincor Nixdorf pursuant to Section 15 of the German Securities Trading Act or that Wincor Nixdorf did not publish because of a self-exception pursuant to Section 15(3) of the German Securities Trading Act, that, in case of a one-time event, result in a negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 50 million, and/or, in case of a recurring event, result in a recurring negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 18 million for the fiscal years 2015/2016, 2016/2017 and 2017/2018, or that, in each case, could reasonably be expected to have such effect. We refer to this condition as the no Wincor Nixdorf material adverse change condition. The no Wincor Nixdorf material adverse change condition will only apply through the first eight weeks of the acceptance period, if extended.





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**Table of Contents**

According to Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015, EBITDA is calculated by adding to the profit for the period: income taxes; financial result, which is calculated by subtracting finance income from finance costs; depreciation and amortization of intangible assets and property, plant, and equipment; and write-down of reworkable service parts.

***Other Conditions to the Offer***

None of the following events will have occurred during the period from the publication of the offer document to the expiration of the acceptance period (or, in the case of the material adverse change condition or the material compliance violation condition, until the end of the first eight weeks, if the acceptance period is extended beyond that):

- (1) a criminal or material administrative offense relating to applicable corruption, anti-bribery, money laundering or cartel laws by a member of a governing body or officer of Wincor Nixdorf or a subsidiary of Wincor Nixdorf, while any such person was operating in their official capacity at, or on behalf of, Wincor Nixdorf or a subsidiary of Wincor Nixdorf (be it an offense under any applicable administrative, criminal or equivalent laws in the United States, Germany or any other jurisdiction whose laws apply to operations of Wincor Nixdorf or a subsidiary of Wincor Nixdorf being known to have occurred, if any such criminal or material administrative offense constitutes insider information for Wincor Nixdorf pursuant to Section 13 of the German Securities Trading Act or has constituted insider information prior to its publication, which we refer to as the material compliance violation condition;
- (2) an increase in the share capital of Wincor Nixdorf, or Wincor Nixdorf having granted, delivered, sold, committed to sell, transferred, or in any other way disposed of any or all of Wincor Nixdorf's treasury shares;
- (3) any insolvency proceedings under German law having been opened in respect of the assets of Wincor Nixdorf and the management board of Wincor Nixdorf not having applied for such proceedings to be opened, or the absence of any ground that would require an application for the opening of insolvency proceedings; or
- (4) a competing offer being announced by a third party within the meaning of Section 22 of the German Takeover Act, which according to an ad hoc notification by Wincor Nixdorf pursuant to Section 15 of the German Securities Trading Act, offers an overall consideration exceeding the consideration offered by the exchange offer or is otherwise determined by the Wincor Nixdorf management board and supervisory board to be in the best interest of Wincor Nixdorf, which we refer to as a superior proposal.

A public announcement will be made of a material change in, or, where permissible, waiver of such conditions, and the offer will, in certain circumstances and subject to applicable law and applicable rules and regulations of the SEC, be extended in connection with any such change or waiver. If any of the other conditions described above have not been satisfied or, where permissible, waived, at the expiration date, then the offer will terminate, except for the regulatory condition, which may remain outstanding after the expiration date.

To the extent the determination of whether a condition to the offer is satisfied depends on the opinion of a third-party neutral expert, or neutral expert, Wincor Nixdorf will provide (i) reasonable support to the neutral expert and (ii) all

requisite information regarding Wincor Nixdorf, its subsidiaries and the business they operate; provided, however, that expenses incurred thereby will be borne by Diebold.

The only condition to the offer that may remain outstanding after the expiration of the acceptance period is the regulatory condition, which may remain outstanding until November 21, 2016. See [The Business Combination Regulatory Approvals Related to the Business Combination](#) for a discussion of the status of regulatory filings and approvals for the business combination. The parties currently expect regulatory approval to be finalized by [ ], 2016, but it is possible that regulatory approval will not be received until November 21, 2016.

**Table of Contents*****Waiver of Conditions to the Offer***

Diebold reserves the right, until one business day prior to the expiration date, to waive any condition to the offer (to the extent legally permissible) and subject to any applicable consent by the requisite financing sources. For purposes of Section 21(1) of the German Takeover Act, the publication of the amendment of the offer subject to Section 21(2) of the German Takeover Act in conjunction with Section 14(3) of the German Takeover Act is authoritative.

Conditions to the offer validly waived will be presumed, for the purposes of the offer, to have been satisfied. In the event of waiving one, several or all of the conditions to the offer (to the extent permissible) or the reduction of the minimum acceptance rate within the last two weeks before the expiration of the offer, the offer will be extended by two weeks, pursuant to Section 21(5) of the German Takeover Act (until [ ], 2016 at 12:00 midnight (Central European Time)).

**Timetable*****Acceptance Period; Expiration Date***

The acceptance period starts on [ ], 2016 and will expire at 12:00 midnight, at the end of [ ], 2016, Central European Time, unless extended.

***Extension, Termination and Amendment; Additional Acceptance Period***

***Additional Acceptance Period.*** Following the expiration date, and if all conditions to the offer (other than the regulatory condition) have been satisfied or, where applicable, waived, we will provide an additional acceptance period of two weeks for the offer in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*). An additional acceptance period will be an additional period of time during which shareholders may tender, but not withdraw, their Wincor Nixdorf ordinary shares and receive the offer consideration. Provided that the acceptance period is not extended, the additional acceptance period is expected to begin on [ ], 2016 and to expire on [ ], 2016.

***Extension of the Acceptance Period.*** Diebold will, subject to applicable rules and regulations of the SEC and the terms and the conditions to the offer, extend the offer (1) by two weeks in accordance with Section 21(5) of the German Takeover Act if the offer is amended (as described below) within the last two weeks prior to the expiration date; or (2) a competing offer (*konkurrierendes Angebot*) as defined in Section 22(1) of the German Takeover Act is made by a third party during the acceptance period, and if the acceptance period for the offer expires prior to the expiration of the competing offer, the expiration date of the acceptance period will be the date on which the competing offer expires.

We will also extend the acceptance period in the case of a material change in the information published, sent or given to Wincor Nixdorf shareholders pursuant to applicable rules and regulations of the SEC.

***Amendment of the Offer.*** Subject to applicable rules and regulations of the SEC and the terms and the conditions to the offer, Diebold expressly reserves the right (but will not be obligated) (1) to increase the consideration being offered to Wincor Nixdorf shareholders in the offer, (2) to offer a different consideration as an alternative, (3) reduce the minimum acceptance condition of 22,362,159 (approximately 67.6 percent of the total number of all Wincor Nixdorf ordinary shares (representing approximately 75 percent of all outstanding Wincor Nixdorf ordinary shares)) to be tendered and not properly withdrawn under the minimum tender condition, and (4) waive certain conditions to the offer as described in the section of this prospectus titled *Conditions to the Offer Waiver of Conditions to the Offer*, in each case at any time until one business day prior to the expiration date by way of publication on the internet and in

the German Federal Gazette (*Bundesanzeiger*).

If, prior to the expiration date, Diebold increases the offer consideration, such increased offer consideration will be received by all shareholders whose Wincor Nixdorf ordinary shares are exchanged pursuant to the offer, whether or not such Wincor Nixdorf ordinary shares were tendered prior to the announcement of the increase of such consideration.

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## Table of Contents

**Termination of the Offer.** If any of the conditions described above have not been satisfied or, where permissible, waived, at the expiration date, then the offer will terminate, except for the regulatory condition, which may remain outstanding following the expiration date. If the offer terminates, all tenders of Wincor Nixdorf ordinary shares in the offer will terminate and, therefore, not be accepted.

### ***Tender Right Period***

Following the offer, if Diebold holds at least 95 percent of Wincor Nixdorf's voting share capital and is entitled to file an application with the district court (*Landgericht*) of Frankfurt am Main to effect a squeeze-out transaction pursuant to Sections 39a *et seq.* of the German Takeover Act, Wincor Nixdorf shareholders who did not tender their Wincor Nixdorf ordinary shares in the offer will have the right (*Andienungsrecht*) to tender these shares within a three-month period following the expiration of the acceptance period, which we refer to as the tender right period, pursuant to Section 39c of the German Takeover Act. Wincor Nixdorf shareholders who properly exercise this right are entitled to receive the same consideration received by Wincor Nixdorf shareholders who tendered their Wincor Nixdorf ordinary shares prior to the expiration of the acceptance period. There will be no withdrawal rights during any tender right period.

### **Acceptance of the Offer**

The acceptance of the offer (i) must be declared in writing to the relevant custodian bank of the Wincor Nixdorf shareholder by the expiration date, which we refer to as the declaration of acceptance, and (ii) the Wincor Nixdorf shareholders must instruct their respective custodian bank to effect the transfer of the Wincor Nixdorf shares in their custody account for which they wish to accept the offer. The acceptance will become valid with the timely transfer of tendered Wincor Nixdorf ordinary shares within the acceptance period or the additional acceptance period, as applicable, to ISIN [ ] (WKN [ ]) through Clearstream. If the respective custodian bank is notified of the acceptance within the acceptance period or the additional acceptance period, the transfer of Wincor Nixdorf ordinary shares will be deemed to have been timely effected if it has been effected at the latest by 6.00 p.m. (Central European Time) on the second business day after the expiration of the acceptance period or after the expiration of the additional acceptance period, as applicable. Transfers are to be arranged by the custodian bank after receipt of the declaration of acceptance.

Receipt by the custodian bank is important for compliance with the acceptance period. Declarations of acceptance that are not received by the respective custodian bank within the acceptance period or that have been erroneously or incompletely filled out will not be regarded as an acceptance of the offer and do not entitle the respective Wincor Nixdorf shareholder to receive the offer consideration. Neither Diebold, nor persons acting in concert with Diebold nor their subsidiaries are required to notify any Wincor Nixdorf shareholder of any defects or errors in the declaration of acceptance, and they assume no liability in the event that such notification is not made.

### **Withdrawal Rights**

At any time during the acceptance period, Wincor Nixdorf shareholders may withdraw their Wincor Nixdorf ordinary shares. **Following the expiration date, withdrawal rights will cease, and any Wincor Nixdorf ordinary shares tendered into the offer cannot be withdrawn.** There will be no withdrawal rights during any additional acceptance period or, if applicable, a tender right period. See the section of this prospectus titled "Timetable Extension, Termination and Amendment; Additional Acceptance Period."

To withdraw previously tendered Wincor Nixdorf ordinary shares (except in an additional acceptance period and a tender right period, during which there will be no withdrawal rights), a written notice of withdrawal must, prior to the

expiration date, be timely received by the custodian bank holding Wincor Nixdorf ordinary shares for a Wincor Nixdorf shareholder. The written notice of withdrawal must specify the number of Wincor Nixdorf ordinary shares withdrawn and instruct the custodian bank holding the shares to rebook the shares into ISIN DE000A0CAYB2 at Clearstream.

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**Table of Contents****Trading of Tendered Wincor Nixdorf Ordinary Shares**

Wincor Nixdorf shareholders who tender their Wincor Nixdorf ordinary shares in the offer may sell these tendered Wincor Nixdorf ordinary shares in the open market. Diebold will obtain (or cause to be obtained) a new ISIN [ ] (WKN [ ]) for tendered Wincor Nixdorf ordinary shares. The new ISIN (WKN) will permit trading in tendered Wincor Nixdorf ordinary shares on an as-tendered basis on the regulated market (*Regulierter Markt*) (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) as of the third business day following the commencement of the acceptance period. We expect that trading of the tendered Wincor Nixdorf ordinary shares on the regulated market of the Frankfurt Stock Exchange will cease after the end of the regular stock exchange trading hours one day after satisfaction of the last closing condition. Diebold will publish the date on which trading ceases without undue delay via an electronically operated information dissemination system within the meaning of Section 10(3) sentence 1 no. 2 of the German Takeover Act, or in the German Federal Gazette (*Bundesanzeiger*) and by way of an English language press release via an electronically operated information distribution system in the United States.

Any person acquiring tendered Wincor Nixdorf ordinary shares will assume all rights and obligations arising from the prior acceptance of the exchange offer.

Wincor Nixdorf shares not tendered will continue to be traded under ISIN DE000A0CAYB2 (WKN A0C AYB).

**Settlement**

The delivery of the Diebold common shares issued pursuant to the offer and payment of 38.98 cash per Wincor Nixdorf ordinary share will occur without undue delay following the expiration of the additional acceptance period and admission of the Diebold common shares to trading on the regulated market (*Regulierter Markt*) (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and the New York Stock Exchange. If one or more of the offer conditions are not satisfied, and have not been waived, by the end of the additional acceptance period, the settlement of the offer will be delayed accordingly until fulfillment or waiver of such conditions. We refer to the date of payment of the offer consideration as the closing date.

On the closing date, Clearstream will deposit the tendered Wincor Nixdorf ordinary shares to the account of the settlement agent at Clearstream for the purpose of transferring the ownership of the tendered Wincor Nixdorf ordinary shares to Diebold.

No later than on November 21, 2016 it will be determined whether and how the offer will be settled.

**Ownership of Diebold Following the Offer**

The below estimate of ownership of Diebold following the acceptance period or, if applicable, an additional acceptance period, assumes that:

pursuant to the offer, Diebold acquires all of the outstanding Wincor Nixdorf ordinary shares;

if Diebold does not acquire all of the outstanding Wincor Nixdorf ordinary shares in the offer, Diebold has acquired, to the extent legally permissible, any remaining Wincor Nixdorf ordinary shares in the open

market or a squeeze-out transaction; and

Wincor Nixdorf does not grant, deliver, sell, commit to sell, transfer, or otherwise dispose of its treasury shares.

Based on the assumptions above, following the acceptance period or, if applicable, an additional acceptance period, former Wincor Nixdorf shareholders will own, in the aggregate, approximately 16.6 percent of all issued and outstanding Diebold common shares.



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**Table of Contents****Treatment of Wincor Nixdorf Stock Plans**

The offer does not extend to Wincor Nixdorf stock options. Wincor Nixdorf has agreed in the business combination agreement that any outstanding exercisable Wincor Nixdorf stock options exercised by a holder during the offer will be settled by Wincor Nixdorf in cash. As of November 20, 2015, Wincor Nixdorf had issued approximately 2.6 million stock options as part of several stock option plans, or collectively the Wincor Nixdorf stock option plan, of which approximately 0.6 million options grant the right to purchase or subscribe for Wincor Nixdorf ordinary shares in a number representing in total approximately 1.8 percent of Wincor Nixdorf's current share capital until the later of the expiration date or the expiration of the tender right period, if any, pursuant to Section 39c of the German Takeover Act.

**Wincor Nixdorf's Agreement Not to Tender Treasury Shares**

As of November 20, 2015, Wincor Nixdorf held approximately 9.88 percent (3,268,777 Wincor Nixdorf ordinary shares) of its share capital in treasury shares. Wincor Nixdorf has committed (i) by way of a non-tender agreement (*Qualifizierte Nichtannahmeerklärung*) to not dispose of any of its treasury shares (either by tendering into the offer or otherwise) until the settlement of the offer, including the tender right period, if any, pursuant to Section 39c of the German Takeover Act, and (ii) to deposit its treasury shares into a blocked account (*Sperrkonto*). Diebold has obtained confirmation from BaFin that such arrangement is sufficient to the effect that no financing within the meaning of Section 13 of the German Takeover Act need be obtained in respect of the Wincor Nixdorf treasury shares in connection with the offer.

**Plans for Wincor Nixdorf After the Offer**

The business combination agreement does not prevent Diebold or Wincor Nixdorf from consummating a post-completion reorganization following the consummation of the offer and, following the consummation of the offer, Diebold and Wincor Nixdorf may pursue a post-completion reorganization. A post-completion reorganization could either eliminate any minority shareholder interest in Wincor Nixdorf remaining after the offer or allow Diebold to control Wincor Nixdorf to the greatest extent permissible. As a result of the offer, a potential post-completion reorganization and a squeeze-out transaction, if completed, Wincor Nixdorf would become a (direct or indirect) wholly-owned subsidiary of Diebold. See the sections of this prospectus titled "The Business Combination The Business Combination Agreement" and "The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transaction."

**Parallel Acquisitions**

Diebold reserves the right, to the extent legally permissible, to directly or indirectly acquire additional Wincor Nixdorf ordinary shares outside the exchange offer on or off the stock exchange. To the extent that such acquisitions take place, this will be published without undue delay in accordance with applicable law, including without limitation in accordance with Sections 14(3), 23(2) of the German Takeover Act, on the internet at <http://www.diebold.com> under *Company/Investor Relations*, in the German Federal Gazette (*Bundesanzeiger*) and by way of an English language press release via an electronically operated information distribution system in the United States stating the number and consideration paid or agreed to be paid for the Wincor Nixdorf ordinary shares so acquired or agreed to acquire.

**Currency of the Exchange Offer**

For purposes of the provisions of Commission Regulation (EC) No 809/2004, as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council, the currency in which the exchange offer will be

conducted in euros. This means that all relevant calculations for the exchange offer under the German Takeover Act, including the value of Wincor Nixdorf ordinary shares for purposes of complying with the minimum pricing rules under the German Takeover Act, will be presented in euros. After commencement of trading, Diebold common shares will be quoted on the Frankfurt Stock Exchange in euros and on the New York Stock Exchange in U.S. dollars.

## **Table of Contents**

### **Cash in Lieu of Fractional Diebold Common Shares**

Diebold will not issue fractional Diebold common shares pursuant to the offer. To the extent that holders of Wincor Nixdorf ordinary shares are entitled to fractional shares, those fractional entitlements will be aggregated and sold in the market and the net proceeds of such sale distributed pro rata to the holders of Wincor Nixdorf ordinary shares entitled thereto shortly before settlement of the offer.

### **Publications**

All notifications and announcements required pursuant to the German Takeover Act will be made in German and English language on Diebold's website (<http://www.diebold.com>) under *Company/Investor Relations* and in German language in the German Federal Gazette (*Bundesanzeiger*). An English version of such notifications and announcements will be distributed via an electronically operated information system in the United States. Diebold will also file such notifications and announcements in English language with the SEC at <http://www.sec.gov> and otherwise comply with its obligation under U.S. law with respect to informing security holders of any material change in the information published, sent or given to security holders. In addition, Diebold will give notice to BaFin as required by applicable law.

In particular, Diebold will publish without undue delay, both on the Internet at the website <http://www.diebold.com> under *Company/Investor Relations*, in the German Federal Gazette (*Bundesanzeiger*), and by way of an English language press release via an electronically operated information distribution system in the United States, if (i) a condition to the offer has been fulfilled, (ii) a condition to the offer has been waived by Diebold, (iii) all conditions to the offer have been fulfilled unless otherwise waived, or (iv) the offer will not be completed.

### **Appraisal Rights**

An appraisal proceeding is not available in connection with the offer, but may, subject to applicable law, be available to Wincor Nixdorf shareholders who do not tender (or tender and properly withdraw) their Wincor Nixdorf ordinary shares in the offer under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*) in connection with a potential post-completion reorganization. See the section of this prospectus titled "The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transaction."

**Table of Contents**

**REASONS FOR THE OFFER AND USE OF PROCEEDS**

**Reasons for the Offer**

Diebold intends to acquire control over Wincor Nixdorf and, following the offer, depending on the percentage of Wincor Nixdorf ordinary shares acquired by Diebold in the offer and, to the extent legally permissible, in the open market, Diebold and Wincor Nixdorf may, in their discretion and subject to applicable law, consummate a post-completion reorganization. For a more detailed discussion, see the section of this prospectus titled "The Business Combination Diebold's Reasons for the Business Combination and The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transaction."

**Use of Proceeds**

The Diebold common shares will be delivered to Wincor Nixdorf shareholders who have validly tendered and not properly withdrawn their Wincor Nixdorf ordinary shares in the offer in exchange for the offer consideration, and Diebold will not receive any proceeds from the offer. Diebold expects the total costs that it will incur in connection with the offer to be approximately \$[ ] million. The estimated total costs are based on the noon buying rate for U.S. dollars as of [ ], 2016.

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**Table of Contents**

**THE BUSINESS COMBINATION**

**Information About the Companies**

***Diebold***

Diebold, Incorporated was incorporated under the laws of the State of Ohio in August 1876, succeeding a proprietorship established in 1859. Diebold has evolved to become a leading provider of exceptional self-service innovation, security and services to financial, retail, commercial and other markets. Diebold has approximately 16,000 employees with business in more than 90 countries worldwide.

Diebold's registered and principal executive offices are located at 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, and its telephone number at that location is +1 (330) 490-4000.

For additional information about Diebold, see the information included elsewhere in this prospectus and the section in this prospectus titled "General Information Where You Can Find More Information; Documents Available for Inspection."

***Wincor Nixdorf***

Wincor Nixdorf Aktiengesellschaft, a German public stock corporation (*Aktiengesellschaft*), is incorporated under the laws of the Federal Republic of Germany. Wincor Nixdorf is one of the world's leading providers of IT solutions and services to retail banks and the retail industry. Drawing on a comprehensive portfolio of products and services, Wincor Nixdorf supports and optimizes its customers' business processes, especially at the branch and store level. Wincor Nixdorf has approximately 9,000 employees worldwide.

Wincor Nixdorf's registered and principal executive offices are located at 1 Heinz-Nixdorf-Ring, 33106 Paderborn, Germany, and its telephone number at that location is +49 (0) 5251 693-3001.

For additional information about Wincor Nixdorf and its subsidiaries, see the information included elsewhere in this prospectus and the section of this prospectus titled "General Information Where You Can Find More Information; Documents Available for Inspection."

**Structure of the Business Combination**

The business combination agreement does not prevent Diebold or Wincor Nixdorf from consummating a post-completion reorganization following the consummation of the offer and, following the consummation of the offer, Diebold and Wincor Nixdorf may pursue a post-completion reorganization. A post-completion reorganization could either eliminate any minority shareholder interest in Wincor Nixdorf remaining after the offer or allow Diebold to control Wincor Nixdorf to the greatest extent permissible. For a more complete description of potential post-completion reorganization measures, see "Potential Post-Completion Reorganization; Squeeze-Out Transaction."

Following the offer, Diebold intends to transfer the Wincor Nixdorf ordinary shares to Diebold Holding Germany Inc. & Co. KGaA, a German partnership limited by shares (*Kommanditgesellschaft auf Aktien*) and a wholly-owned subsidiary of Diebold. The following diagrams illustrate (1) the simplified current structure of Diebold and Wincor Nixdorf, (2) the simplified structure of Diebold and Wincor Nixdorf assuming that following the offer Diebold holds at least 75 percent of Wincor Nixdorf's voting share capital and Wincor Nixdorf and Diebold enter into a domination agreement, and (3) the simplified structure of Diebold and Wincor Nixdorf assuming that following the offer Diebold

holds at least 95 percent of Wincor Nixdorf's issued share capital and effects a corporate squeeze-out pursuant to Sections 327a *et seq.* of the German Stock Corporation Act:

**Table of Contents**

*Pre-Combination Structure; the Offer*

*Potential Post-Combination Structures*

*Domination Agreement*

*Corporate Squeeze-Out*

-96-

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**Table of Contents**

**Background of the Business Combination**

Our management regularly reviews strategic alternatives with a view of evaluating business opportunities in our industry.

The management board of Wincor Nixdorf and the board of directors of Diebold continually review their respective companies' results of operations and competitive positions in the industry in which they operate as well as strategic alternatives. In connection with these reviews, each of the senior management teams of Wincor Nixdorf and Diebold from time to time evaluates potential transactions that would further its strategic objectives, including by meeting periodically with the senior management of other companies in the industry, investment bankers and investors to discuss industry trends and opportunities to enhance shareholder value.

On March 2, 2015, after consultation with Diebold's board of directors and discussions with Diebold's financial advisors, Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC, and its outside legal advisors, Sullivan & Cromwell LLP, Mr. Andy Mattes, president and chief executive officer of Diebold, indicated in an in-person discussion in Munich, Germany with Mr. Eckard Heidloff, chief executive officer of Wincor Nixdorf, that Diebold would potentially be interested in exploring a strategic transaction with Wincor Nixdorf. On March 19, 2015, Mr. Mattes had a further in-person discussion in Dusseldorf, Germany with Mr. Heidloff about potential options for a strategic combination between Diebold and Wincor Nixdorf, though no specifics of any transaction structure or pricing were discussed. Following this approach of Wincor Nixdorf by Diebold, Mr. Heidloff and Mr. Mattes, as well as Dr. Jürgen Wunram, chief financial officer of Wincor Nixdorf, and Mr. Christopher Chapman, chief financial officer of Diebold, entered into high-level preliminary discussions on a potential business combination. In connection with these discussions, Wincor Nixdorf also consulted with its financial advisors, Goldman Sachs AG, and its outside legal advisors, Freshfields Bruckhaus Deringer LLP. To facilitate discussions between Wincor Nixdorf and Diebold, on March 27, 2015 Wincor Nixdorf and Diebold entered into a confidentiality agreement regarding the exchange of certain information between Wincor Nixdorf and Diebold. As part of the confidentiality agreement, Wincor Nixdorf and Diebold each agreed not to acquire or offer to acquire any securities of the other party for a period ending on the earlier of the date of execution of a definitive transaction agreement and twelve months from the date of the confidentiality agreement.

On March 29, 2015, meetings between Mr. Heidloff, Dr. Wunram, Mr. Mattes and Mr. Chapman, which were later joined by Dr. Alexander Dibelius, chairman of the Wincor Nixdorf supervisory board and Mr. Henry Wallace, chairman of the Diebold board of directors, took place in London to discuss the possibility of a potential business combination. However, due to deviating positions on certain essential aspects of a potential transaction, including the structure of such a transaction, during a telephone call on April 9, 2015 between Dr. Dibelius, Mr. Heidloff, and Dr. Wunram on behalf of Wincor Nixdorf and Mr. Wallace, Mr. Mattes, and Mr. Chapman on behalf of Diebold, Dr. Dibelius stated that Wincor Nixdorf did not want to pursue further these preliminary discussions. Mr. Wallace accepted this decision and noted that he may contact Dr. Dibelius again at a later point.

On April 23, 2015, during a regularly scheduled meeting of the Diebold board of directors, Mr. Mattes, Mr. Chapman and Diebold's financial and legal advisors provided an update to the Diebold board of directors on the status of the discussions with Wincor Nixdorf. The Diebold board of directors discussed the developments and were supportive of Mr. Mattes's intention to continue monitoring the situation and exploring the possibility of a business combination with Wincor Nixdorf. In early May 2015, Mr. Wallace requested a meeting with Dr. Dibelius, which took place in person on May 28, 2015, in London. On May 21, 2015, Diebold's management and financial and legal advisors provided an update to Diebold's board of directors about these developments in a telephonic update call.



In the May 28, 2015 meeting, Mr. Wallace indicated that Diebold was still interested in pursuing a potential combination and would be prepared to offer mixed cash-and-stock consideration per outstanding Wincor Nixdorf ordinary share, subject to further diligence. Dr. Dibelius indicated that Wincor Nixdorf would consider this internally and might make a counter-proposal. Following the meeting, Diebold's and Wincor Nixdorf's financial advisors discussed the potential transaction. After internal discussions of Wincor Nixdorf, the management board

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**Table of Contents**

of Wincor Nixdorf, after consulting with Dr. Dibelius, decided on June 2, 2015 that any business combination in the structure of a takeover offer by Diebold to the shareholders of Wincor Nixdorf required a premium significantly above what Diebold had indicated. On June 3, 2015, in a telephone call between Dr. Dibelius and Mr. Wallace, Dr. Dibelius proposed an offer per outstanding Wincor Nixdorf ordinary share, which Mr. Wallace indicated was above the range Diebold would be prepared to offer. Based on the outcome of this call, the management board of Wincor Nixdorf decided not to negotiate with Diebold further at that juncture. Accordingly, following this call the members of the management board of Wincor Nixdorf had no further contact or discussions with representatives of Diebold.

On June 12, 2015, Diebold convened a telephonic conference call to update its board of directors. On this call Diebold's financial advisors reviewed Wincor Nixdorf's publicly available financial disclosure based upon their work to date with Wincor Nixdorf's financial advisors. Following the telephonic board update call, Diebold instructed its financial advisors to contact the financial advisors of Wincor Nixdorf to request that a meeting be scheduled for Mr. Mattes and Dr. Dibelius. An in-person meeting between Mr. Mattes and Dr. Dibelius was arranged for June 19, 2015 in Frankfurt, Germany. In this meeting, Dr. Dibelius and Mr. Mattes engaged in high-level discussions regarding a potential combination, subject to due diligence, and Diebold's intention to send to Wincor Nixdorf a written, non-binding indication of Diebold's interest in a potential combination. Following this meeting, at the direction of the respective companies, Wincor Nixdorf's financial advisors had discussions with Diebold's financial advisors during which Wincor Nixdorf's financial advisors elaborated on the valuation of Wincor Nixdorf and further aspects of a potential transaction. Dr. Dibelius and Mr. Mattes spoke again on June 26, 2015, this time on the telephone, when Mr. Mattes previewed for Dr. Dibelius the substance of a letter that Mr. Mattes intended to send to Mr. Heidloff.

On June 30, 2015, Mr. Mattes sent a letter to Mr. Heidloff expressing Diebold's non-binding interest in a potential combination of the businesses of Wincor Nixdorf and Diebold to be implemented by means of a voluntary public takeover offer made by Diebold to all shareholders of Wincor Nixdorf. In its non-binding indication of interest, Diebold indicated that, based on the information available to Diebold as of that time, it would be willing and able to put forward an offer price in the range of between 45.00 and 50.00 per Wincor Nixdorf ordinary share, with such consideration being paid partly in cash and partly in newly issued Diebold common shares representing in the aggregate up to 19.99% of Diebold's outstanding common shares. Later that same day, the management board of Wincor Nixdorf convened to discuss Diebold's non-binding expression of interest. After due deliberation and consultation with representatives of its financial and legal advisors, the management board decided that the offer warranted further analysis.

In the days following that meeting, the management board of Wincor Nixdorf, together with Dr. Dibelius and representatives of Wincor Nixdorf's financial and legal advisors, continued to assess Diebold's offer, including its terms and conditions as well as the consequences of such a transaction for Wincor Nixdorf, its business operations, its shareholders, its employees and its other stakeholders. On July 10, 2015, the management board of Wincor Nixdorf concluded, based on this analysis, that Diebold's proposal undervalued Wincor Nixdorf's business, including the value that the management board of Wincor Nixdorf expected would be created by Wincor Nixdorf's previously announced restructuring program, and, as a result, was not in the best interests of Wincor Nixdorf or its shareholders. In a letter dated July 10, 2015, Mr. Heidloff informed Mr. Mattes that Wincor Nixdorf believed that Wincor Nixdorf's current strategy justified a cash offer price of at least 50.00 to 55.00 per outstanding Wincor Nixdorf ordinary share.

On July 16, 2015, Dr. Dibelius and Mr. Mattes had a telephone call to discuss Diebold's June 30, 2015 non-binding indication of interest and Wincor Nixdorf's July 10, 2015 response. Mr. Mattes discussed Diebold's willingness, on a preliminary basis and subject to receipt of further diligence information, to revise the terms of its previous offer. On July 20, 2015, Dr. Dibelius informed Mr. Heidloff of his discussion with Mr. Mattes.



## **Table of Contents**

During a regular meeting of the Diebold board of directors on July 24, 2015, Mr. Mattes provided an update about these developments, which were discussed by the Diebold board of directors, who were supportive of Mr. Mattes's proposed next steps with respect to continued engagement with Wincor Nixdorf.

On July 30, 2015, the management board of Wincor Nixdorf, after due deliberation and consultation with representatives of its financial and legal advisors, decided that in light of Diebold's indicated willingness to potentially revise the terms of its offer, it was reasonable to enter into further discussions with Diebold.

On August 6, 2015, at a meeting in Munich, Germany, Mr. Heidloff and Dr. Wunram of Wincor Nixdorf as well as Mr. Mattes and Mr. Chapman of Diebold discussed possible future organizational, governance and management structures of a combined Diebold and Wincor Nixdorf.

On August 7, 2015, a meeting of representatives of Wincor Nixdorf and Diebold took place in Munich, Germany. The participants of this meeting on behalf of Wincor Nixdorf were Mr. Heidloff, Dr. Wunram, Mr. Olaf Heyden, executive vice president, and Mr. Ulrich Näher, senior vice president, research and development. Mr. Mattes, Mr. Chapman, Mr. Stefan Merz, senior vice president, and Mr. Jonathan B. Leiken, general counsel, participated in the meeting on behalf of Diebold. In addition, representatives of Wincor Nixdorf's financial and legal advisors as well as representatives of Diebold's financial and legal advisors participated in the meeting. During the course of the meeting, both Wincor Nixdorf and Diebold gave presentations on their respective business operations and discussed the potential merits of combining the two companies' operations. The parties also discussed the key next steps in evaluating and potentially pursuing a transaction, including reaching agreement on key commercial terms and conducting due diligence.

On August 11, 2015, the management board of Wincor Nixdorf met and, after consultation with representatives of its financial and legal advisors, discussed the outcome of the meeting with Diebold on August 7, 2015. After a lengthy discussion, the management board of Wincor Nixdorf decided that Wincor Nixdorf should continue to explore a potential business combination with Diebold. Also on August 11, 2015, following up on the calls Mr. Chapman and Mr. Merz had with Dr. Wunram following the August 7, 2015 meeting, Mr. Chapman and Mr. Merz sent Dr. Wunram a preliminary term sheet limited to an outline of Diebold's positions regarding key commercial topics discussed by the parties. Dr. Wunram, Mr. Chapman and Mr. Merz continued their discussion of the key commercial topics on calls in the subsequent days.

On August 14, 2015, Dr. Wunram received a financial due diligence request list from Mr. Merz and, in addition to discussing the key commercial topics, discussed a framework for financial and commercial due diligence in a telephone call with Mr. Chapman and Mr. Merz later that day.

Representatives of Wincor Nixdorf and Diebold and their respective financial and legal advisors held various discussions over the next several weeks on the key commercial and legal terms of a potential transaction, including (i) the offer consideration and structure of the transaction, (ii) the key aspects of a potential future integration and business combination, including the potential organization, set up and locations of a combined business as well as (iii) the governance structure of a combined entity. In addition, merger control risks and the allocation of such risks were analyzed and discussed. In a telephone call between Mr. Heidloff and Mr. Mattes on September 7, 2015, it was agreed that the value of any offer consideration of cash and shares should amount to \$2.50. In parallel to these discussions, Wincor Nixdorf and Diebold exchanged first working drafts of a non-binding term sheet regarding the potential transaction during the period between September 3 and September 12, 2015. In the course of these discussions, Wincor Nixdorf and Diebold reached preliminary agreements on various key terms of a potential transaction. The Diebold board of directors held an update call on August 26, 2015 with Diebold's management and financial and legal advisors to discuss and evaluate these developments and were supportive of the plan by Diebold's

management to negotiate a non-binding term sheet with Wincor Nixdorf in respect of a potential business combination.

## **Table of Contents**

On September 14, 2015, the management board of Wincor Nixdorf convened to discuss the status of the negotiations with Diebold on the potential transaction. The management board also discussed the content of the working drafts of the term sheet which were previously prepared and exchanged. After due deliberation and consultation with its financial and legal advisors, the management board of Wincor Nixdorf decided that the key terms of the potential transactions should be negotiated and agreed upon in a draft term sheet during a meeting in New York City on September 16, 2015.

In addition, the management board of Wincor Nixdorf decided that it was more appropriate for Mr. Heidloff and Mr. Mattes to discuss the key open items during their one-on-one meeting before meeting with a wider group that would include financial and legal advisors of Wincor Nixdorf and Diebold. On September 14, 2015, in advance of the meeting between Mr. Heidloff and Mr. Mattes, Dr. Dibelius and Mr. Wallace exchanged views on certain open items in relation to the key terms, including the offer consideration.

On September 16, 2015, Mr. Heidloff and Mr. Mattes met in New York City to discuss key terms such as the offer consideration, closing conditions and governance of a combined Diebold and Wincor Nixdorf. During this meeting, Mr. Heidloff and Mr. Mattes were able to reach preliminary agreement on a number of topics, including various aspects of the ongoing business strategy of a combined group following the closing and its governance structure, as well as third-party diligence and validation and the shared desire for transaction certainty.

Following this meeting, the management board of Wincor Nixdorf decided on September 16, 2015 that, in light of the agreements reached by Mr. Heidloff and Mr. Mattes, representatives of Wincor Nixdorf and Diebold should negotiate a detailed, non-binding term sheet regarding a potential business combination.

On September 17, 2015, representatives of the financial and legal advisors of Wincor Nixdorf and Diebold met in Frankfurt, Germany, and discussed and negotiated the key terms of the potential transaction with the view to finalizing the non-binding term sheet. On September 18, 2015, Diebold's board of directors discussed by telephone these developments with Diebold's management and financial and legal advisors, and Diebold's board of directors, after deliberation, supported the intention of Diebold's management to finalize the non-binding term sheet within the next few days.

Following the September 17, 2015 meeting, other key open issues, such as conditions to closing and the allocation of risk in obtaining regulatory approvals for the transaction, were also discussed between the parties' legal advisors. On September 22, 2015, the parties reached substantial agreement on all key legal and commercial terms contained in the non-binding term sheet.

On September 22, 2015, the management board of Wincor Nixdorf met and, after due deliberation and consultation with its financial and legal advisors, approved entering into the non-binding term sheet and approved the initiation of a mutual due diligence process between Diebold and Wincor Nixdorf.

On September 23, 2015, the supervisory board of Wincor Nixdorf held a meeting. During this meeting, Mr. Heidloff and Dr. Wunram reported to the supervisory board the status of the potential transaction and presented the rationale for a potential business combination, the terms of the proposed term sheet as well as potential strategic alternatives. At that meeting, representatives of Wincor Nixdorf's financial advisor also gave a presentation on the key commercial terms of the proposed term sheet, and representatives of Wincor Nixdorf's legal advisor gave an overview on the legal aspects to be considered. After due deliberation, the supervisory board consented to the entering into the non-binding term sheet and the conduct of a mutual due diligence process between Diebold and Wincor Nixdorf.

On September 24, 2015, with the support of the Wincor Nixdorf supervisory board and the Diebold board of directors, Wincor Nixdorf and Diebold entered into a non-binding term sheet on the key terms of a potential transaction, including terms of the exchange offer and closing conditions to the offer, allocation of risk with

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**Table of Contents**

respect to obtaining regulatory approval for the transaction, and parameters for future integration of their respective business operations. The term sheet provided for a consideration per Wincor Nixdorf ordinary share in a nominal amount of €52.50 consisting of (i) 0.434 Diebold common shares, representing in aggregate 19.90% of Diebold's then outstanding common shares, and (ii) a cash component in an amount in euros equal to the difference between €52.50 and the value of the 0.434 Diebold common shares per Wincor Nixdorf ordinary share based on Diebold's volume-weighted average share price on the New York Stock Exchange over the last five trading days up to and including the third trading day prior to the announcement of the transaction or the last five trading days prior to the unaffected share price (in case of a leak prior to the announcement of the transaction). The term sheet provided that it would be replaced by a business combination agreement and that Wincor Nixdorf would be able to terminate the business combination agreement in certain circumstances, including if the Wincor Nixdorf management board or supervisory board decided to pursue a superior offer from a third party after negotiating in good faith with Diebold. It also provided that Diebold would pay Wincor Nixdorf a termination fee ranging from €20 million to €39 million in certain circumstances where a closing condition to the exchange offer was not met.

The non-binding term sheet provided for headquarters of the combined group in Canton, Ohio and Paderborn, Germany, a commitment to keep certain locations of Wincor Nixdorf, a general framework for a future integration under the oversight of an integration committee in which both parties are equally represented, certain key aspects of the organization of the combined business, and the continuation of already initiated restructuring programs. The term sheet also acknowledged that the workforce of Diebold and Wincor Nixdorf is the foundation for future success of a combined group. With a view to corporate governance, the term sheet, among other provisions, provided that Wincor Nixdorf will use reasonable best efforts to procure that after closing of the transaction three current shareholder-appointed members of the Wincor Nixdorf supervisory board will resign and be replaced by three representatives of Diebold. The term sheet further provided that Diebold will appoint the CEO of Wincor Nixdorf as its president following the closing. In addition, Diebold will nominate for election to the board of directors of Diebold following the business combination, and recommend that Diebold shareholders vote in favor of, two members of Wincor Nixdorf's supervisory board and the chief executive officer of Wincor Nixdorf, provided that upon the termination of the employment of the chief executive officer of Wincor Nixdorf as president of Diebold, Wincor Nixdorf's chief executive officer will resign from the Diebold board of directors, and thereafter, representation of management on the Diebold board of directors would be reduced to the incumbent chief executive officer of the combined company.

Promptly after execution of the non-binding term sheet, Diebold proceeded with a formal due diligence process. Wincor Nixdorf began providing due diligence documents to Diebold for review, and both parties agreed to procedures that would allow a detailed due diligence investigation while protecting commercially or competitively sensitive information, including making members of management available for one-on-one discussions with their appropriate counterparts. Wincor Nixdorf also conducted reciprocal due diligence in light of the contemplated mixed cash and stock exchange offer consideration. Due diligence continued up to and following signing of the business combination agreement.

On October 13, 2015, Diebold's legal advisor sent a draft business combination agreement to Wincor Nixdorf's legal advisor. During a regular meeting on October 14, 2015, Diebold's board of directors discussed and evaluated these developments with Diebold's management and financial and legal advisors.

Following rumors on the potential transaction in the German press, on October 17, 2015, Wincor Nixdorf published an ad-hoc notification pursuant to Section 15 German Securities Trading Act (*Wertpapierhandelsgesetz*) confirming that Wincor Nixdorf and Diebold are currently in discussions regarding a potential business combination and had entered into a non-binding term sheet. Diebold also issued a press release containing similar information on October 17, 2015.



On October 28, 2015, Wincor Nixdorf's legal advisor sent a revised draft business combination agreement to Diebold's legal advisor. On October 29 and 30, 2015, both parties' legal advisors engaged over the phone in

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**Table of Contents**

preliminary discussions on open issues in the revised draft business combination agreement. On November 1, 2015, Diebold's legal advisor sent a revised draft business combination agreement to Wincor Nixdorf's legal advisor. Wincor Nixdorf's and Diebold's financial and legal advisors met the next day in Frankfurt to discuss the agreement with the objective of identifying open issues to be resolved by the respective parties' principals. On November 3, 2015, Wincor Nixdorf's legal advisor sent a revised draft business combination agreement to Diebold's legal advisor. Negotiations between the legal advisors of, and reports by the financial and legal advisors to, Diebold and Wincor Nixdorf continued through the subsequent days, and Mr. Mattes and Mr. Heidloff had a telephone call on November 6, 2015, to further discuss the key open items, which included provisions related to an alternative all-cash offer consideration available for election by the tendering holders of Wincor Nixdorf ordinary shares and the date on which Wincor Nixdorf may terminate the business combination agreement due to the non-satisfaction of the antitrust closing condition. Mr. Mattes, Mr. Chapman, and financial and legal advisors of Diebold discussed these and other recent developments with Diebold's board of directors during a specially scheduled, in-person meeting on November 6, 2015. Diebold's board of directors supported plans by Mr. Mattes and Mr. Chapman to negotiate and expeditiously resolve the key open items with Wincor Nixdorf in the following weeks. During the week of November 9, 2015 discussions continued between Diebold's and Wincor Nixdorf's management and advisors regarding the structure of the offer consideration and the antitrust closing condition. On November 14, 2015, Diebold's management and legal advisor provided an update to Diebold's board of directors about these developments in a telephonic update call.

On November 16 and 17, 2015, Mr. Heidloff and Mr. Wunram, on behalf of Wincor Nixdorf, and Mr. Mattes and Mr. Chapman, on behalf of Diebold, as well as representatives of their respective financial and legal advisors met in Frankfurt, Germany, in order to discuss and negotiate the remaining open topics, including the treatment of merger control risks and the final structure of the offer consideration and associated tax implications. The parties reached substantive agreements on these topics at the conclusion of the meetings.

During the following days, the parties' legal advisors continued to exchange drafts of the business combination agreement and negotiated further details in several calls.

On November 20, 2015, the management board of Wincor Nixdorf held a meeting. The financial and legal advisors of Wincor Nixdorf presented to the management board in detail information on the current status of the potential transaction as well as the material aspects to be considered by the members of the management board of Wincor Nixdorf. After due consideration and deliberation, the members of the management board of Wincor Nixdorf decided that, subject to final agreement on the business combination agreement, the business combination agreement and the transactions contemplated thereby shall be presented to the supervisory board of Wincor Nixdorf for approval on November 22, 2015.

The parties' legal advisors held further discussions on November 20 and 21, 2015, on the business combination agreement, which was substantially finalized on the afternoon of November 21, 2015. On November 21, 2015, Mr. Mattes, Mr. Chapman, and financial and legal advisors of Diebold discussed these developments with the Diebold board of directors. Following these discussions, the Diebold board of directors unanimously approved the entry by Diebold into the business combination agreement and the execution of other related transactions.

On November 22, 2015, the supervisory board of Wincor Nixdorf held a meeting. Representatives of the financial and legal advisors of Wincor Nixdorf presented detailed information to the members of the supervisory board of Wincor Nixdorf on the proposed transaction, the business combination agreement and the transactions contemplated thereby as well as on aspects regarding the valuation of the offer consideration proposed in the business combination agreement. After due consideration and deliberation the supervisory board of Wincor Nixdorf approved the entry by Wincor Nixdorf into the business combination agreement and the transactions contemplated thereby.

In light of the approval of the business combination agreement and the transactions contemplated thereby by the supervisory board of Wincor Nixdorf, the management board of Wincor Nixdorf held a further meeting in the

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**Table of Contents**

morning on November 23, 2015. The members of the management board again considered the proposed transaction and offer consideration as well as its consequences for Wincor Nixdorf, its shareholders, its employees and other stakeholders and unanimously approved the entry by Wincor Nixdorf into the business combination agreement and the transactions contemplated thereby. Promptly after this resolution the business combination agreement was executed by both parties and the transaction was publicly announced.

**Diebold's Reasons for the Business Combination**

In December 2014, the Diebold board of directors began its consideration and evaluation of the proposed business combination, and over the next several months engaged in extensive review and careful consideration of the proposed transaction. Prior to and throughout the course of negotiations, the Diebold board of directors received regular updates provided by Diebold management and Diebold's outside legal and financial advisors. In addition to participation by Mr. Wallace, chairman of the Diebold board of directors, and Mr. Mattes, chief executive officer and director of Diebold, in negotiating the proposed transaction, the Diebold board of directors discussed and considered the proposed transaction during regular in-person board of directors meetings on December 3, 2014, February 4, 2015, April 22 and 23, 2015, July 24, 2015 and October 14, 2015, a special in-person meeting on November 6, 2015, a special telephonic meeting on November 21, 2015, and telephonic update calls regarding the proposed transaction on May 21, 2015, June 12, 2015, August 26, 2015, September 18, 2015 and November 14, 2015. See also [Background of the Business Combination](#) above for additional information regarding the various stages of these negotiations and discussions.

After due consideration and consultation with Diebold's management and its legal and financial advisors, at a meeting held on November 21, 2015, the Diebold board of directors unanimously (i) determined and declared that the business combination agreement, the consummation of the exchange offer and the other transactions contemplated by the business combination agreement are in the best interest of Diebold and its shareholders, (ii) approved and declared advisable the business combination agreement, the exchange offer and the other transactions contemplated by the business combination agreement and (iii) authorized the issuance of Diebold common shares in connection with the exchange offer.

In reaching its decision that the business combination agreement and the transactions contemplated thereby were in the best interest of Diebold and its shareholders, the Diebold board of directors consulted with Diebold management and its outside legal and financial advisors and considered a number of factors in connection with its evaluation of the proposed transaction, including the principal factors mentioned below. The Diebold board of directors did not attempt to quantify, rank or otherwise assign any relative or specific weights to the factors that it considered in reaching its determination. The Diebold board of directors did not undertake to make any specific determination as to whether any factor, or any particular aspect of any factor, supported or did not support its ultimate determination. The Diebold board of directors based its recommendation on the totality of the information presented. The explanation of the Diebold board of directors' reasons for the proposed transaction and all other information presented in this section is forward-looking in nature and therefore should be read in light of the factors discussed under [Forward-Looking Statements](#).

The Diebold board of directors evaluated a number of factors and significant strategic opportunities as generally supporting its decision to enter into the business combination agreement and proceed with the transactions contemplated thereby, including the following material factors:

The expectation that the combined company would create long-term shareholder value through (i) the common strategic focus on growing its high-value services and software business, supported by innovative hardware offerings, (ii) possible significant cost synergies facilitated by the business combination, and (iii) the ability to leverage the complementary strengths of each business into additional growth opportunities;

The expectation that the business combination would enable the combined company to better compete with a number of players in the self-service market (such as mobile and online payment providers, low-cost hardware providers, transaction processors, and multinational software and managed services

**Table of Contents**

companies), as both established and emerging competitors seek to capitalize on the changes occurring within the self-service industry (including greater automation of transactions, enhanced customer offerings, and increased government regulation and compliance costs) since the combined company would have relationships with and knowledge related to approximately one million ATMs in service worldwide;

The expectation that the business combination would complement the Diebold 2.0 transformation by bringing together two companies focused on growth in the efficient delivery of fully-integrated offerings across the entire value chain (from managed and professional services that provide consulting and design of products to installation and maintenance services for products) to clients around the globe;

The expectation that the business combination would bring together two firms with a complementary geographic business presence, with Diebold's leadership in the Americas complementing Wincor Nixdorf's strong customer and supplier relationships in EMEA, two regions that are drivers for innovation and digital transformation in the industry;

The expectation that the increased scale would (i) create potential for cost-savings and efficiencies allowing the combined company to increase its focus and resources on innovation and capitalize on the history of innovative collaboration between the two companies, (ii) enable the combined company to deliver fully-integrated and transformative solutions faster, and (iii) provide the combined company the opportunity to partner with other leading technology companies on innovation;

The view that Diebold may be able to take advantage of significant cost efficiencies and synergy opportunities resulting from the business combination, including potential estimated cost savings in the first three years following the adoption of the domination agreement and/or the profit and loss transfer agreement;

The expectation that the business combination would be accretive to Diebold's non-GAAP earnings per share in the first full fiscal year following a potential adoption of a domination agreement and/or profit and loss transfer agreement, excluding integration costs;

The expectation that the business combination would provide increased operating cash flow less capital expenditures, which may be used to reduce debt, reinvest in the self-service business, return cash to shareholders in the form of dividends or share buybacks, and pursue future mergers and acquisitions;

The consideration of the scope of the due diligence investigation of Wincor Nixdorf conducted by Diebold management and outside advisors, and the results of that investigation;

The fact that the Diebold board of directors has an understanding of Wincor Nixdorf's business (including conditions, operations, properties, assets, regulatory issues, competitive position, strategy and prospects), historical financial performance, projected financial performance on a stand-alone and pro forma basis, in

each case, taking into account the due diligence conducted by Diebold management with respect to Wincor Nixdorf, and knowledge of the current and prospective environment in which Diebold and Wincor Nixdorf operate;

The view that the terms and conditions of the business combination agreement and the transactions contemplated thereby, including the covenants, closing conditions and terminations provisions, are favorable to completing the business combination;

The view that the minimum acceptance threshold of 67.6 percent of the total number of all Wincor Nixdorf ordinary shares (representing 75 percent of all issued and outstanding Wincor Nixdorf ordinary shares) would increase the likelihood that Diebold would be able to implement a domination agreement and/or profit and loss transfer agreement in an efficient timeframe following the consummation of the exchange offer;

**Table of Contents**

The view that Diebold and Wincor Nixdorf are committed (i) to align their respective compliance programs and systems following consummation of the exchange offer in accordance with best practices in the United States, Germany, other relevant jurisdictions, and the terms of Diebold's agreements with the United States government, (ii) to enter into good faith negotiations with the objective to reach an agreement outlining the specific features of a best practices compliance program, including certain features to be adopted prior to consummation of the exchange offer; and (iii) to conduct a risk-based analysis at both Diebold and Wincor Nixdorf with the goal of identifying changes to be made in order to implement the compliance program following consummation of the exchange offer;

The view that the complementary global coverage and shared values may allow for an effective and efficient integration process between Diebold and Wincor Nixdorf, due, in part, to the strength of the companies management teams, both of which have proven operational track records;

The commitment that following the execution of the business combination agreement Diebold and Wincor Nixdorf would establish an integration committee to oversee integration of the two companies and would develop and oversee a plan to implement the business strategy of the combined company;

The agreement that following the consummation of the exchange offer three Diebold executives would be nominated to Wincor Nixdorf's supervisory board, which would support integration and future operations as a combined company;

The expectation that following the consummation of the exchange offer, and subject to applicable law and fiduciary duties, Diebold would increase the size of its board of directors and appoint Dr. Alexander Dibelius, chairman of the Wincor Nixdorf supervisory board, Dr. Dieter Düsedau, member of the Wincor Nixdorf supervisory board and Mr. Eckard Heidloff, chief executive officer of Wincor Nixdorf, to Diebold's board of directors, which would provide the Diebold board of directors with decades of experience, expertise and knowledge of Wincor Nixdorf's business, customers and strategy; and

The agreement that following the consummation of the exchange offer four Wincor Nixdorf executives would serve as members of a newly formed eight-person executive committee of the combined company, including Mr. Heidloff, who will serve as president of Diebold, and Mr. Jürgen Wunram, chief financial officer of Wincor Nixdorf, who will serve as chief integration officer and head of retail of Diebold, which would provide continuity, expertise and experience with Wincor Nixdorf's business, customers, geographic locations and culture.

The Diebold board of directors also evaluated a variety of uncertainties and risks and other potentially negative factors concerning the business combination agreement and the transactions contemplated by the business combination agreement, including the following (that are not in any relative order of importance):

The risk that the exchange offer may be delayed or may not be consummated, and the attendant adverse consequences for Diebold's and Wincor Nixdorf's businesses and financial results as a result of the pendency of the transaction and operational disruption;



The risk that required regulatory approvals may not be obtained or are obtained on terms and conditions that may prevent or delay the transaction or impose restrictions or requirements on the operation of the business of the combined company after the consummation of the exchange offer;

The fact that Wincor Nixdorf's business has different segments and reporting structures than Diebold's business, which gives rise to different business risks and makes direct comparisons between the two companies more difficult;

The uncertainty inherent in Wincor Nixdorf's plan for future projects, including the successful implementation of Wincor Nixdorf's restructuring program;

The risk that the exchange offer could be completed and consummated with up to 25 percent of outstanding Wincor Nixdorf ordinary shares not tendered, and that Diebold may not be able to acquire

**Table of Contents**

such remaining Wincor Nixdorf ordinary shares on a timely basis or at all (in which case, minority shareholders will continue to hold Wincor Nixdorf shares), and that any such acquisition of such shares may require the payment of different or additional consideration than the exchange offer consideration);

The process for implementing a domination agreement and/or a profit and loss transfer agreement could take a significant amount of time, and an additional time period could elapse before Diebold could undertake a squeeze-out transaction to acquire any remaining ordinary shares of Wincor Nixdorf not tendered in the exchange offer;

The requirement that Diebold pay Wincor Nixdorf a termination fee of either 20 million, 30 million or 50 million under certain circumstances prompting the termination of the business combination agreement (see The Business Combination Agreement Term and Termination Termination Fees );

The risks associated with the occurrence of events that may materially and adversely affect the operations or financial conditions of Wincor Nixdorf, which may not entitle Diebold to terminate the business combination agreement;

The risk that the potential benefits, savings and synergies of the business combination may not be fully or partially achieved, or may not be achievable within the expected timeframe;

The risks associated with the substantial amount of indebtedness Diebold would incur to finance the acquisition of the Wincor Nixdorf shares and the resulting leverage;

The challenges and difficulties of integrating the operations of Diebold and Wincor Nixdorf, including the integration of the respective accounting practices, compliance programs, technology and systems;

The risk of potential negative synergies following the business combination and negative reactions from customers and suppliers resulting from the business combination;

The risks associated with the expansion into new geographic locations and lines of business;

The risk of diverting management focus and resources from other strategic opportunities and from operational matters while working to implement the business combination, and other potential disruptions associated with combining the businesses and integrating the companies, and the potential effects of such diversion and disruption on the businesses and their respective regulators, customers, employees, suppliers, agents and others with whom they have business dealings;

Given the knowledge and experience of Wincor Nixdorf's management and employees, any inability to maintain the current management team and employees of Wincor Nixdorf could negatively affect a combined Diebold and Wincor Nixdorf, including the challenges associated with integrating internal information technology systems and joining companies located in different time zones that have employees who speak different languages and aligning varying business customs and practices;

Diebold will be required to bear the costs associated with negotiating the business combination agreement and launching the exchange offer even if the exchange offer is not ultimately consummated, as well as in connection with potential litigation that may arise in the future;

The effects of general competitive, economic, political and market conditions and fluctuations on Diebold, Wincor Nixdorf or the combined company; and

Various other risks associated with the business combination and the business of Diebold, Wincor Nixdorf and the combined company, some of which are described in the section of this prospectus titled "Risk Factors." Following the extensive deliberations discussed above, the Diebold board of directors concluded that the potentially negative factors associated with the business combination were outweighed by the potential benefits that it expected Diebold and its shareholders to achieve as a result of the business combination. Accordingly, the Diebold board of directors unanimously approved the business combination agreement, the exchange offer and the other transactions contemplated by the business combination agreement.

## **Table of Contents**

### **Wincor Nixdorf's Reasons for the Business Combination**

At meetings held on November 22 and 23, 2015, after due consideration and consultation with Wincor Nixdorf management and legal and financial advisors, the supervisory and management board, respectively, approved the business combination agreement and the transactions contemplated by the business combination agreement.

The management board of Wincor Nixdorf evaluated the proposed transaction prior to and throughout the course of negotiations, and was guided by the expertise and regular updates provided by Wincor Nixdorf management and Wincor Nixdorf's outside legal and financial advisors.

In reaching their decision to approve the business combination agreement and the transactions contemplated thereby, the Wincor Nixdorf management board and supervisory board considered a number of factors in connection with its evaluation of the proposed transaction, including the principal factors mentioned below and determined that the business combination agreement and the transactions contemplated thereby were in the best interest of Wincor Nixdorf and its shareholders. Individual members of the Wincor Nixdorf management board and supervisory board may have given differing weights to different factors.

The Wincor Nixdorf management board and supervisory board considered a number of factors pertaining to the strategic rationale for the business combination as generally supporting their decision to enter into the business combination agreement, including but in no case limited to, the following material factors:

The advantages created for shareholders by the business combination (i) due to the combined business's strategic position in the market of both software and hardware solutions for ATMs, and (ii) resulting from synergies in financial planning of the combined group and the fact that this is in the long term expected to provide increased revenues for shareholders;

The fact that the businesses of Wincor Nixdorf and Diebold have complementary regional footprints with Wincor Nixdorf's stronger presence in the Europe, Middle East and Africa region and Diebold's stronger presence in North and South America which will enhance the access to a larger customer base for the combined company;

The expectation that the combined company will benefit from a vertical integration allowing for improved offerings to customers due to the strengths in hardware and software, on the one hand, and services, on the other hand, which will allow the combined company to provide customers with greater worldwide access to an integrated solution across hardware, software and services;

The expectation that the combined company will be able to improve its position vis-à-vis competitors due to its in-depth knowledge of the different market segments resulting from the focus on hardware and software and services, of Wincor Nixdorf and Diebold, respectively;

The expectation that the combination of the businesses envisaged by the transaction will lead to a higher level of innovations in the market for ATMs in general, as well as the software, hardware and services taken

individually due to the vertically integrated approach which will further the exchange between the different levels in research and development;

The expectation that through the combination of the businesses envisaged by the transaction synergies can be created with regard to supplies as well as the customer management and internal services which will improve the financial position of the combined company;

The fact that through the business combination potential additional value can be created for shareholders through synergies, including growth and innovation, in particular for software and high-end-services;

The estimated potential synergies resulting from the business combination of Wincor Nixdorf's and Diebold's businesses, as assessed at the time of the approval of the business combination agreement by the Wincor Nixdorf management board, which were a factor in favor of the business combination, as

**Table of Contents**

the Wincor Nixdorf shareholders, based on the fact that a portion of the consideration for the Wincor Nixdorf ordinary shares will consist of equity interest in Diebold following the consummation of the offer, would participate in the benefits of such estimated synergy savings;

The expectation that Wincor Nixdorf shareholders will own approximately 16.6 percent of the outstanding common shares of Diebold immediately after closing of the offer (assuming all outstanding Wincor Nixdorf ordinary shares are tendered) and on this basis have the opportunity to participate in any future earnings and growth of the combined company and future appreciation in the value of Diebold's common shares following the business combination, while retaining the flexibility of selling all or a portion of those shares for cash in the open market post-closing;

Its general understanding of Diebold's business, operations, historical and current financial condition, projected financial performance, as well as current and projected earnings, also taking into account the results of Wincor Nixdorf's due diligence review of Diebold, in each case taking into account a stand-alone analysis as well as a pro-forma analysis of the combined company;

The expectation that the acceptance threshold of 67.6 percent of the total number of shares in Wincor Nixdorf as provided for in the Diebold offer will ensure that following completion of the offer Diebold will have sufficient voting power to implement integration measures thereby enhancing shareholder value in the combined company;

Based on the volume-weighted average share price of Diebold common shares over the last five trading days prior to October 17, 2015, the day on which the companies confirmed entry into a non-binding term sheet for a proposed business combination, the total offer consideration represented an implied value of \$52.50 per Wincor Nixdorf ordinary share, representing a premium of approximately 35 percent over Wincor Nixdorf's closing share price as of October 16, 2015, and a premium of approximately 42 percent over the volume-weighted Wincor Nixdorf average price per share over the last three months preceding that date.

The fact that the financial and other terms and conditions of the business combination agreement and the transactions contemplated thereby, including, but not limited to, the requirements to obtain applicable regulatory approvals and the satisfaction of the various other closing conditions, were the product of extensive arms-length negotiations between the parties;

The fact that the agreements reached between Wincor Nixdorf and Diebold reflect the acknowledgement of the workforce of both parties to be the basis of future success of the combined company; and

The governance arrangements contained in the business combination agreement providing, among other things, that after completion of the business combination that (i) immediately following the closing, Mr. Heidloff, the current chief executive officer of Wincor Nixdorf, Dr. Alexander Dibelius, chairman of the supervisory board of Wincor Nixdorf, and Dr. Dieter Düsedau, member of the supervisory board of Wincor Nixdorf (together, the Prospective Board Members), shall be appointed as members of the board of directors

of Diebold, (ii) Diebold shall nominate the Prospective Board Members for election to its board of directors (at least one board election cycle after the first shareholder vote on new directors) and recommend that its shareholders vote in favor of the (formerly appointed) Prospective Board Members, (iii) Mr. Heidloff, the current chief Executive officer of Wincor Nixdorf, will serve as president of Diebold and (iv) during the period immediately following closing, the current members of the Wincor Nixdorf management board will continue to manage the Wincor Nixdorf business, which will continue to be headquartered in Paderborn, Germany.

**Table of Contents**

In connection with its deliberations, the Wincor Nixdorf management board also comprehensively weighed the factors described above against certain potential risks and uncertainties as well as potentially negative factors associated with the proposed business combination, including:

The possibility that the business combination might not be completed, or that completion might be unduly delayed, for reasons beyond Wincor Nixdorf's and/or Diebold's control;

The risk that the operational integration of the businesses of Wincor Nixdorf and Diebold is delayed or impeded by general market conditions;

The risk that anticipated synergies might not be fully achieved or not achieved in the expected time frames due to, for example, the different internal organizations of the Wincor Nixdorf and the Diebold businesses with a view to market segments and reporting lines which may impose challenges to the initiation of the integration process;

The risk that the integration of the business of Wincor Nixdorf and Diebold is delayed by factors deriving from the geographical set-up (time-zones, languages) as well as differences in management and employment practices;

The risk that the enlargement of the customer base and the offering of vertically integrated services and other potential benefits of the business combination might not be fully achieved or may not be achieved within the time frames expected or at all;

The risk associated with management and employees focusing on the implementation of the integration of Wincor Nixdorf's and Diebold's business thereby diverting attention from other business opportunities;

The potential for diversion of management and employee attention and for increased employee attrition during the potentially lengthy period prior to the closing of the business combination, and the potential effect on Wincor Nixdorf's business and relations with customers and suppliers;

The substantial costs to be incurred in connection with the business combination, including the potential future costs of integrating the businesses of Wincor Nixdorf and Diebold and the transaction expenses arising from the business combination;

The fact that the stock portion of the consideration is subject to a fixed exchange ratio, which, by its nature, will not adjust upward to compensate for declines, or downward to compensate for increases, in Diebold's common share price prior to completion of the business combination;



The risk that governmental regulatory agencies may not approve the business combination or may impose terms and conditions on their approvals that would either materially impair the business operations of the combined company or adversely impact the ability of the combined company to realize the synergies or other benefits that are projected to occur in connection with the business combination;

The restrictions on the conduct of Wincor Nixdorf's business during the period between the signing of the business combination agreement and completion of the business combination;

The potential negative impacts on Wincor Nixdorf, its business and the price of its ordinary shares if the business combination is not completed;

The potential impact if the business combination is not completed due to a termination of the business combination agreement; and

The risks of the type and nature described under the section of this prospectus titled "Risk Factors" and the matters described under "Forward-Looking Statements."

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**Table of Contents**

The management board and the supervisory board of Wincor Nixdorf each concluded that the potentially negative factors associated with the business combination were outweighed by the potential benefits that it expected Wincor Nixdorf and its shareholders to achieve as a result of the business combination. Accordingly, the management board and the supervisory board of Wincor Nixdorf approved the business combination.

In considering the recommendation of the management board and the supervisory board of Wincor Nixdorf as described in Recommendation of the Wincor Nixdorf Supervisory Board and Management Board, you should be aware that the members of Wincor Nixdorf's supervisory board and management board may have interests in the transactions contemplated by the business combination agreement that may be different, or in addition to, the interests of Wincor Nixdorf's shareholders generally. These interests may create potential conflicts of interests. The supervisory board and the management board of Wincor Nixdorf were aware that such potential interests might exist. However, the decisions of the management and supervisory board to approve the business combination agreement and the transactions and covenants contemplated by the business combination agreement were solely guided by the best interest of Wincor Nixdorf, its shareholders, employees and other stakeholders.

**Recommendation of the Wincor Nixdorf Supervisory Board and Management Board**

The Wincor Nixdorf management board and the Wincor Nixdorf supervisory board have carefully considered the proposed combination and determined that the proposed combination is in the best interest of Wincor Nixdorf, the shareholders of Wincor Nixdorf, its employees and other stakeholders, and therefore approved the business combination agreement. Subject to their fiduciary duties under applicable law and a thorough review of the exchange offer document, the Wincor Nixdorf supervisory board and the Wincor Nixdorf management board intend to recommend the Wincor Nixdorf shareholders accept the offer and to tender their shares to Diebold. The shareholders of Wincor Nixdorf are, however, advised to consider carefully the potential tax consequences of accepting the offer. The management board and the supervisory board stress, in particular, that it might, for instance, be more favorable under German tax laws for German retail investors to sell their shares on the stock exchange or otherwise rather than accepting the offer. Therefore, members of the management board or supervisory board of Wincor Nixdorf that hold shares in Wincor Nixdorf may choose to sell their shares on the stock exchange or otherwise rather than tender their shares.

The management board and the supervisory board of Wincor Nixdorf have undertaken in the business combination agreement to support the offer in a reasoned statement or a joint reasoned statement to be published pursuant to Sections 27, 14(3) of the German Takeover Act. These obligations are subject to a thorough review of the exchange offer document and the applicable obligations and responsibilities under applicable law, in particular the board members' duties of care, loyalty and good faith, the requirements of the German Takeover Act, and other requirements described in the business combination agreement.

**The Business Combination Agreement**

*This section of the prospectus describes the material terms of the business combination agreement but does not purport to describe all of the terms of the business combination agreement. This summary does not purport to be complete and may not contain all of the information about the business combination agreement that is important to you. The following summary is qualified in its entirety by reference to the complete text of the business combination agreement, which is attached as Annex A to this prospectus and incorporated into this prospectus by reference. Diebold and Wincor Nixdorf urge you to read the full text of the business combination agreement because it is the legal document that governs the business combination.*

***Intentions of Diebold and Wincor Nixdorf***

Diebold and Wincor Nixdorf intend to form a combined enterprise, which we refer to as the combined company, which will strive to be a leading company in the integrated self-service, banking and retail industry, and to expand its consolidated services and software business while developing innovative hardware, which will

## **Table of Contents**

be an important enabler for the combined company. Diebold and Wincor Nixdorf intend for the combined company to continue Diebold's and Wincor Nixdorf's respective restructuring programs with the objective of an accelerated transition to an enterprise that is services-led, software-enabled and supported by innovative hardware and to use its global reach to achieve economies of scale and adjust its cost structure, while reinvesting in new solution offerings in both software and services to accelerate growth.

Immediately after the signing of the business combination agreement, Diebold notified BaFin of its intention to make the exchange offer and published its decision regarding the launch of the exchange offer, including a statement regarding the offered consideration, pursuant to Section 10 of the German Takeover Act and, concurrently, Wincor Nixdorf published an ad hoc announcement pursuant to Section 15(1) of the German Securities Prospectus Act.

### ***Structure of the Combination***

Pursuant to the business combination agreement, Diebold will make a voluntary public takeover offer, which we refer to as the exchange offer, under which Diebold will offer a mix of cash and Diebold common shares to the shareholders of Wincor Nixdorf for all issued Wincor Nixdorf ordinary shares.

The parties have agreed to take the following steps in chronological order to consummate the exchange offer and use their best efforts to complete the exchange offer in a timely manner:

signing the business combination agreement;

announcing the intention to launch the exchange offer;

filing the registration statement on Form S-4, of which this prospectus forms a part, with the SEC;

filing the draft exchange offer document with BaFin;

receiving approval of the final exchange offer document by BaFin and commencing the exchange offer;

receiving from the SEC declaration of effectiveness of the registration statement on Form S-4, of which this prospectus forms a part;

receiving all required antitrust clearances; and

settling the exchange offer.

### ***The Exchange Offer***

Under the terms of the exchange offer, Diebold seeks to acquire all Wincor Nixdorf ordinary shares in exchange for a cash consideration in the amount of \$38.98, which we call the cash component, and a stock consideration in the amount of 0.434 Diebold common shares, which we refer to as Diebold common shares, in exchange for each Wincor Nixdorf ordinary share, which, together, we refer to as the offer consideration. The offer consideration is subject to any increases made either voluntarily by Diebold or in accordance with the provisions of the German Takeover Act.

Prior to the settlement of the exchange offer and depending on the number of Wincor Nixdorf shares tendered into the exchange offer, Diebold will ensure that the total number of new Diebold common shares issued in connection with the exchange offer will not exceed 12,940,236 (corresponding to 19.91% of the total number of Diebold common shares outstanding as of the date of the business combination agreement). Diebold will also ensure that the Diebold common shares issued in the exchange offer will be fully fungible with outstanding Diebold common shares, including with respect to dividend entitlements. In addition, Diebold will ensure that the new Diebold common shares issued in the exchange offer will be admitted to trading on the New York Stock Exchange and the Frankfurt Stock Exchange by applying to list the Diebold common shares issued to

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**Table of Contents**

Wincor Nixdorf shareholders on the New York Stock Exchange and by applying to list all Diebold common shares on the regulated market segment of the Frankfurt Stock Exchange with a concurrent listing in the subsegment of the regulated market with additional post-admission obligations (Prime Standard).

***Certain Funds Financing***

On November 23, 2015, Diebold entered into a (i) \$500.0 million bridge credit agreement and (ii) \$1.841 billion bank credit agreement, pursuant to which Diebold has obtained certain funds financing from certain banks, which we refer to as the financing sources, in an aggregate amount of up to approximately \$2.3 billion to finance the cash component of the offer consideration and to finance shareholder loans to be provided by Diebold to Wincor Nixdorf following the consummation of the exchange offer in an amount of up to 175.0 million, as described below in the section of this prospectus titled *Conduct of the Business Pending the Business Combination*. See the section of this prospectus titled *Material Agreements of Diebold Financing of the Business Combination* for a description of the credit agreements.

***Announcement of the Exchange Offer***

Diebold has agreed that Wincor Nixdorf is permitted at any time to disclose the entire contents of the business combination agreement to stakeholders and the press, as well as in the reasoned statements of the Wincor Nixdorf management board and the supervisory board regarding the exchange offer, issued pursuant to Section 27 of the German Takeover Act, and in any filings or statement required to be made by Wincor Nixdorf under the rules and regulations of the SEC in respect of the exchange offer (including the statement required by Rule 14e-2 of Regulation 14E as promulgated by the SEC). See the section of this prospectus titled *Approvals by the Diebold and Wincor Nixdorf Boards; Recommendations by the Wincor Nixdorf Boards* for more information about the reasoned statements.

***Filing and Amendment of the Registration Statement and the Offer Document***

Pursuant to the terms of the business combination agreement, Diebold has prepared this prospectus and the registration statement on Form S-4, of which this prospectus forms a part, and filed it with the SEC. Diebold has agreed to use its best efforts to have this registration statement declared effective under the Securities Act of 1933, as amended, and the rules and regulations thereunder, as promptly as reasonably practicable. In addition, Diebold has prepared the draft exchange offer document in accordance with the provisions of the German Takeover Act and the German Takeover Act Offer Ordinance. In case of any contradiction between the terms of the business combination agreement and legally mandated provisions under the German Takeover Act, the provisions and interpretations of the German Takeover Act will govern with respect to the draft exchange offer document, and Diebold and Wincor Nixdorf will amend the business combination agreement to reflect their intentions as much as possible. Diebold and Wincor Nixdorf agree to use reasonable efforts to, and will use reasonable efforts to ensure that its respective subsidiaries and its and their employees and advisors will, without undue delay and upon the reasonable request of the other party, furnish, keep updated and cooperate with one another during the review process of this prospectus and registration statement by the SEC and the draft exchange offer document by BaFin (including, in each case, the financial statements contained herein and therein). The parties have also reviewed and commented on this prospectus and the offer document annexed hereto prior to their being submitted to the SEC and BaFin. However, the parties obligations do not require either party to permit access to offices, properties, management, employees, books and records, and Wincor Nixdorf and its directors, employees and advisors will not be liable to Diebold for the correctness and completeness of any disclosure or information provided by it or them under or in connection with the business combination agreement, except for any material incorrectness resulting from the willful misconduct of Wincor Nixdorf or any of its subsidiaries. Further, Diebold acknowledges and agrees that neither Wincor Nixdorf nor its legal counsel will provide any legal opinion, comfort letter or similar statements in respect of or in connection with this

prospectus and registration statement or the draft exchange offer document. In addition, Wincor Nixdorf is not required to publicly disclose any insider information unless such information has been publicly disclosed

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**Table of Contents**

or otherwise ceased to constitute insider information in accordance with German law, provided, however, that subject to the fiduciary duties of the management board and the supervisory board of Wincor Nixdorf and to the extent permitted by law, Wincor Nixdorf will upon reasonable request inform Diebold if it chose to exercise a self-exemption pursuant to the German Securities Trading Act. Subject to Wincor Nixdorf's conclusion that such action is in the best interest of Wincor Nixdorf, Wincor Nixdorf undertakes to publish the insider information as soon as legally practicable if informed by Diebold of Diebold's need to draw funds in respect of the financing of the exchange offer or the business combination.

Diebold has agreed to notify Wincor Nixdorf without undue delay upon the receipt of any comments from the SEC or BaFin relating to any request for amendments or supplements to this prospectus and the registration statement, of which this prospectus forms a part, and the draft exchange offer document, to give due consideration to Wincor Nixdorf's comments, and to use reasonable commercial efforts to respond promptly to such comments from the SEC or BaFin. In addition, if Diebold can reasonably foresee that an interaction with BaFin or with the SEC will concern material terms of the business combination agreement or other material interests of Wincor Nixdorf, or if Diebold's advisors deem it advisable, Diebold will reasonably seek for Wincor Nixdorf and its advisors to be granted an opportunity to participate in physical meetings or telephone calls with BaFin or the SEC. In case of any dispute with respect to the content of this prospectus and registration statement or the draft exchange offer document, Diebold has the right to make the ultimate decision, provided that, with respect to any comments from the SEC on Wincor Nixdorf's financial statements, Wincor Nixdorf is entitled to determine if and how to modify its financial statements in response to such comments unless such determination could reasonably be expected to delay the declaration of effectiveness of this prospectus and registration statement, of which this prospectus forms a part, and, with respect to any comments from the SEC on the recommendation of the management board and the supervisory board of Wincor Nixdorf or on the section on Wincor Nixdorf's reasons for the transaction which forms part of this prospectus (see the part section of this prospectus titled "Wincor Nixdorf's Reasons for the Transaction"), Wincor Nixdorf is entitled to solely decide if and how such changes are made. In each case, however, this prospectus and registration statement, of which this prospectus forms a part, and the draft exchange offer document must materially comply with the terms and conditions of the business combination agreement.

If BaFin's approval of the draft exchange offer document or if the SEC's declaration of the effectiveness of this prospectus and registration statement, of which this prospectus forms a part, is conditioned on changes that are not in accordance with the business combination agreement, the parties will in good faith cooperate to amend the relevant document for it to comply with the requirements set forth by BaFin or the SEC while reflecting the original intent of the parties to the greatest extent permissible. Although neither Diebold nor Wincor Nixdorf is obligated to amend or waive any of the terms or conditions of the exchange offer except with the prior written consent of both Diebold and Wincor Nixdorf (in particular in the case of modifications to the form or amount of the offer consideration, the share component, closing conditions, or duration of the acceptance period), each of the parties has agreed to implement such amendments as required by BaFin or the SEC and necessary to consummate the exchange offer, to the extent that the required amendment does not materially negatively affect the interest of the party implementing the amendment, and with the prior written consent of the requisite financing sources, if such consent is required under the financing agreements. In addition, Diebold is required to accept an amendment, and procure the required consent from the financing sources in respect of such amendment, related to the regulatory condition, as described below, if and to the extent BaFin or the SEC does not accept a reference to hold-separate arrangements in connection with the regulatory condition. However, if Diebold, in compliance with the terms of the business combination agreement, refrains from publishing the final exchange offer document due to an amendment required by BaFin or the SEC, and an objective third party concludes that none of the regulatory condition, the registration statement and stock exchange listing condition or the no market material adverse effect condition would not have been satisfied on or prior to November 21, 2016, Diebold would not be obligated to pay a termination fee as described below.





## **Table of Contents**

### ***Commencement of the Exchange Offer***

Diebold will apply to BaFin for an extension of the statutory interim period between the announcement of the offer and the submission of the draft exchange offer document to BaFin from four weeks to eight weeks. Following approval of the exchange offer document by BaFin or the expiration of the review period required under the German Takeover Act, Diebold will commence the exchange offer by publishing the approved exchange offer document without undue delay in accordance with Section 14(2) of the German Takeover Act and disseminate this prospectus to holders of Wincor Nixdorf ordinary shares in compliance with the Exchange Act and the rules and regulations promulgated by the SEC.

### ***Acceptance Period of the Exchange Offer; Extension of the Exchange Offer***

The exchange offer will have an acceptance period that expires on the date that is no less than four weeks and no more than eight weeks after the day following the approval of the draft exchange offer document by BaFin or the day following expiration of the review period required under the German Takeover Act. However, the acceptance period will end no earlier than 20 business days after (and including) the day on which the acceptance period commenced. Under the business combination agreement, Diebold will be able to decide in its reasonable judgment, prior to the approval of the draft exchange offer document by BaFin, to extend the acceptance period to up to ten weeks if there are reasonable concerns that this registration statement will not be declared effective prior to the end of the eight weeks after the commencement of the exchange offer. In such case, though, the failure of certain closing conditions (as described below) will only be evaluated through the first eight weeks of the extended acceptance period.

### ***Additional Acceptance Period***

Following the expiration of the acceptance period, and if all conditions to the exchange offer (other than the regulatory condition) have been satisfied or, where applicable, waived, Diebold will conduct an additional acceptance period of two weeks for the exchange offer in accordance with the German Takeover Act. During the additional acceptance period, Diebold will offer to acquire all of the remaining outstanding Wincor Nixdorf ordinary shares pursuant to the same terms and conditions as within the initial acceptance period, and during this time, shareholders may tender, but not withdraw, their Wincor Nixdorf ordinary shares and receive the offer consideration.

### **Conditions to the Offer; Closing Failure and Revised Transaction**

#### ***Conditions to Diebold's Obligation to Consummate the Exchange Offer***

Pursuant to the business combination agreement, Diebold's obligations to accept and exchange Wincor Nixdorf ordinary shares tendered in the exchange offer is subject to the satisfaction (or waiver by Diebold, to the extent waiver is permitted by applicable law) of the following conditions:

the receipt of all approvals under merger control or competition law regimes in any jurisdiction where the parties have mutually determined that merger control or competition law filings and/or notices to be necessary or advise, or the expiration of the statutory waiting periods in the relevant jurisdictions in respect of such jurisdiction's merger control or completion law approval, or hold-separate arrangements will have been put in place, on or before November 21, 2016, which we refer to as the regulatory condition;

the registration statement, of which this prospectus forms a part, having been declared effective by the SEC prior to the expiration of the acceptance period and not being the subject of any stop order by the SEC pursuant to Section 8(d) of the Securities Act or any proceeding initiated by the SEC seeking such a stop order at the time of the consummation of the exchange offer, and the Diebold common shares to be issued by Diebold in the exchange offer being authorized for listing on the New York Stock Exchange and the Frankfurt Stock Exchange, subject to official notice of issuance, and all existing

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**Table of Contents**

Diebold common shares being authorized for listing on the Frankfurt Stock Exchange, which we refer to as the registration statement and stock exchange listing condition;

at the expiration of the acceptance period, the sum of the number of tendered Wincor Nixdorf ordinary shares (including those Wincor Nixdorf shares for which the acceptance of the exchange offer has been declared during the acceptance period but only becomes effective after the end of the acceptance period by transferring the Wincor Nixdorf shares to an ISIN designated for Wincor Nixdorf shares that will trade as tendered) for which the right to withdrawal, if any, has not been validly exercised in accordance with the approved exchange offer document, *plus* the number of Wincor Nixdorf ordinary shares held directly or indirectly by Diebold, any subsidiaries of Diebold or any person acting in concert with Diebold within the meaning of Section 2(5) of the German Takeover Act (excluding, for the avoidance of doubt, any Wincor Nixdorf treasury shares), *plus* the number of Wincor Nixdorf ordinary shares that must be attributed to Diebold or any subsidiaries of Diebold in the corresponding application of Section 30 of the German Takeover Act, *plus* the number of Wincor Nixdorf ordinary shares in respect of which Diebold, any subsidiary of Diebold or any person acting in concert with Diebold within the meaning of Section 2 para. 5 of the German Takeover Act has entered into an agreement outside of the exchange offer, giving them the right to demand the transfer of title of those Wincor Nixdorf ordinary shares, in each case without double counting, is equal to at least 22,362,159 (approximately 67.6% of all Wincor Nixdorf ordinary shares) Wincor Nixdorf ordinary shares existing at the time of approval of the exchange offer document by BaFin; and

the absence of any temporary restraining order or preliminary or permanent injunction or other order by any governmental authority of competent jurisdiction preventing consummation of the exchange offer or the transactions contemplated by the business combination agreement.

In addition, Diebold's obligations to accept and exchange Wincor Nixdorf ordinary shares tendered in the exchange offer is subject to the satisfaction (or waiver by Diebold, to the extent waiver is permitted by applicable law) of the following conditions, which are only evaluated during the period from the publication of the offer document to the expiration of the acceptance period (or, in the case of the no Wincor Nixdorf material adverse change condition or the material compliance violation condition, until the end of the first eight weeks, if the acceptance period is extended beyond that):

the absence of a market material adverse change, defined as a circumstance in which trading on the Frankfurt Stock Exchange is suspended for more than three consecutive trading days for all shares admitted to trading at the entire Frankfurt Stock Exchange, or a circumstance in which the closing quotations of the DAX (ISIN DE0008469008), as determined by Deutsche Börse Aktiengesellschaft, Frankfurt am Main, Germany, or a successor thereof, and published on its internet website ([www.deutsche-boerse.com](http://www.deutsche-boerse.com)), of the two trading days prior to the end of the acceptance period is no more than 28.5% below the closing quotation of the DAX on the trading day immediately preceding the day of the publication of the approved exchange offer document, which we refer to as the no market material adverse change condition;

the absence of a material adverse change for Wincor Nixdorf, defined as either a circumstance in which Wincor Nixdorf has published new events pursuant to Section 15 of the German Securities Trading Act or a circumstance in which an event occurred which would have had to be published by Wincor Nixdorf pursuant

to Section 15 of the German Securities Trading Act or that Wincor Nixdorf did not publish because of a self-exception pursuant to Section 15 para. 3 of the German Securities Trading Act, that, in case of a one-time event, results in a negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 50 million and/or, in case of a recurring event, results in a recurring negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 18 million for the fiscal years 2015/2016, 2016/2017 and 2017/2018, or that, in each case, could reasonably be expected to have such effect, which we refer to as the no Wincor Nixdorf material adverse change condition;

**Table of Contents**

the absence of a criminal or material administrative offense relating to applicable corruption, anti-bribery, money laundering or cartel laws by a member of a governing body or officer of Wincor Nixdorf or a subsidiary of Wincor Nixdorf, while any such person was operating in their official capacity at, or on behalf of, Wincor Nixdorf or a subsidiary of Wincor Nixdorf (be it an offense under any applicable administrative, criminal or equivalent laws in the United States, Germany or any other jurisdiction whose laws apply to operations of Wincor Nixdorf or a subsidiary of Wincor Nixdorf being known to have occurred, if any such criminal or material administrative offense constitutes insider information for Wincor Nixdorf pursuant to Section 13 of the German Securities Trading Act or has constituted insider information prior to its publication, which we refer to as the material compliance violation condition;

the absence of an increase in the share capital of Wincor Nixdorf, or Wincor Nixdorf having granted, delivered, sold, committed to sell, transferred, or in any other way disposed of any or all of Wincor Nixdorf's treasury shares;

the absence of any insolvency proceedings under German law having been opened in respect of the assets of Wincor Nixdorf and the management board of Wincor Nixdorf not having applied for such proceedings to be opened, or the absence of any ground that would require an application for the opening of insolvency proceedings; and

the lack of a competing offer being announced by a third party within the meaning of Section 22 of the German Takeover Act, which we refer to as a competing offer, which according to an ad hoc notification by Wincor Nixdorf pursuant to Section 15 of the German Securities Trading Act, offers an overall consideration exceeding the consideration offered by the exchange offer or is otherwise determined by the Wincor Nixdorf management board and supervisory board to be in the best interest of Wincor Nixdorf, which we refer to as a superior proposal.

Diebold is entitled to waive any closing condition at its discretion, to the extent legally permissible and subject to any applicable consent by the requisite financing sources. Diebold has agreed that it will refrain from predicating the consummation of the exchange offer upon the satisfaction of additional closing conditions without the prior consent of Wincor Nixdorf. To the extent permissible and permitted under the financing agreements, Diebold is entitled to waive any and all of the closing conditions in whole or part.

***Closing Failure; Revised Transaction***

If the exchange offer is not consummated due to the non-satisfaction of a closing condition, which we refer to as a closing failure, and if the closing failure was due to the non-satisfaction of (i) the condition to obtain the antitrust clearance, (ii) the registration statement and stock exchange listing condition or (iii) the no market material adverse change condition (and no other closing condition), the parties will use their reasonable best efforts to renegotiate the exchange offer and the business combination in good faith with regard to the new facts, provided that the closing failure has not been caused by non-compliance of either party with the terms of the business combination agreement. Diebold and Wincor Nixdorf have agreed to use their reasonable best efforts to consummate a revised transaction pursuant to the terms of a revised business combination agreement, to be entered into as promptly as practicable and in no event more than two (2) months after the closing failure. In the event that the parties have failed to reach such revised business combination agreement after a period of one month following the closing failure, they are required to submit all outstanding open points to a third-party mediator chosen jointly by the parties for non-binding resolution of the open issues between the parties. The parties are required to announce the revised agreement upon signing and take

all measures necessary or helpful to successfully consummate the revised transaction.

***Determining the Satisfaction of a Closing Condition***

To the extent that the determination of whether a closing condition is satisfied depends on the opinion of a third party neutral expert, Wincor Nixdorf will, to the extent legally permissible, provide the neutral expert with

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**Table of Contents**

reasonable support and all requisite information regarding Wincor Nixdorf, its subsidiaries and the businesses they operate. Diebold has agreed to bear all of Wincor Nixdorf's expenses incurred in connection with its cooperation with the neutral expert.

***Approvals by the Diebold and Wincor Nixdorf Boards; Recommendations by the Wincor Nixdorf Boards***

***Boards Approval of Entry into the Business Combination Agreement***

Diebold's board of directors has approved Diebold's entry into the business combination agreement and its performance of its obligations thereunder, and Wincor Nixdorf's management board (*Vorstand*) and supervisory board (*Aufsichtsrat*) have approved Wincor Nixdorf's entry into the business combination agreement and its performance of its obligations thereunder.

***Wincor Nixdorf's Support and Recommendation of the Exchange Offer***

Wincor Nixdorf's management board and supervisory board have, based on the information available to them on the date of the business combination agreement, taken the view that the business combination is in the best interest of Wincor Nixdorf, its stockholders, employees and other stakeholders.

Without undue delay and within five business days following the commencement of the exchange offer, the management board and the supervisory board of Wincor Nixdorf will, separately or jointly, publish a reasoned statement pursuant to Section 27(3) and Section 14(3) of the German Takeover Act. In their reasoned statement, the management board and the supervisory board of Wincor Nixdorf will confirm, in their opinion and subject to their review of the final exchange offer document, (i) that the offer consideration is fair and adequate, (ii) their support for the exchange offer, (iii) their recommendation to the holders of Wincor Nixdorf shares to tender their Wincor Nixdorf shares in the exchange offer, and (iv) that members of the management board will either tender their Wincor Nixdorf shares into the exchange offer or sell their Wincor Nixdorf shares in compliance with applicable laws via or outside the exchange, at a price and at a time that is, at their sole discretion, reasonably satisfactory to them. Wincor Nixdorf will provide Diebold and Diebold's advisors the opportunity to review and comment on each reasoned statement or response statement under Rule 14e-2 of the Exchange Act, including all additions and modifications thereto, prior to publication. Although the content of any such reasoned statement or response statement (including any subsequent amendment, supplement or modification thereof) is subject to the ultimate decision of Wincor Nixdorf, such reasoned statement or response statement must materially comply with the terms and conditions of the business combination agreement.

In addition, until the earlier of the termination of the business combination agreement and the consummation of the exchange offer (including the expiration of the tender right period pursuant to Section 39c of the German Takeover Act, if applicable), Wincor Nixdorf has agreed to support the exchange offer and the business combination in any and all publications and communications that relate to the business combination, including in:

the response statement under Rule 14e-2 of the Exchange Act, which Wincor Nixdorf shall publish no later than five business days following the publication of the offer document; and

all public statements, press conferences, interviews, (joint) roadshows, investor conferences and other opportunities to support the exchange offer, if and to the extent that these relate to the business combination.



The management board and supervisory board of Wincor Nixdorf have agreed not to withdraw or amend the reasoned statement adversely to Diebold, decide against giving the reasoned statement, or otherwise breach their obligation to give the reasoned statement. After publishing a reasoned statement, the management board and supervisory board of Wincor Nixdorf have also agreed not to act in a manner that is contrary to the reasoned statement and could adversely affect the successful consummation of the exchange offer (other than as permitted in the business combination agreement). Furthermore, the management board and supervisory board of Wincor

## **Table of Contents**

Nixdorf will not recommend a competing offer, or recommend that the holders of Wincor Nixdorf take or consider taking any action that could prevent, delay or otherwise adversely affect the implementation of the exchange offer.

### ***Conditions to Recommendations of Wincor Nixdorf***

The Wincor Nixdorf management board's and supervisory board's obligations to support and recommend the exchange offer in each of their reasoned statements will be subject to the following conditions:

no competing offer, or intention thereof, has been announced or launched by a third party that the management board and supervisory board have determined to be a superior proposal, as described below (provided that Wincor Nixdorf has informed Diebold without undue delay after such determinations have been made); and

no other circumstances exist that would cause or, as confirmed in writing by an external legal counsel of recognized standing, would be likely to cause the members of the management board and/or the supervisory board of Wincor Nixdorf to violate their duties under applicable law, including any obligations of the members of the management board and/or the supervisory board to observe their duty of care and fiduciary duty vis-à-vis Wincor Nixdorf, including their obligations under Sections 27 and 33 of the German Takeover Act and under Sections 79, 93 and 116 of the German Stock Corporation Act.

### ***Third-Party Acquisition Proposals***

#### ***Non-Solicitation***

Until the earlier of the termination of the business combination agreement and the consummation of the exchange offer, Wincor Nixdorf will, to the extent permitted by law and corporate authorization, refrain, and use reasonable efforts to cause its subsidiaries to refrain, from initiating any measures or steps that could jeopardize the success of the exchange offer, including the following:

actively asking for a competing offer that could jeopardize the success of the exchange offer;

actively asking for another transaction, proposal or approach that is economically or otherwise comparable to a competing offer that could jeopardize the success of the exchange offer; or

unless actively approached with a proposal that is reasonably likely to result in a superior offer or another transaction that is economically or otherwise comparable to a competing offer, entering into any communications, discussions, negotiations, correspondence or arrangements, or making any confidential documents relating to Wincor Nixdorf or its subsidiaries or their businesses available with a view to soliciting a competing offer or any other transaction that, if implemented, could jeopardize the success of the exchange offer.

Wincor Nixdorf has agreed to inform Diebold as soon as reasonably practicable if it has been approached by a third party in relation to a situation that could reasonably be expected to end in a competing offer or other transactions that,

if implemented, would jeopardize the success of the exchange offer.

Notwithstanding the foregoing, Wincor Nixdorf's management board or supervisory board or any subsidiaries of Wincor Nixdorf will not be prevented from:

providing information duly requested or required by a regulatory authority;

engaging with a third party that submits a bona fide, unsolicited proposal that is reasonably likely to result in a superior proposal for the Wincor Nixdorf shares, provided that Wincor Nixdorf makes available to Diebold as soon as reasonably practicable any material non-public information made available to such third party that was not previously provided to Diebold;

**Table of Contents**

(i) referring to adverse tax consequences for German retail investors that accept the exchange offer; (ii) advising German retail investors to consider that a disposal of their Wincor Nixdorf ordinary shares in the market or otherwise might be more beneficial than accepting the exchange offer, (iii) disposing of their Wincor Nixdorf ordinary shares outside of the exchange offer by selling their Wincor Nixdorf ordinary shares via or outside the stock exchange at a price and at a time that is, at their sole discretion, reasonably satisfactory to them, it being understood that such Wincor Nixdorf shares will not be sold to Wincor Nixdorf or any of its subsidiaries prior to the consummation of the exchange offer or (iv) informing investors and the press accordingly in any statements required to be made by Wincor Nixdorf's management board or supervisory board or otherwise;

acting in accordance with their fiduciary duties under German law, in particular, the duties of care and loyalty under Section 93 of the German Stock Corporation Act;

acting in accordance with the concept of managerial neutrality under Section 33 of the German Takeover Act; or

acting in accordance with the business judgment rule under Section 76 of the German Stock Corporation Act.

***Definition of Competing Offer***

A competing offer is an offer that was announced by a third party within the meaning of Section 22 of the German Takeover Act.

***Definition of Superior Proposal***

A superior proposal is a competing offer which, according to an ad hoc notification by Wincor Nixdorf pursuant to Section 15 of the German Securities Trading Act, offers an overall consideration exceeding the exchange offer consideration or that is otherwise determined by the management board and supervisory board of Wincor Nixdorf to be in the best interest of Wincor Nixdorf.

***Reasonable Best Efforts to Obtain Required Approvals***

Diebold and Wincor Nixdorf have agreed to render to each other all reasonably necessary assistance and cooperation to ensure that the all antitrust approvals required to consummate the exchange offer, which we refer to as the antitrust clearances, are obtained as promptly as reasonably practicable. Such cooperation includes working together to ensure that any notifications and other documents required for Diebold and/or Wincor Nixdorf to apply for the antitrust clearances are completed and filed with the relevant authorities as promptly as reasonably practicable. Diebold has agreed to keep Wincor Nixdorf promptly informed of the status and progress of the processes for obtaining such clearances, and to consult with Wincor Nixdorf sufficiently in advance on the content and timing of the notifications and all written communications to such authorities before such notifications or communications are made and take account of any of Wincor Nixdorf's comments. Additionally, Diebold has agreed to furnish to Wincor Nixdorf or its legal advisors copies of the notifications and all other related correspondence in the form in which such correspondence was sent to the relevant authorities (excluding certain analyses and reports as specified in the business combination agreement), and afford Wincor Nixdorf and its advisors reasonable opportunity to participate in all meetings and discussions with each of the relevant antitrust authorities in connection with the business combination to

the extent permitted by the policy of the relevant authority or by law.

Pursuant to the business combination agreement, the parties have agreed to establish a task force consisting of competition law experts that will jointly manage the antitrust clearances, share information, and cooperate in good faith with the objective to have all antitrust clearances obtained in a timely manner. The task force will report to the CEOs of Diebold and Wincor Nixdorf at least once every two weeks.

## **Table of Contents**

Diebold and Wincor Nixdorf will discuss in good faith how to address issues raised by the antitrust authorities, and Diebold will:

discuss with any antitrust authority that raised any issue with respect to the transaction to explore the possibility of addressing such issue by offering commitments to such antitrust authorities, and

offer to such antitrust authorities such commitments as would be necessary to ensure that all antitrust approvals are obtained.

Diebold is not required to propose, agree to or accept any commitments or conditions that would require Diebold to divest existing businesses, business divisions or product lines of either Wincor Nixdorf or Diebold or of the combined company that, in the aggregate would represent more than 8% of the consolidated annual revenues of the combined company (based on the most recently available quarterly report). However, Diebold is required to offer, agree to or accept any disposal or other obligations, commitments or conditions with respect to any businesses of Diebold in the United States or Germany to the extent necessary required by U.S. or German authorities.

Diebold and Wincor Nixdorf have also agreed to use their respective reasonable best efforts to make all other applicable regulatory filings and obtain all other requisite regulatory approvals and clearances as promptly as reasonably practicable.

## ***Term and Termination***

### ***Term***

The business combination agreement has a fixed term of three years from November 23, 2015.

### ***Termination Rights***

Prior to the expiration of the term of the business combination agreement or the consummation of the exchange offer, the business combination agreement may be terminated with immediate effect by either Diebold or Wincor Nixdorf if:

the exchange offer lapses or is not capable of being consummated by November 21, 2016 because of a closing failure, provided that the terminating party is not then in material breach of the business combination agreement relating to the closing condition that failed to be satisfied; or

the other party violates its material obligations under the business combination agreement and the violation was not cured within five business days (except with respect to the obligation to negotiate in good faith and enter into a revised transaction or pay the termination fee or with respect to all other claims for damages resulting from any breach of any obligation under the business combination agreement).

However, Wincor Nixdorf cannot exercise one of the above termination rights if it intends to terminate in order to accept a superior proposal.

In addition, prior to the expiration of the term of the business combination agreement or the consummation of the exchange offer, the business combination agreement may be terminated with immediate effect by Wincor Nixdorf if:

after signing the business combination agreement, Diebold does not promptly publish its decision to launch the exchange offer;

the approved exchange offer document has not been published by February 10, 2016;

the consideration offered in the exchange offer is lower than the amount in the business combination agreement, or the exchange offer is subject to additional closing conditions;

**Table of Contents**

Diebold's disclosure of its strategy or intentions in the approved exchange offer document is different than the intentions set forth in the business combination agreement (unless such differences are due to requirements by the SEC or BaFin or do not materially adversely affect the interest of Wincor Nixdorf, its shareholders and/or other stakeholders); or

the management board and/or the supervisory board of Wincor Nixdorf no longer supports the exchange offer and they have informed Diebold that they intend to pursue a superior proposal, provided that Wincor Nixdorf has negotiated with Diebold in good faith before or after disclosing the superior proposal.

In addition, prior to the expiration of the term of the business combination agreement or the consummation of the exchange offer, the business combination agreement may be terminated with immediate effect by Diebold if:

the management board and/or the supervisory board of Wincor Nixdorf does not issue or withdraws its reasoned statement or amends the reasoned statement in a way that could jeopardize the success of the exchange offer; or

the SEC or BaFin requires a change to the registration statement, of which this prospectus forms a part, or the draft exchange offer document, as applicable, and such change means that Diebold cannot publish such registration statement or the approved exchange offer document such that each of those documents is in compliance with the business combination agreement, and Diebold therefore does not publish such registration statement or the approved exchange offer document in compliance with the business combination agreement.

The parties agreed that the right to terminate the business combination agreement for good cause remains unaffected. Good cause exists where the terminating party, taking into account all circumstances of the specific case and weighing the interests of the parties, cannot reasonably be expected to continue the contractual relationship through the remainder of the agreed fixed term, pursuant to Section 314 para. 1 sentence 1 of the German Civil Code.

Notice of any termination must be given in writing and must, except for any termination made by Wincor Nixdorf in respect of its termination right in relation to the failure to satisfy the regulatory condition, be made within ten business days after the terminating party has become aware of the factual circumstances on which a termination right is based and any good-faith negotiations have failed. In the event of the termination of the business combination agreement, the business combination agreement will have no further effect, except for the provisions permitting the disclosure of the business combination agreement in Diebold's filings with the SEC and in the draft exchange offer document and the approved exchange offer document, and except for provisions related to termination, termination fees and notices and the miscellaneous provisions.

***Termination Fees***

If (i) the exchange offer is not consummated due to the failure to satisfy one or more of the regulatory condition, the registration statement and stock exchange listing condition, or the no market material adverse change condition, (ii) Diebold and Wincor Nixdorf were unable to agree to a revised transaction and enter into a revised agreement following good-faith negotiations during a period of two months in compliance with the requirements of the business combination agreement, including, to the extent necessary, the consultation of a mediator and (iii) either party has terminated the business combination agreement due to the lapse of the exchange offer, with the exchange offer not being or not capable of being consummated by November 21, 2016 due to the failure to satisfy a closing condition or



Wincor Nixdorf has terminated the business combination agreement pursuant to one of its unilateral termination rights described above (other than due to the intention of Wincor Nixdorf to pursue a superior offer), then Diebold must pay to Wincor Nixdorf without undue delay after the expiration of the two-month period for the negotiation of a revised transaction an amount equal to one of the

**Table of Contents**

fees below, provided, that if more than one of the closing conditions described above failed to be satisfied, the termination fee payable will correspond to the first of those failures to occur:

20 million if there was a failure of the registration statement and stock exchange listing condition, unless the failure of the registration statement and stock exchange listing condition arose in connection with a change required by the SEC on the recommendation of the management board and the supervisory board of Wincor Nixdorf or on the section on Wincor Nixdorf's reasons for the transaction which forms part of this prospectus or was caused by Wincor Nixdorf, and, in the latter case, Diebold has requested in writing that Wincor Nixdorf cure the circumstances that caused the failure of the registration statement and stock exchange listing condition and granted sufficient time for Wincor Nixdorf to do so; Diebold's obligation in respect of the written request and cure period is only applicable, however, if (i) Diebold was aware or should have been aware that the failure of the registration statement and stock exchange listing condition was caused by Wincor Nixdorf and (ii) the prompt application of a cure measure would have resulted in the prevention of the failure of the registration statement and stock exchange listing condition; or

30 million if there was a failure of the no market material adverse change condition; or

50 million if there was a failure of the regulatory condition on or before November 21, 2016.

The payment of the termination fee as described above will not preclude any further liability of Diebold, provided, however, that Wincor Nixdorf's damages in such case must (i) exceed the amount of the termination fee paid by Diebold or (ii) be based on facts other than the failure of the regulatory condition, the registration statement and stock exchange listing condition, or the no market material adverse change condition, as the case may be.

In case an objective third party would have to conclude that one of the regulatory condition, the registration statement and stock exchange listing condition or the no market material adverse change condition will fail to be satisfied, Diebold and Wincor Nixdorf have agreed that the obligation to pay the termination fee may not be circumvented by Diebold's decision not to publish the approved exchange offer document as provided for under the business combination agreement or otherwise. Diebold and Wincor Nixdorf also agree that Diebold may not deviate from the terms of the business combination agreement to circumvent its obligation to pay the termination fee.

Diebold and Wincor Nixdorf agree that the payment of the termination fee will not affect any claims of Wincor Nixdorf against Diebold for performance of its obligations under the business combination agreement or for any further damages.

***Conduct of the Business Pending the Business Combination***

Under the terms of the business combination agreement, Diebold and Wincor Nixdorf have agreed that, until the earlier of the termination of the business combination agreement and the consummation of the exchange offer, Wincor Nixdorf will, to the extent permitted by law and subject to relevant fiduciary duties and the terms of the business combination agreement, and will use its best efforts to ensure that its subsidiaries will, conduct their businesses in the ordinary course consistent with past practice in all material respects, including continuing Wincor Nixdorf's announced restructuring program entitled delta. In addition, Wincor Nixdorf has agreed that during such period it and its subsidiaries will refrain from taking actions without the prior consent of Diebold relating to:

entering into major joint ventures, partnerships or other forms of co-operations with third parties, if such transactions could adversely affect the consummation of the exchange offer;

purchasing, selling, acquiring, transferring or encumbering material assets of Wincor Nixdorf or its subsidiaries, directly or indirectly, whether by way of merger, consolidation, acquisition or otherwise; or

disposing of such assets in another manner;

**Table of Contents**

provided that Wincor Nixdorf and its subsidiaries are not prevented from:

pursuing a project which Wincor Nixdorf has initiated prior to the announcement of the exchange offer;

making an investment or divestiture with a value of less than 50 million in each individual case unless the aggregate amount of such investments or divestiture exceeds 200 million;

taking any measures regarding the Wincor Nixdorf option plan including the issuance of any additional option rights or shares thereunder, cash settlement of the Wincor Nixdorf option plan or any other amendment or supplement thereto;

extending the appointments and service agreements of the members of the management board of Wincor Nixdorf;

granting employees, officers and/or members of the management board retention bonuses or other incentives to continue their service with Wincor Nixdorf or its subsidiaries, or granting bonuses for additional work relating to the exchange offer and business combination; and/or

in accordance with law, transferring any of Wincor Nixdorf's subsidiaries to Wincor Nixdorf or to another of its subsidiaries, implementing any intra-group mergers of any of Wincor Nixdorf's subsidiaries within the Wincor Nixdorf group, entering into or terminating or cancelling any enterprise agreements within the meaning of Section 291 of the German Stock Corporation Act within Wincor Nixdorf and/or implementing any other corporate reorganization measures within Wincor Nixdorf.

Further, Wincor Nixdorf will ensure that any exercisable option rights under its stock option plan are settled by cash payments between the signing of the business combination agreement and the later of (i) the expiration of the additional acceptance period and (ii) the expiration of the tender right period, if any.

Each of Diebold and Wincor Nixdorf has agreed to continue paying dividends not exceeding its past practice until the consummation of the exchange offer. Diebold has also agreed that prior to the consummation of the exchange offer, it and its subsidiaries will refrain from initiating:

split, reverse split, combination or reclassification of Diebold common shares or any other outstanding equity securities;

amendments to its organization documents to the extent such amendments would reasonably be expected to adversely affect the holders of Wincor Nixdorf ordinary shares; or

any action that would jeopardize the success of the exchange offer.

Diebold and Wincor Nixdorf have agreed that Wincor Nixdorf and its subsidiaries will use commercially reasonable efforts to refrain from increasing Wincor Nixdorf's borrowings by more than an aggregate total of \$300 million.

Except with respect to a competing offer, superior proposal and/or comparable transactions, which are subject to specific notification requirements described above, or information that constitutes insider information (which, if it relates to a closing condition, will be shared with the third party neutral expert as provided in the business combination agreement), Diebold and Wincor Nixdorf will notify each other without undue delay if any circumstance occurs which will, or could reasonably be expected to, result in a closing failure, the noncompliance with that party's obligations under the business combination agreement or an otherwise materially adverse effect on the consummation of the business combination.

***Financing Cooperation of Wincor Nixdorf; Refinancing of Wincor Nixdorf***

To the extent permitted by law, Wincor Nixdorf and its subsidiaries will use reasonable efforts to provide the necessary cooperation to any actual or prospective person providing underwriting or arranging the certain funds financing or any other financing or refinancing of, or in connection with, the business combination, as may

## **Table of Contents**

be reasonably requested by Diebold. Upon proper notification, Diebold will assume reasonable out-of-pocket costs and other expenses that Wincor Nixdorf and its subsidiaries incur in the course of providing such cooperation (subject to certain exceptions specified in the business combination agreement).

The companies agree to discuss Wincor Nixdorf's (re-)financing strategy in good faith and in a collaborative way, and Wincor Nixdorf will give Diebold reasonable access to all lenders of debt sources that may become due as a consequence of or in connection with the closing of the business combination. Concurrently with the entry into the business combination agreement, Diebold has committed a portion of the business combination financing in a maximum amount of up to 175 million to cover any (re-)financing needs of Wincor Nixdorf. Diebold will grant shareholder loans to Wincor Nixdorf upon closing at market terms to cover any (re-)financing needs of Wincor Nixdorf arising out of the closing of the exchange offer in an amount of up to 175 million. Wincor Nixdorf agrees to use reasonable efforts upon request of Diebold to refinance all or parts of its existing financing arrangements, so long as such new refinancing carries an overall economic benefit for Wincor Nixdorf.

### ***Corporate Measures Under German Law***

The terms and conditions of the business combination agreement do not prevent either Diebold or Wincor Nixdorf from seeking to enter into and/or to adopt resolutions in favor of any of the following:

any enterprise agreement pursuant to Section 291 of the German Stock Corporation Act;

a merger, change of the corporate form or cash-out merger under the German Transformation Act;

a squeeze-out under the German Stock Corporation Act or the German Takeover Act; or

an integration under the German Stock Corporation Act in relation to Diebold and/or Wincor Nixdorf. Following any merger involving Diebold and Wincor Nixdorf, rights and obligations of Wincor Nixdorf under the business combination agreement will apply, mutatis mutandis, to the merged company.

### ***Governance and Management of the Combined Diebold and Wincor Nixdorf***

#### ***Composition of Boards***

The business combination agreement provides that, subject to the organizational and governance rules under applicable laws and any applicable fiduciary duties, Diebold and Wincor Nixdorf will use their respective best efforts to staff the respective boards of Diebold and Wincor Nixdorf as promptly as reasonably practicable after the closing as follows:

*Supervisory board of Wincor Nixdorf.* Three current members of the supervisory board will resign from their positions and be replaced by three representatives of Diebold (one representative will be female to ensure compliance with German laws on gender quota in supervisory boards). The total number of members of the

supervisory board (twelve members, with six members representing the shareholders and six members representing the employees) will remain unchanged;

*Management board of Wincor Nixdorf.* The current members of the management board will continue to manage Wincor Nixdorf, although Diebold can, upon reasonable request, obtain adequate representation on the management board. Each member of the management board will discuss with the supervisory board his or her new service agreement to ensure the agreement's compliance with Diebold's human resource practices; and

*Board of Directors of Diebold.* Diebold's board of directors will be expanded to an overall number of thirteen board members, and Wincor Nixdorf's chief executive officer as of the date of the business combination agreement, Mr. Eckard Heidloff, as well as Dr. Alexander Dibelius, the chairman of the Wincor Nixdorf supervisory board, and Dr. Dieter Düsedau, a member of the Wincor Nixdorf

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**Table of Contents**

supervisory board, will be elected to the board of directors of Diebold. Thereafter, Diebold will nominate and recommend Mr. Heidloff, Dr. Dibelius and Dr. Düsedau for election by the shareholders of Diebold to the board of directors of Diebold, and will continue to nominate and recommend these candidates for the Diebold board of directors so long as Mr. Heidloff remains employed as a member of the management board of Wincor Nixdorf and as president of Diebold. Following the termination of his employment as a member of the management board of Wincor Nixdorf and as president of Diebold, Mr. Heidloff will resign from Diebold's board of directors, and Diebold's obligation in respect of nomination and recommendation will continue with respect to Dr. Dibelius and Dr. Düsedau only. In accordance with Rule 438 of the Securities Act, each of Mr. Heidloff, Dr. Dibelius and Dr. Düsedau have provided Diebold with an executed consent to being named in the registration statement, of which this prospectus forms a part (including any amendments, prospectuses or prospectus supplements hereto), as a person anticipated to become a director of Diebold and to the filing of such consent as an exhibit thereto.

***Senior Management and Management System***

Upon the appointment of Mr. Heidloff to Diebold's board of directors, Diebold will also appoint Mr. Heidloff as president of Diebold.

Diebold and Wincor Nixdorf have agreed upon a governance and management system for the combined Diebold and Wincor Nixdorf as follows, to be implemented after the consummation of the exchange offer as promptly as practicable:

*Executive committee.* The primary executive management body regarding the leadership and the direction of the operations and the organization in the combined Diebold and Wincor Nixdorf will be an executive committee consisting of eight members. The executive committee will be organized in accordance with the management principles customary for a publicly-listed company in the United States, and will include the roles of (i) chief executive officer of Diebold, (ii) president of Diebold, (iii) chief financial officer of Diebold, (iv) chief integration officer and senior vice president of retail, (v) head of the systems business line, (vi) head of the software business line, (vii) head of the services business line and (viii) chief legal officer / general counsel of Diebold. The executive committee appointments will be balanced to reflect the joint management approach of Diebold and Wincor Nixdorf;

*Core leadership team.* The combined Diebold and Wincor Nixdorf will have a core leadership group of approximately 25 members, which encompasses the broader group of company leaders, including all members of the executive committee, the head of the security business line, regional leaders, leader of the retail customer segment, and core corporate function leaders. The executive committee appointments will be based on performance, but, where appropriate, Diebold and Wincor Nixdorf agree that a balanced approach is preferable; and

*Leadership team.* The combined Diebold and Wincor Nixdorf will have a leadership team of approximately 200 members, consisting of all employees at the vice president level and above. The leadership team will meet in person once a year.

***Other Post-Completion Matters******Preparation for Integration; Compliance***



In order to ensure an effective and efficient integration process following the closing, Diebold and Wincor Nixdorf will cooperate to ensure a successful integration of the businesses of the companies, subject to applicable laws. Pursuant to the business combination agreement, the parties will establish an integration committee consisting of four members (two members nominated by each of Diebold and Wincor Nixdorf), whom may be

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**Table of Contents**

replaced by Diebold or Wincor Nixdorf, respectively, with other members of the core leadership team of the combined company, as described above. The parties have agreed to nominate an integration management office which will assist the integration committee in managing the integration process, which will be chaired by the chief integration officer and will report to the integration committee. Upon closing, to the extent legally permissible and practical, the integration committee will oversee the integration management office, implement and measure the state of the integration and ensure cooperation, oversee all defined (part) pilot, designate senior management positions of the combined company, and oversee the implementation of the employment matters.

The parties will work together to develop an integration plan which outlines all relevant objectives for the integration of the businesses and further develops the post-closing business strategy, which we refer to as the integration master plan.

In addition, the parties have agreed, to the extent legally permissible, to (i) commit to align their respective compliance programs and systems on a best practice basis, with reference to laws and practices in the United States, Germany, other relevant jurisdictions, and the terms of Diebold's agreements with the United States government, to be effective after the consummation of the exchange offer, (ii) enter into good faith negotiations with the objective to reach an agreement outlining the specific features of a best practices compliance program for the combined Diebold and Wincor Nixdorf, including certain features to be adopted at both Diebold and Wincor Nixdorf and (iii) commit to conducting a risk-based analysis led by experts under relevant laws at both Diebold and Wincor Nixdorf, with the goal of identifying changes to be made in order to implement the combined company's compliance program after the consummation of the exchange offer, and with the changes made prior to the consummation of the exchange offer to be shared contemporaneously between Diebold and Wincor Nixdorf.

***Name and Brand of the Combined Company***

Subject to obtaining the required consents, the name of the enterprise operated by the combined Diebold and Wincor Nixdorf will be Diebold Nixdorf, which name change will be reflected in Diebold's articles of incorporation as soon as reasonably practicable after the consummation of the exchange offer. If required consent cannot be obtained, the parties will negotiate in good faith to agree to a substitute name that reflects the names of both parties in a balanced way. The corporate colors of the combined Diebold and Wincor Nixdorf will include blue as used by Diebold and red as used by Wincor Nixdorf, and the logo design of the combined Diebold and Wincor Nixdorf will incorporate the principle of Wincor Nixdorf's logo design with blue characters and a red stripe.

***Dual Headquarters; Reporting***

The business of the combined Diebold and Wincor Nixdorf will be operated from headquarters located in Canton, Ohio and Paderborn, Germany, with Canton, Ohio being the location of the registered offices. There will be no change to the location of Wincor Nixdorf's corporate headquarters in Paderborn or to Wincor Nixdorf's German material subsidiaries, and any changes to the business locations agreed between Wincor Nixdorf and Diebold will be subject to arm's-length standards and be reviewed for tax efficiency. The combined Diebold and Wincor Nixdorf will have internal steering and reporting lines customary for a publicly-listed company in the United States.

***Global Responsibilities; Structure of the Business Operations***

The business of the combined Diebold and Wincor Nixdorf will be conducted along the dimensions of (i) lines of business, which will include hardware, software and services and (ii) geographical regions, consisting of North America, Latin America, Asia, Pacifica and Japan, and Germany, the rest of Europe, the Middle East and Africa, and (iii) customer segments, currently consisting of a retail and a banking segment. Lines of business



## **Table of Contents**

will be the combined company's primary management dimension with profit and loss responsibility, and geographical regions will be the combined company's secondary management dimension. Lines of business will be organized as follows:

the services line of business will be centered in the Canton, Ohio headquarters under the leadership of Mr. Olaf Heyden;

the systems line of business will be centered in the Paderborn headquarters under the leadership of Dr. Ulrich Näher; and

the software line of business will be centered in the Paderborn headquarters and Utrecht (with a sub-location in London, Ontario) under the leadership of Mr. Alan Kerr.

The management teams below the leadership for each line of business will be staffed such that both Diebold and Wincor Nixdorf are represented in a fair way, with performance considered over origin company in terms of staffing.

The regional leaders will be matrixed with the lines of business dimension. The combined Diebold and Wincor Nixdorf intends to use a global account program for selected customers to better address large-scale customers with global needs. The lines of business will be coordinated and the global responsibilities and structure of the business operations will be implemented in a tax efficient manner according to steps that will be set forth in the integration master plan.

### ***Employee Matters***

The business combination agreement provides that following the completion of the business combination, all employees of the combined Diebold and Wincor Nixdorf will be treated fairly in connection with the integration process. Diebold will not cause Wincor Nixdorf to take actions that would lead to a change of the existing level and status of co-determination in the Wincor Nixdorf supervisory board. The businesses and operations of Wincor Nixdorf as of November 23, 2015 will substantially be maintained at least until September 30, 2018, subject to Wincor Nixdorf's current restructuring program, and any reduction of Wincor Nixdorf's workforce in Germany will not materially exceed the extent contemplated under the delta program. Furthermore, Diebold agrees to respect all labor-related provisions in Germany, including existing shop agreements and collective bargaining agreements.

### ***Indemnification of Wincor Nixdorf***

Wincor Nixdorf and its directors, employees and advisors will not be liable to Diebold for the correctness and completeness of disclosure or information provided by them in connection with the preparation of this registration statement and prospectus or the draft exchange offer document, except for willful misconduct by Wincor Nixdorf or its subsidiaries. Diebold and Wincor Nixdorf have agreed that Diebold will indemnify and hold harmless Wincor Nixdorf, its subsidiaries, and their respective directors, officers and employees, from any and all damages incurred in connection with (i) any acts or omissions at or prior to the completion of the business combination relating to the fulfillment of their obligations in connection with the completion of the business combination, (ii) following the completion of the business combination, any acts or omissions relating to the fulfillment of their obligations in connection with the integration of the companies, and (iii) with respect to Mr. Heidloff, Dr. Dibelius and Dr. Düsedau, for acts or omissions relating to being named as such directors. Diebold has also agreed, prior to the declaration of

effectiveness of this registration statement and prospectus, to name Mr. Heidloff, Dr. Dibelius and Dr. Düsedau as insured persons under Diebold's existing management liability insurance policy, or any similar policy, on the same basis as the current members of Diebold's board of directors, in particular, but not limited to, with regard to the registration statement, of which this prospectus forms a part.

## **Table of Contents**

Diebold and Wincor Nixdorf have agreed that Diebold will use its reasonable best efforts to defend Wincor Nixdorf or any other member of the Wincor Nixdorf Group, their directors, officers or employees against any third-party claims relating to the completion of the business combination or the integration of the companies. Notwithstanding the foregoing, Diebold is not obligated to indemnify Wincor Nixdorf or any other member of the Wincor Nixdorf Group, their directors, officers or employees for its willful misconduct or, if such director, officer or employee serves as a member of the board of directors of Diebold, for acts or omissions in violation of fiduciary duty as a director of Diebold.

Unless otherwise specified in the business combination agreement, however, Diebold and Wincor Nixdorf remain liable for breach of the business combination agreement.

## ***Communications***

Except in respect of any announcement required by (i) applicable law or regulation, (ii) a request by a court, regulatory body or other public authority or (iii) an obligation pursuant to a listing agreement with or rules of a securities exchange, each of Diebold and Wincor Nixdorf have agreed to consult with each other regarding (1) any press release or other public written statements concerning the business combination agreement, the exchange offer or the business combination and (2) other public statements, such as interviews, in case such other public statements deviate from or go beyond general guidelines that Diebold and Wincor Nixdorf will develop for any public communication made after the announcement of the entry into the business combination agreement, the exchange offer or the business combination, in each case (1) and (2) prior to the respective publication or public statement. Diebold and Wincor Nixdorf acknowledge that Diebold will have to regularly communicate and file information with the SEC and that all such communications and filings will be exempt from the requirements above.

## ***No Recourse to Financing Sources***

Notwithstanding any provision of the business combination agreement, Wincor Nixdorf has agreed that none of the financing sources or equity holders or affiliates of the financing sources or any parties related to the financing sources is a party to the business combination agreement. Therefore, the financing sources and such equity holders, affiliates or related parties will not have any liability or other obligation to Wincor Nixdorf relating to the business combination agreement or the transactions contemplated by the business combination agreement.

## ***Assignments; Fees and Expenses***

Unless otherwise provided in the business combination agreement, any rights under the business combination agreement may only be assigned with the prior written consent of the respective other parties. Each party will bear its own fees and expenses with respect to the business combination as well as the entry into and the consummation of the business combination agreement.

## ***Amendments and Waivers***

All amendments or waivers to the business combination agreement must be made in writing, unless stricter requirements as to their form are required by applicable law.

## ***Governing Law and Arbitration***

The parties have agreed that the business combination agreement will be governed by and construed in accordance with the laws of the Federal Republic of Germany. Any disputes arising from or in connection with the business

combination agreement and its consummation will be subject to binding settlement by three arbitrators (Diebold and Wincor Nixdorf may each nominate one of the three arbitrators) in accordance with the arbitration rules of the German Institution of Arbitration without recourse to the courts of law. Exclusive legal venue of the arbitration will be Frankfurt am Main, Germany, and the language of the arbitration proceedings will be English.

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**Table of Contents****Financing of the Business Combination**

We anticipate that we will need to borrow approximately \$2.05 billion of business combination financing to complete the offer (assuming the completion of the disposition of Diebold's electronic security business). As of September 30, 2015, on a pro forma basis after giving effect to (i) the business combination and offer and the related business combination financing and (ii) the refinancing of certain of Diebold's and Wincor Nixdorf's outstanding indebtedness at the time of closing, the total indebtedness of the combined company would have been approximately \$2.3 billion, and we would have had undrawn commitments available for borrowings of an additional \$520.0 million under our replacement credit facilities. For a discussion of the combined company's indebtedness on a pro forma basis giving effect to the business combination financing and the anticipated refinancing of existing indebtedness, see Unaudited Pro Forma Condensed Combined Financial Information.

For a more complete description of indebtedness incurred by Diebold to acquire the Wincor Nixdorf ordinary shares, which we refer to as the business combination financing, see the section of this prospectus titled Material Agreements of Diebold Financing of the Business Combination.

**Potential Post-Completion Reorganization; Squeeze-Out Transaction**

Following the consummation of the offer, Diebold and Wincor Nixdorf may consider to pursue a post-completion reorganization. Such post-completion reorganization could result, among others, in the elimination of any minority shareholder interest in Wincor Nixdorf remaining after the offer or in Diebold acquiring control of Wincor Nixdorf to the greatest extent permissible. To this end, and depending on the percentage of Wincor Nixdorf ordinary shares acquired by Diebold in the offer and, to the extent legally permissible, in the open market, Diebold and Wincor Nixdorf may consider, in their discretion and subject to applicable law, to effect:

- (1) a domination agreement and/or a profit and loss transfer agreement, pursuant to which the remaining shareholders of Wincor Nixdorf, in which case remaining Wincor Nixdorf shareholders will be offered to elect either (i) to continue to hold their Wincor Nixdorf ordinary shares and receive a fixed or variable annual compensation payment pursuant to Section 304 of the German Stock Corporation Act, or (ii) to receive a cash settlement in exchange for their Wincor Nixdorf ordinary shares pursuant to Section 305(2) of the German Stock Corporation Act; and/or
- (2) a squeeze-out transaction with respect to Wincor Nixdorf ordinary shares that Diebold does not already own following the consummation of the offer, pursuant to (a) a cash merger squeeze-out under Section 62(5) of the German Transformation Act, (b) a corporate squeeze-out under Sections 327a *et seq.* of the German Stock Corporation Act, or (c) a takeover squeeze-out under Sections 39a *et seq.* of the German Takeover Act. In such a squeeze-out transaction, ordinary shares of remaining Wincor Nixdorf shareholders would be automatically converted into the right to receive compensation in the case of (i) a cash merger squeeze-out or a corporate squeeze-out or, compensation in cash, and (ii) a takeover squeeze-out, the offer consideration or, at the shareholder's election, all-cash compensation.

In each of cases (1) and (2), an appraisal proceeding may, subject to applicable law, be available to Wincor Nixdorf shareholders under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*), except that appraisal rights would not be available in connection with a takeover squeeze-out pursuant to Sections 39a *et seq.* of the German Takeover Act.



If, following the offer, Diebold holds less than 90 percent of Wincor Nixdorf's issued share capital, Diebold may not commence a squeeze-out transaction, but may purchase additional Wincor Nixdorf ordinary shares in the open market in order to reach the relevant threshold to consummate a squeeze-out transaction.

A more detailed discussion of the transactions we may consummate in connection with a potential post-completion reorganization is provided below.

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**Table of Contents**
***Domination and/or Profit and Loss Transfer Agreement***

Following the offer, and depending on the percentage of Wincor Nixdorf ordinary shares acquired by Diebold in the offer and, to the extent legally permissible, in the open market, Diebold (directly or indirectly through any of its subsidiaries) and Wincor Nixdorf may enter into a domination agreement (*Beherrschungsvertrag*) and/or a profit and loss transfer agreement (*Gewinnabführungsvertrag*). Under a domination agreement, Diebold would be able to give legally binding instructions to the management board of Wincor Nixdorf. In the case of a profit and loss transfer agreement, Wincor Nixdorf would be required, among others, to transfer all or parts of its annual profits to Diebold. A domination agreement and/or a profit and loss transfer agreement are agreements between affiliated business entities under the German Stock Corporation Act (*Aktengesetz*). Each must be approved at a meeting of shareholders of Wincor Nixdorf by a majority of at least 75 percent of the share capital represented at such shareholders' meeting.

In each case of a domination agreement and/or a profit and loss transfer agreement, remaining Wincor Nixdorf shareholders will be offered to elect either (i) to continue to hold their Wincor Nixdorf ordinary shares and receive a fixed or variable annual compensation payment pursuant to Section 304 of the German Stock Corporation Act, or (ii) receive a cash settlement in exchange for their Wincor Nixdorf ordinary shares as compensation pursuant to Section 305(2) of the German Stock Corporation Act.

A fixed or variable annual compensation payment may be lower than the dividend payments remaining Wincor Nixdorf shareholders would be able to receive, if a profit and loss transfer agreement had not been concluded.

The cash settlement pursuant to Section 305(2) of the German Stock Corporation Act, as well as the amount of a fixed or variable annual compensation payment are subject to review in an appraisal proceeding (see Appraisal Rights below).

***Squeeze-Out Transaction***

Following the offer, and depending on the percentage of Wincor Nixdorf ordinary shares acquired by Diebold in the offer and, to the extent legally permissible, in the open market, Diebold may consider, as the principal shareholder (*Hauptaktionär*) of Wincor Nixdorf, initiating (directly or indirectly) a mandatory buy-out of Wincor Nixdorf ordinary shares that Diebold does not already own. Under German law, three categories of squeeze-out transactions are available, subject to applicable law, to a principal shareholder:

the cash merger squeeze-out pursuant to Section 62(5) of the German Transformation Act;

the corporate squeeze-out pursuant to Sections 327a *et seq.* of the German Stock Corporation Act; and

the takeover squeeze-out pursuant to Sections 39a *et seq.* of the German Takeover Act.

***Cash Merger Squeeze-Out.*** Pursuant to Section 62(5) of the German Transformation Act, within a three-month period following the date the acquired corporation and the acquirer enter into a merger agreement (*Verschmelzungsvertrag*), the meeting of shareholders of the acquired corporation may resolve, if the acquirer is a German stock corporation (*Aktiengesellschaft*) or a German partnership limited by shares (*Kommanditgesellschaft auf Aktien*) and owns at least 90 percent of the acquired corporation's issued share capital, to transfer ownership of the shares held by the minority shareholders to the acquirer in exchange for an adequate compensation in cash. The squeeze-out resolution requires a

majority of the votes cast in the meeting of shareholders, and the acquirer may participate in the vote.

Sections 327a *et seq.* of the German Stock Corporation Act apply with respect to the entitlement to compensation and the procedure of the squeeze-out transaction (see Corporate Squeeze-Out below).

The cash merger squeeze-out becomes effective, and ownership of all shares held by minority shareholders will be transferred to the acquirer by operation of law, at the time of the registration of the merger with the

**Table of Contents**

commercial register (*Handelsregistereintragung*). Upon effectiveness, the global share certificate deposited with Clearstream Banking Aktiengesellschaft, Germany, to the extent it represents the co-ownership interest of the former minority shareholders, will no longer represent such co-ownership interest but, from that time (and exclusively), the claim of the former minority shareholders for payment of an adequate cash compensation. Accordingly, Wincor Nixdorf shareholders who did not tender their Wincor Nixdorf ordinary shares in the offer would, in the event of a cash merger squeeze-out, not become shareholders of Diebold. Diebold will be able to effect a cash merger squeeze-out only if it holds at least 90 percent of Wincor Nixdorf's issued share capital through a wholly-owned subsidiary in the legal form of a German stock corporation (*Aktiengesellschaft*) or a German partnership limited by shares (*Kommanditgesellschaft auf Aktien*).

Wincor Nixdorf shareholders who did not tender their Wincor Nixdorf ordinary shares in the offer may, subject to applicable law, have appraisal rights following effectiveness of the cash merger squeeze-out. For a more detailed discussion, see **Appraisal Rights** below. In addition, each Wincor Nixdorf shareholder who was present at the meeting of shareholders that passed the squeeze-out resolution and who did object to the squeeze-out resolution at the meeting (*Widerspruch zur Niederschrift*) may initiate an action for voidance (*Anfechtungsklage*) under the requirements of Sections 243 *et seq.* of the German Stock Corporation Act. In an action for voidance, the plaintiff may ask a court within a one-month period following the date of the squeeze-out resolution to enjoin that resolution due to a violation of law or Wincor Nixdorf's articles of association; however, an action for voidance may not be based on the alleged inadequacy of the squeeze-out compensation.

**Corporate Squeeze-Out.** Pursuant to Sections 327a *et seq.* of the German Stock Corporation Act, the meeting of shareholders of a corporation may, at the request of a shareholder that owns at least 95 percent of the issued share capital (*Grundkapital*), or principal shareholder, resolve to transfer ownership of the shares held by the remaining minority shareholders (*Minderheitsaktionäre*) to the controlling shareholder in exchange for an adequate compensation in cash (*angemessene Barabfindung*). The squeeze-out resolution (*Übertragungsbeschluss*) requires a majority of the votes cast in the meeting of shareholders, and the principal shareholder may participate in the vote.

The principal shareholder must pay the compensation to the minority shareholders without undue delay following the date of the squeeze-out resolution and is required, prior to the meeting of shareholders, to obtain a commitment letter by a credit institution licensed to do business in the Federal Republic of Germany guaranteeing this obligation. The adequate cash compensation must take account of the stock corporation's circumstances at the time of the squeeze-out resolution and must reflect the full value of the minority shareholders' shares. It is typically determined in accordance with the discounted earnings method (*Ertragswertmethode*) or, if appropriate, may be determined in accordance with the discounted cash flow method. In either case, the compensation may not be less than the weighted average market price of Wincor Nixdorf's shares for the three-month period prior to the corporation's ad-hoc announcement of the principal shareholder's intention to initiate the squeeze-out transaction. The consideration paid in the exchange offer or, to the extent legally permissible, outside the offer in the open market, is generally not conclusive for the determination of the adequate compensation.

The squeeze-out becomes effective, and ownership of all shares held by the minority shareholders will be transferred to the principal shareholder by operation of law, at the time of the registration of the squeeze-out resolution with the commercial register (*Handelsregistereintragung*). Upon effectiveness, the global share certificate deposited with Clearstream Banking Aktiengesellschaft, Germany, to the extent it represents the co-ownership interest of the former minority shareholders, will no longer represent such co-ownership interest but, from that time (and exclusively), the claim of the former minority shareholders for payment of an adequate cash compensation. Accordingly, Wincor Nixdorf shareholders who did not tender their Wincor Nixdorf ordinary shares in the offer would, in the event of a corporate squeeze-out, not become shareholders of Diebold.

Wincor Nixdorf shareholders who did not tender their Wincor Nixdorf ordinary shares in the offer may, subject to applicable law, have appraisal rights following effectiveness of the corporate squeeze-out. For a more

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**Table of Contents**

detailed discussion, see *Appraisal Rights* below. In addition, each Wincor Nixdorf shareholder who was present at the meeting of shareholders that passed the squeeze-out resolution and who did object to the squeeze-out resolution at the meeting (*Widerspruch zur Niederschrift*) may initiate an action for voidance (*Anfechtungsklage*) under the requirements of Sections 243 *et seq.* of the German Stock Corporation Act. In an action for voidance, the plaintiff may ask a court within one month following the date of the squeeze-out resolution to enjoin that resolution due to a violation of law or Wincor Nixdorf's articles of association; however, an action for voidance may not be based on the alleged inadequacy of the squeeze-out compensation.

***Takeover Squeeze-Out.*** Pursuant to Sections 39a and 39b of the German Takeover Act, a bidder that owns at least 95 percent of the target's voting share capital (*stimmberechtigtes Grundkapital*) following a voluntary takeover offer or mandatory offer, may, within a three-month period following the end of the acceptance period, file an application (*Antrag*) with the district court (*Landgericht*) of Frankfurt am Main to issue a court order to transfer ownership of the shares held by the minority shareholders who did not tender their shares in the offer to the bidder in exchange for adequate compensation. The bidder is not required to acquire at least 95 percent of the target's voting share capital in the offer but may, to the extent permissible, acquire additional shares of the target until the end of the acceptance period outside the offer in the open market.

In a takeover squeeze-out, the nature of the compensation must correspond with the consideration offered in the offer; however, a cash-only alternative must always be provided at the election of the minority shareholders. Accordingly, Wincor Nixdorf shareholders who did not tender their Wincor Nixdorf ordinary shares in the offer and elect to receive a cash-only compensation in a takeover squeeze-out, would not become shareholders of Diebold.

The district court (*Landgericht*) of Frankfurt am Main determines the adequacy of the compensation to be received by minority shareholders in a takeover squeeze-out. If the bidder has acquired in the offer at least 90 percent of the target's issued share capital for which the offer was made, Section 39a(3) of the German Takeover Act provides that the consideration received by shareholders that tendered in the offer is deemed adequate. The transfer of ownership of the shares of the minority shareholders to the bidder becomes effective with legal effect of the court order.

Following the offer, if the bidder holds at least 95 percent of the target's voting share capital and is entitled to file an application with the district court of Frankfurt am Main to effect a takeover squeeze-out, shareholders of the target who did not tender their shares in the offer will have the right (*Andienungsrecht*) to tender these shares within a three-month period following the expiration of the acceptance period, which we refer to as the tender right period, pursuant to Section 39c of the German Takeover Act regardless of whether the bidder actually files such application. Shareholders who properly exercise this right are entitled to receive the same consideration received by shareholders who tendered their shares prior to the expiration of the acceptance period.

Appraisal rights will not be available in connection with a takeover squeeze-out pursuant to Sections 39a *et seq.* of the German Takeover Act.

***Appraisal Rights***

An appraisal proceeding may, subject to applicable law, be available to Wincor Nixdorf shareholders under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*). Under this Act, a court may be asked to determine the adequacy of the consideration or compensation paid to minority shareholders in certain corporate transactions including:

In the case of a domination and/or a profit and loss transfer agreement the court may review the adequacy of the compensation offered to the minority shareholders, including, as the case may be, the majority shareholder's offer to either (i) buy the shares of the minority shareholders at an adequate price, and/or (ii) pay a fixed annual dividend to those minority shareholders who stay in the target company for the lifetime of the agreement; and

## **Table of Contents**

In each case of a cash merger squeeze-out pursuant to Section 62(5) of the German Transformation Act and a corporate squeeze-out pursuant to Sections 327a *et seq.* of the German Stock Corporation Act, the court may review the adequacy of the compensation received by minority shareholders in the squeeze-out transaction.

Appraisal rights will not be available in connection with a squeeze-out transaction pursuant to Sections 39a *et seq.* of the German Takeover Act.

Pursuant to Sections 2 and 4 of the German Appraisal Proceedings Act, a minority shareholder must file a motion to commence an appraisal proceeding with the competent district court (*Landgericht*) within the applicable time period as follows:

In each case of a domination agreement or a combination of a domination agreement and a profit and loss transfer agreement, within a three-month period following the publication of the registration of that agreement with the commercial register; and

In each case of a cash merger squeeze-out pursuant to Section 62(5) of the German Transformation Act and a corporate squeeze-out pursuant to Sections 327a *et seq.* of the German Stock Corporation Act, within a three-month period following the publication of the registration of that squeeze-out transaction with the commercial register.

Appraisal rights will not be available in connection with a takeover squeeze-out pursuant to Sections 39a *et seq.* of the German Takeover Act.

The court's decision in an appraisal proceeding is binding for all remaining minority shareholders. If the court awards a higher cash compensation in the appraisal proceeding, all minority shareholders will be able, subject to applicable law, to receive the benefit of that increase even if they themselves did not file an application to initiate the appraisal proceeding.

THE FOREGOING DISCUSSION IS NOT A COMPLETE STATEMENT OF APPLICABLE GERMAN LAW AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE GERMAN STOCK CORPORATION ACT, THE GERMAN TAKEOVER ACT, THE GERMAN TRANSFORMATION ACT, AND THE GERMAN APPRAISAL PROCEEDINGS ACT. WE ENCOURAGE YOU TO SEEK THE ADVICE OF YOUR OWN GERMAN LEGAL ADVISOR IF ANY SUCH TRANSACTION SHOULD BE INITIATED AT SOME POINT IN TIME.

## **Regulatory Approvals Related to the Business Combination**

In addition to the approvals and clearances described in the regulatory condition, the business combination will also be subject to review by government authorities and other regulatory agencies, including in jurisdictions outside the United States. Diebold intends to file as soon as possible thereafter all notifications that it determines are necessary under the applicable laws, rules and regulations of the respective identified authorities, agencies and jurisdictions for the business combination and to file all post-completion notifications that it determines are necessary as soon as possible after completion has taken place.

**General.** Except as otherwise disclosed herein, based upon an examination of publicly available filings with respect to Wincor Nixdorf and through discussions with Wincor Nixdorf management during due diligence, Diebold is not



aware of any licenses or other regulatory permits which appear to be material to the business of Wincor Nixdorf and which might be adversely affected by the acquisition of Wincor Nixdorf ordinary shares by Diebold pursuant to the offer or of any approval or other action by any governmental, administrative or regulatory agency or authority which would be required for the acquisition or ownership of Wincor Nixdorf ordinary shares by Diebold pursuant to the offer. Should any such approval or other action be required, it is currently contemplated that such approval or action would be sought or taken. There can be no assurance that any

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**Table of Contents**

such approval or action, if needed, would be obtained or, if obtained, that it will be obtained without substantial conditions or that adverse consequences might not result to Wincor Nixdorf's or Diebold's businesses or that certain parts of Wincor Nixdorf's or Diebold's businesses might not have to be disposed of in the event that such approvals were not obtained or such other actions were not taken, certain of which could cause Diebold to terminate the offer without the acceptance for exchange of Wincor Nixdorf ordinary shares thereunder. Diebold's obligation under the offer to accept for exchange and issue Diebold common shares will be subject to certain conditions specified in the section of this prospectus titled "The Offer - Conditions to the Offer."

***Antitrust Clearance.*** The offer is subject to review by the Federal Trade Commission, which we refer to as the FTC, and the Department of Justice, which we refer to as the DOJ. Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, or HSR Act, the offer may not be completed until certain information has been provided to the antitrust agencies and the applicable HSR Act waiting period has expired or been terminated. The offer may be subject to review by antitrust authorities in jurisdictions outside the United States.

Under the HSR Act, Diebold will file a notification and report form with respect to the business combination with the FTC and the DOJ and will request early termination of the HSR Act waiting period.

The offer will also be subject to review by antitrust authorities in jurisdictions outside the United States. Under some of these jurisdictions, the offer and/or the business combination may not be consummated before a notification has been submitted to the relevant antitrust authority and/or certain consents, approvals, permits or authorizations have been obtained and/or the applicable waiting period has expired or has been terminated. Diebold intends to make all necessary notifications and filings in these jurisdictions as soon as practicable. The consummation of the offer and/or the business combination is subject to the condition that the waiting period (or extension thereof) applicable to the offer under any applicable antitrust laws and regulations will have expired or been earlier terminated, and any approvals or clearances determined by Diebold to be required thereunder will have been obtained.

**Effect of the Business Combination on the Market for Wincor Nixdorf Ordinary Shares; Frankfurt Stock Exchange Listing*****Effect of the Offer on the Market for Wincor Nixdorf Ordinary Shares***

The exchange of Wincor Nixdorf ordinary shares by Diebold pursuant to the offer and the business combination will reduce the number of Wincor Nixdorf ordinary shares that might otherwise trade publicly and will reduce the number of holders of Wincor Nixdorf ordinary shares, which could adversely affect the liquidity and market value of the remaining Wincor Nixdorf ordinary shares held by the public. The extent of the public market for Wincor Nixdorf ordinary shares and the availability of quotations reported in the over-the-counter market depends upon the number of shareholders holding Wincor Nixdorf ordinary shares, the aggregate market value of the shares remaining at such time, the interest of maintaining a market in the shares on the part of any securities firms and other factors. As of November 20, 2015, Wincor Nixdorf had issued 33,084,988 ordinary shares.

***Frankfurt Stock Exchange Listing***

The Wincor Nixdorf ordinary shares are listed on the Frankfurt Stock Exchange (ISIN DE000A0CAYB2) and are quoted, inter alia, on the MDAX stock index. A significant reduction in free float as a result of the exchange of Wincor Nixdorf ordinary shares pursuant to the offer or otherwise may result in the Wincor Nixdorf ordinary shares being removed from the MDAX or other stock indexes on one of the next index adjustment dates. Consequently, index funds and other institutional investors whose investments mirror indexes such as the MDAX stock index may sell or reduce their holdings of Wincor Nixdorf ordinary shares.

Diebold could prompt Wincor Nixdorf to remove the Wincor Nixdorf ordinary shares from the sub-segment of the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (Prime

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**Table of Contents**

Standard) while maintaining their listing on the regulated market. In this case, Wincor Nixdorf shareholders would no longer benefit from the more stringent Prime Standard reporting obligations. Under German securities laws, no protection is afforded to Wincor Nixdorf shareholders should Diebold decide to pursue a segment change.

In addition, Diebold could cause Wincor Nixdorf to apply for a delisting of the Wincor Nixdorf ordinary shares. Pending legislation, which is expected to come into force prior to November 27, 2015 (but, in any event, will apply to any delisting initiated after September 7, 2015), which we refer to as the pending delisting legislation, will make such delisting conditional upon the publication of a formal takeover offer document in accordance with applicable rules of the German Takeover Act, with the takeover offer being made to all holders of the outstanding shares that would be affected by the delisting. Under the pending delisting legislation, the bidder will be required to make an all cash offer with the offer price being based on the weighted average share price during the six-month period immediately prior to the launch of the takeover offer. A delisting could render the Wincor Nixdorf ordinary shares effectively illiquid.

Alternatively, Diebold could cause Wincor Nixdorf to effect a downlisting of the Wincor Nixdorf ordinary shares. A downlisting is a process pursuant to which Wincor Nixdorf ordinary shares would be withdrawn from the regulated market of the Frankfurt Stock Exchange and subsequently listed on the unregistered market (*Freiverkehr*) (e.g., the entry standard) of the Frankfurt Stock Exchange. Under the rules of the Frankfurt Stock Exchange, shareholders holding shares that are registered on the entry standard do not benefit from the more rigorous reporting standards of the Prime Standard. In addition, the liquidity of the Wincor Nixdorf ordinary shares would be negatively affected. The pending delisting legislation will also apply to a downlisting and, therefore, any downlisting of Wincor Nixdorf ordinary shares would be conditioned on the publication of a formal takeover offer document as described in the immediately preceding paragraph.

If, as a result of the exchange of Wincor Nixdorf ordinary shares pursuant to the offer or otherwise, the listing of the Wincor Nixdorf ordinary shares on the Frankfurt Stock Exchange was discontinued, it is possible that the Wincor Nixdorf ordinary shares would continue to trade on another securities exchange or in the over-the-counter market and that price or other quotations would be reported by such exchange or other sources. The extent of the public market therefor and the availability of such quotations would depend, however, upon such factors as the number of shareholders and/or the aggregate market value of such securities remaining at such time, the interest in maintaining a market in the Wincor Nixdorf ordinary shares on the part of securities firms, and other factors.

For more information on potential consequences in the event that you decide not to tender your Wincor Nixdorf ordinary shares, see the sections of this prospectus titled **Potential Post-Completion Reorganization; Squeeze-Out Transaction** and **Risk Factors Risks Relating to the Business Combination; the Offer**.

**Accounting Treatment**

The proposed business combination with Wincor Nixdorf will be accounted for under the acquisition method of accounting under U.S. GAAP, with Diebold being the accounting acquirer. Wincor Nixdorf's consolidated assets and liabilities will be recorded at their fair values at the closing date, and Wincor Nixdorf will be included with Diebold's results of operations from the closing date.

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**Table of Contents**

**MATERIAL INTERESTS OF WINCOR NIXDORF'S SUPERVISORY BOARD AND MANAGEMENT BOARD IN THE BUSINESS COMBINATION**

The members of Wincor Nixdorf's supervisory board and management board may have interests in the transactions contemplated by the business combination agreement that may be different, or in addition to, the interests of Wincor Nixdorf's shareholders generally. These interests may create potential conflicts of interests. The supervisory board and the management board of Wincor Nixdorf were aware that such potential interests might exist. However, the decisions of the management and supervisory board to approve the business combination agreement and the transactions and covenants contemplated by the business combination agreement were solely guided by the best interests of Wincor Nixdorf, its shareholders, employees and other stakeholders. As of November 20, 2015, members of the Wincor Nixdorf management board and the Wincor Nixdorf supervisory board and their affiliates owned 209,791 Wincor Nixdorf ordinary shares in the aggregate, representing 0.63 percent of the issued Wincor Nixdorf ordinary shares.

The material interests of members of certain members of the Wincor Nixdorf management board and members of the Wincor Nixdorf supervisory board are summarized in more detail below:

While pursuant to the terms of the business combination agreement, Wincor Nixdorf will use its reasonable best efforts to ensure that, after the closing date, three of the currently appointed members of the supervisory board of Wincor Nixdorf will resign from their positions, the other members of the supervisory board of Wincor Nixdorf will continue to hold their positions.

Pursuant to the terms of the business combination agreement, the current members of the management board of Wincor Nixdorf shall continue to manage Wincor Nixdorf during the period immediately following the closing date. Following the closing date, pursuant to the terms of the business combination agreement each member of the management board shall enter into discussions with the supervisory board of Wincor Nixdorf with the goal of entering into new employment agreements with Wincor Nixdorf which follow Diebold's compensation practices with respect to term, extension and severance.

Immediately following the closing of the offer, Diebold will expand the size of its board of directors to an overall number of thirteen (13) board members and appoint Dr. Alexander Dibelius, chairman of the supervisory board of Wincor Nixdorf, Dr. Dieter Düsedau, member of the supervisory board of Wincor Nixdorf, and Mr. Eckard Heidloff, chief executive officer of Wincor Nixdorf, to the Diebold board of directors. Mr. Heidloff will resign from the Diebold board of directors upon a termination of his service as president of Diebold.

As promptly as practicable after the closing date, Diebold will install an executive committee of eight members with equal representation of executives from Diebold and Wincor Nixdorf. Pursuant to the business combination agreement, Diebold has agreed to appoint Mr. Heidloff as president of Diebold upon his joining the Diebold board of directors. Diebold has also agreed to appoint Mr. Jürgen Wunram, chief financial officer of Wincor Nixdorf, as chief integration officer and senior vice president of retail, Mr. Olaf Heyden, executive vice president of Wincor Nixdorf, as head of services, and Dr. Ulrich Näher, senior vice president of Wincor Nixdorf, as head of systems, following the closing date. Each of Messrs. Heidloff, Heyden and Wunram and Dr. Näher will serve on the executive committee upon appointment and shall be

executive officers of Diebold.

Certain members of Wincor Nixdorf's management board participate in Wincor Nixdorf's share-based payment programs for managers. These programs do not provide for any termination, termination rights and/or accelerated vesting in case of a change of control in Wincor Nixdorf; however, Wincor Nixdorf has agreed in the business combination agreement that until the end of the additional acceptance period it will cash-settle any exercised options.

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**Table of Contents****DIVIDENDS AND DISTRIBUTIONS; RESULTS AND DIVIDENDS PER SHARE****General Provisions Relating to Profit Allocation and Dividend Payments**

The Diebold common shares will carry full dividend rights following the closing date and grant the same rights as all other Diebold common shares. The holders of Diebold common shares are entitled to receive such dividends as Diebold's directors from time to time may declare out of funds legally available. Pursuant to Section 1701.33 of the ORC, a dividend or distribution may be paid in cash, property, or shares of a corporation. The dividend or distribution must not exceed the combination of the surplus and the difference between (i) the reduction in surplus that results from the immediate recognition of the transition obligation under the Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC, Topic 718, and (ii) the aggregate amount of the transition obligation that would have been recognized as of the date of the declaration of a dividend or distribution if the corporation had elected to amortize its recognition of the transition. In addition, Section 1701.34 of the ORC provides that if a corporation has declared a cash dividend or distribution on any shares and has mailed to a shareholder at his address appearing on the records of the corporation a valid check in the amount of the dividend or distribution to which such shareholder is entitled, and such check would have been honored if duly presented to the bank on which it is drawn, no action for the recovery of such dividend or distribution or the amount thereof can be brought more than six years after the date of mailing the check.

Entitlement to dividends is subject to the preferences granted to other classes of securities Diebold may have outstanding in the future, including any serial preferred shares, and may be restricted by the terms of Diebold's debt instruments. In the event of liquidation of Diebold, holders of Diebold common shares are entitled to share in any assets of Diebold remaining after satisfaction in full of its liabilities and satisfaction of such dividend and liquidation preferences as may be possessed by the holders of other classes of securities of Diebold, including any serial preferred shares. Diebold may not issue fractions of shares upon any occasion of the declaration, issuance and distribution of a dividend payable in shares; but all such fractions to which any shareholder might otherwise be entitled in connection with any such declaration, issuance, distribution or exchange will be eliminated and disposed of by such method, authorized, permitted or not prohibited by law, as may be determined by Diebold's board of directors. For a more detailed discussion, see the section of this prospectus titled "Description of Diebold Common Shares and Applicable Regulations."

Diebold and Wincor Nixdorf will continue to pay dividends consistent with their respective past practice until the closing date.

Diebold intends to pay dividends at a lower per share rate, subject to market and other conditions, following the closing date. Diebold common shares issued to Wincor Nixdorf shareholders who validly tender in the offer will be entitled to dividends following the closing date.

**Dividend Policy and Earnings per Share**

Diebold paid dividends of \$56.5 million and \$56.2 million in the nine months ended September 30, 2015 and 2014, respectively. Quarterly dividends were \$0.2875 per share for both periods. Diebold paid dividends of \$74.9 million and \$74.0 million in the years ended December 31, 2014 and 2013, respectively. Annualized dividends per share were \$1.15 for the years ended December 31, 2014 and 2013.

The following table sets forth earnings per share and dividends information for Diebold as of the end of and for the periods indicated. The statements of operations for each of the years ended December 31, 2014 and 2013, and the balance sheet information as of December 31, 2014 and 2013, are derived from Diebold's audited financial statements

included in this prospectus. The financial information of Diebold as of and for the nine months ended September 30, 2015 and for the nine months ended September 30, 2014 is derived from Diebold's unaudited consolidated financial statements, which are presented elsewhere in this prospectus. The financial



**Table of Contents**

information of Diebold as of September 30, 2014 is derived from Diebold's unaudited consolidated financial statements, which are not presented in this prospectus. The operating results for the nine months ended September 30, 2015 are not necessarily indicative of the results of operations for the remainder of the fiscal year or any future period.

	<b>(Unaudited)</b>			
	<b>Nine Months Ended</b>		<b>Years Ended</b>	
	<b>September 30,</b>		<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>	<b>2014</b>	<b>2013</b>
	<b>(in millions, except per share data)</b>			
<b>Basic earnings (loss) per common share</b>				
Income (loss) from continuing operations, net of tax	\$ 0.63	\$ 1.31	\$ 1.77	\$ (2.85)
Net income (loss) attributable to Diebold, Incorporated	\$ 0.63	\$ 1.31	\$ 1.77	\$ (2.85)
<b>Diluted earnings (loss) per common share</b>				
Income (loss) from continuing operations, net of tax	\$ 0.63	\$ 1.30	\$ 1.76	\$ (2.85)
Net income (loss) attributable to Diebold, Incorporated	\$ 0.63	\$ 1.30	\$ 1.76	\$ (2.85)
<b>Number of weighted-average shares outstanding</b>				
Basic shares	64.9	64.5	64.5	63.7
Diluted shares	65.5	65.1	65.2	63.7
<b>Dividends</b>				
Common dividends paid	\$ 56.5	\$ 56.2	\$ 74.9	\$ 74.0
Common dividends paid per share	\$ 0.8625	\$ 0.8625	\$ 1.15	\$ 1.15

For a more detailed discussion, see the sections of this prospectus titled "Comparative Historical and Pro Forma Share Information" and "Comparative Per Share Market Price and Dividend Information."

**Table of Contents****CAPITALIZATION**

The following table sets forth Diebold's cash and cash equivalents, capitalization and indebtedness as of [ ], 2016. The amounts below have been calculated in accordance with U.S. GAAP. For further information regarding the pro forma financial position of Diebold following the business combination, see the section of this prospectus titled "Selected Unaudited Pro Forma Condensed Combined Financial Information."

**Capitalization**

	As of [ ], 2016 (in millions of \$)
<b>Total current debt</b>	
Guaranteed	
Secured	
Unguaranteed/unsecured	
<b>Total non-current debt (excluding current portion of long-term debt)</b>	
Guaranteed	
Secured	
Unguaranteed/unsecured	
<b>Shareholders' equity</b>	
Share capital	
Legal reserve	
Other reserves	
<b>Total</b>	
<b>Indebtedness</b>	

	As of [ ], 2016 (in millions of \$)
Cash	
Cash equivalent	
Trading securities	
<b>Liquidity</b>	
<b>Current financial receivable</b>	
Current bank debt	
Current portion of non-current debt	
Other current financial debt	
<b>Current financial debt</b>	
<b>Net current financial indebtedness</b>	
Non-current bank loans	
Bonds issued	
Other non-current loans	
<b>Non-current financial indebtedness</b>	
<b>Net financial indebtedness</b>	
Other financial obligations of Diebold and its subsidiaries amounted to \$ [ ] million as of [ ], 2016.	

**Working Capital Statement**

In Diebold's opinion, Diebold has sufficient working capital to meet its present requirements and the present requirements of its subsidiaries for the next 12 months from the date of this prospectus.

**Table of Contents****DILUTION**

Dilution refers to two distinct aspects: dilution in participation, and dilution in value. Dilution in participation refers to the effect the issuance of new Diebold common shares has on the individual percentage of shareholding of the existing Diebold shareholders. Dilution in value refers to the effect the issuance of new Diebold common shares at a certain issue price has on the value of the shareholders' equity of Diebold per share at a certain point in time.

It is assumed that all Wincor Nixdorf shareholders accept the offer consideration for their 29.8 million Wincor Nixdorf ordinary shares (disregarding 3.3 million treasury shares held by Wincor Nixdorf for which Wincor Nixdorf has agreed not to accept the offer) and that the total price of these 29.8 million Wincor Nixdorf ordinary shares amounts to \$[ ] million (converted from euros at \$[ ] to 1, based on the noon buying rate as of [ ]). This is based on the issuance of 12.9 million Diebold common shares at a price of \$33.5270 per share, which corresponds to the volume-weighted average price of Diebold's common shares for the three-month period preceding the announcement of the offer on November 23, 2015, ending on November 22, 2015, the day preceding such announcement, as published by the NYSE, and an additional cash payment in the aggregate amount of \$1.2 billion (converted from euros at \$1.0722 to 1, based on the noon buying rate as of November 13, 2015). No additional capital increase by Wincor Nixdorf is assumed. It is also assumed that the estimated transaction and issuance costs will be deducted in an amount of \$[ ] million.

**Calculation of Dilution**

	<b>Diebold</b>	<b>Wincor Nixdorf</b>
	<b>(in millions, except per share data)</b>	
<b>Prior to the offer</b>		
Book value of equity attributable to the shareholders (net book value) as of September 30, 2015 (Diebold) and June 30, 2015 (Wincor Nixdorf)	\$ 401.4	\$ 461.6 <sup>(1)</sup>
Number of shares issued as of September 30, 2015 (Diebold) and June 30, 2015 (Wincor Nixdorf)	79.7	33.1
Proportionate book value of equity of the shareholders (net book value) per share	\$ 5.04	\$ 13.95 <sup>(1)</sup>
Number of shares issued as of September 30, 2015 (Diebold) and June 30, 2015 (Wincor Nixdorf) excluding treasury shares	65.0	29.8
Proportionate book value of equity of the shareholders (net book value) per share excluding treasury shares	\$ 6.18	\$ 15.49
<b>After completion of the offer<sup>(2)</sup></b>		
Increase in book value of equity attributable to the shareholders (net book value) following the issuance of new Diebold common shares	\$ [ ]	
Book value of equity attributable to the shareholders (net book value)	\$ [ ]	
<b>Calculation of number of Diebold common shares to be issued</b>		
Number of Diebold common shares offered per tendered Wincor Nixdorf ordinary share	0.434	
Total number of Diebold common shares offered to Wincor Nixdorf shareholders	12.9	
Number of Diebold common shares issued after the completion of the offer <sup>(2)</sup>	77.9	
	\$ [ ]	

**Proportionate book value of equity attributable to Diebold shareholders (net book value) per Diebold common share after completion of the offer<sup>(2)</sup>**

Proportionate book value of equity attributable to the shareholders (net book value) per Diebold common share of the combined company (according to the exchange ratio)	\$ [ ]
Increase in proportional book value of equity attributable to the shareholders (net book value) per Diebold common shares	\$ [ ]
Increase in proportional book value of equity attributable to the shareholders (net book value) per Diebold common shares	[ ]%
Dilution of the shareholding percentage of Diebold shareholders	[ ]%

-140-

**Table of Contents**

- (1) Converted from one euro to \$1.1140, based on the exchange rate as of June 30, 2015, for cable transfers in foreign currencies for customs purposes by the Federal Reserve Bank of New York.
- (2) Disregarding treasury shares held or any changes in the number of issued shares after September 30, 2015 (Diebold) or June 30, 2015 (Wincor Nixdorf) except for the capital increase creating the consideration for the tendered Wincor Nixdorf ordinary shares.

Wincor Nixdorf shareholders accepting the offer will not be exposed to a dilution of value.

**Table of Contents****SELECTED CONSOLIDATED FINANCIAL INFORMATION OF DIEBOLD**

The following table sets forth selected historical consolidated financial information for Diebold as of the end of and for the periods indicated. The statements of operations information for each of the years ended December 31, 2014, 2013 and 2012, and the balance sheet information as of December 31, 2014 and 2013, are derived from Diebold's audited financial statements for such years, which are incorporated by reference from Diebold's current report on Form 8-K (Items 8.01 and 9.01) dated November 23, 2015 as filed with the SEC on November 23, 2015. The statements of operations information for each of the years ended December 31, 2011 and 2010, and the balance sheet information as of December 31, 2012, 2011 and 2010, are derived from Diebold's audited financial statements for such years, which are not incorporated by reference. The selected financial information of Diebold as of and for the nine months ended September 30, 2015 and for the nine months ended September 30, 2014 is derived from Diebold's unaudited consolidated financial statements for such periods, which are incorporated by reference from Diebold's quarterly report on Form 10-Q for the quarterly period ended September 30, 2015. The selected financial information of Diebold as of September 30, 2014 is derived from Diebold's unaudited consolidated financial statements, which are not incorporated by reference. The operating results for the nine months ended September 30, 2015 are not necessarily indicative of the results of operations for the remainder of the fiscal year or any future period. The information set forth below is a summary that should be read together with the condensed consolidated financial statements and the consolidated financial statements of Diebold and the related notes thereto, as well as the section of this prospectus titled

Management's Discussion and Analysis of Financial Condition and Results of Operations of Diebold. The following selected historical consolidated financial information is qualified in its entirety by reference to such documents and all of the financial information and notes contained in those documents. See the section of this prospectus titled "General Information Where You Can Find More Information; Documents Available for Inspection" for instructions on how to obtain these documents.

	<b>(Unaudited)</b>		<b>Year Ended December 31,</b>				
	<b>Nine Months Ended</b>		<b>2013 2012 2011 2010</b>				
	<b>September 30,</b>	<b>September 30,</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>2015</b>	<b>2014</b>	<b>(in millions, except per share data)</b>				
<b>Results of operations</b>							
Net sales	\$ 2,069.8	\$ 2,189.8	\$ 3,051.1	\$ 2,857.5	\$ 2,991.7	\$ 2,835.8	\$ 2,823.8
Cost of sales	1,539.7	1,638.3	2,271.7	2,217.1	2,262.1	2,105.4	2,108.4
Gross profit	\$ 530.1	\$ 551.5	\$ 779.4	\$ 640.4	\$ 729.6	\$ 730.5	\$ 715.4
<b>Amounts attributable to Diebold, Incorporated</b>							
Income (loss) from continuing operations, net of tax	\$ 41.1	\$ 84.5	\$ 114.4	\$ (181.6)	\$ 76.7	\$ 143.6	\$ (24.7)
(Loss) income from discontinued operations, net of tax					(3.1)	0.5	0.3
Net income (loss) attributable to Diebold, Incorporated	\$ 41.1	\$ 84.5	\$ 114.4	\$ (181.6)	\$ 73.6	\$ 144.1	\$ (24.4)

**Basic earnings (loss) per  
common share**

Income (loss) from continuing operations, net of tax	\$	0.63	\$	1.31	\$	1.77	\$	(2.85)	\$	1.22	\$	2.23	\$	(0.37)
(Loss) income from discontinued operations, net of tax										(0.05)		0.01		
Net income (loss) attributable to Diebold, Incorporated	\$	0.63	\$	1.31	\$	1.77	\$	(2.85)	\$	1.17	\$	2.24	\$	(0.37)

-142-



**Table of Contents**

	<b>(Unaudited) Nine Months Ended September 30,</b>		<b>Year Ended December 31,</b>				
	<b>2015</b>	<b>2014</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>(in millions, except per share data)</b>							
<b>Diluted earnings (loss) per common share</b>							
Income (loss) from continuing operations, net of tax	\$ 0.63	\$ 1.30	\$ 1.76	\$ (2.85)	\$ 1.20	\$ 2.21	\$ (0.37)
(Loss) income from discontinued operations, net of tax					(0.05)	0.01	
Net income (loss) attributable to Diebold, Incorporated	\$ 0.63	\$ 1.30	\$ 1.76	\$ (2.85)	\$ 1.15	\$ 2.22	\$ (0.37)
<b>Number of weighted-average shares outstanding</b>							
Basic shares	64.9	64.5	64.5	63.7	63.1	64.2	65.9
Diluted shares	65.5	65.1	65.2	63.7	63.9	64.8	65.9
<b>Dividends</b>							
Common dividends paid	\$ 56.5	\$ 56.2	\$ 74.9	\$ 74.0	\$ 72.8	\$ 72.9	\$ 71.9
Common dividends paid per share	\$ 0.8625	\$ 0.8625	\$ 1.15	\$ 1.15	\$ 1.14	\$ 1.12	\$ 1.08
<b>Consolidated balance sheet data (as of period end)</b>							
Current assets	\$ 1,608.2	\$ 1,787.7	\$ 1,655.6	\$ 1,555.4	\$ 1,814.9	\$ 1,732.2	\$ 1,714.0
Current liabilities	\$ 966.5	\$ 1,077.4	\$ 1,027.7	\$ 893.7	\$ 857.3	\$ 837.9	\$ 822.7
Net working capital	\$ 641.7	\$ 710.3	\$ 627.9	\$ 661.7	\$ 957.6	\$ 894.3	\$ 891.3
Property, plant and equipment, net	\$ 177.0	\$ 161.6	\$ 169.5	\$ 160.9	\$ 184.3	\$ 192.7	\$ 203.5
Long-term debt	\$ 618.3	\$ 555.0	\$ 479.8	\$ 480.2	\$ 617.5	\$ 606.2	\$ 550.4
Total long-term liabilities	\$ 882.1	\$ 739.7	\$ 759.5	\$ 668.9	\$ 908.8	\$ 834.8	\$ 720.2
Total assets	\$ 2,275.1	\$ 2,458.4	\$ 2,342.1	\$ 2,183.5	\$ 2,593.0	\$ 2,517.3	\$ 2,519.8
Total equity	\$ 426.5	\$ 641.3	\$ 554.9	\$ 620.8	\$ 826.8	\$ 844.6	\$ 976.8

**Table of Contents****SELECTED CONSOLIDATED FINANCIAL INFORMATION OF WINCOR NIXDORF**

The following selected consolidated financial data have been derived from Wincor Nixdorf's consolidated financial statements which have been prepared in accordance with IFRS as issued by the IASB. The audited consolidated financial statements for the fiscal years ended September 30, 2014, 2013 and 2012 and the unaudited interim financial statements for the nine months ended June 30, 2015 and 2014 are included elsewhere in this prospectus. You should read the following selected consolidated financial data in conjunction with Wincor Nixdorf's consolidated financial statements and the information included in the section of this prospectus titled "Management's Discussion and Analysis of Financial Condition and Results of Operations of Wincor Nixdorf."

	<b>(Unaudited)</b> <b>Nine Months Ended</b>		<b>Fiscal Year Ended September 30,</b>				
	<b>June 30,</b>						
	<b>2015</b>	<b>2014</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>(in thousands, except per share data)</b>						
<b>Consolidated statements of income data:</b>							
Net sales	1,768,072	1,802,731	2,469,418	2,465,004	2,342,996	2,328,200	2,239,471
Cost of sales	(1,421,641)	(1,405,552)	(1,925,675)	(1,922,312)	(1,852,642)	(1,757,895)	(1,676,994)
Gross Profit	346,431	397,179	543,743	542,692	490,354	570,305	562,477
Net profit on operating activities	39,792	91,628	154,962	131,531	101,100	162,356	162,230
Profit for the period	24,749	60,469	104,100	87,849	62,665	108,289	106,477
Profit attributable to non-controlling interests	1,105	2,027	3,215	721	64	1,171	288
Profit attributable to equity holders of Wincor Nixdorf AG	23,644	58,442	100,885	87,128	62,601	107,118	106,189
Shares for calculation of basic earnings per share	29,816	29,790	29,796	29,776	29,776	30,795	31,653
Shares for calculation of diluted earnings	29,816	29,790	29,796	29,776	29,776	30,826	31,690

per share							
Basic earnings							
per share	0.79	1.96	3.39	2.93	2.10	3.48	3.35
Diluted earnings							
per share	0.79	1.96	3.39	2.93	2.10	3.47	3.35

	<b>(Unaudited)</b>		<b>As of September 30,</b>				
	<b>As of June 30,</b>		<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>2015</b>	<b>2014</b>					
	<b>(in thousands)</b>						
<b>Consolidated balance sheet data:</b>							
Cash and cash equivalents	46,557	46,912	43,584	43,174	38,414	22,146	19,959
Current assets	937,763	880,700	979,641	853,302	840,072	737,752	712,712
Total assets	1,499,516	1,433,441	1,539,940	1,405,954	1,403,523	1,307,410	1,271,186
Subscribed capital	33,085	33,085	33,085	33,085	33,085	33,085	33,085
Equity (incl. non-controlling interests)	418,201	396,669	426,809	382,861	329,227	329,987	358,450
Current liabilities	876,537	800,986	887,345	804,971	821,485	872,783	704,269
Total equity and liabilities	1,499,516	1,433,441	1,539,940	1,405,954	1,403,523	1,307,410	1,271,186

	<b>Nine Months Ended June 30,</b>			<b>Year Ended September 30,</b>			
	<b>2015</b>	<b>2014</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Other data (Unaudited):</b>							
Dividends declared and payable per share (Euros)		n/a	n/a	1.75	1.48	1.05	1.70
Dividends declared and payable per share (\$U.S.)		n/a	n/a	2.36 <sup>(1)</sup>	1.95 <sup>(1)</sup>	1.37 <sup>(1)</sup>	2.38 <sup>(1)</sup>

(1) Calculated based on the average U.S. dollar exchange rate as published in Wincor Nixdorf's financial statements.

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**Table of Contents**

**SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The following unaudited pro forma condensed combined financial information is presented to illustrate the estimated effects of the potential business combination of Diebold and Wincor Nixdorf and certain other adjustments listed below, which we collectively refer to as the business combination adjustments, through the exchange offer that was announced on November 23, 2015. Diebold will offer to exchange each issued Wincor Nixdorf ordinary share for 38.98 in cash and 0.434 common shares of Diebold. The following unaudited pro forma condensed combined financial information is derived from and should be read in conjunction with the historical consolidated financial statements and related notes of Diebold, which are incorporated by reference herein, and the consolidated financial statements of Wincor Nixdorf, which are included elsewhere in this prospectus.

The unaudited pro forma condensed combined balance sheet as of September 30, 2015, and the unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2015 and the year ended December 31, 2014, respectively, are presented herein. The unaudited pro forma condensed combined balance sheet combines the unaudited consolidated balance sheets of Diebold and Wincor Nixdorf as of September 30, 2015 and June 30, 2015, respectively, and give effect to the proposed business combination as if it occurred on September 30, 2015. The unaudited pro forma condensed combined statements of operations combine the historical results of Diebold and Wincor Nixdorf for the nine months ended September 30, 2015 and June 30, 2015, respectively, and the year ended December 31, 2014 and September 30, 2014, respectively, and give effect to the proposed business combination as if it occurred on January 1, 2014. The historical financial information has been adjusted to give effect to pro forma adjustments that are (i) directly attributable to the proposed business combination, (ii) factually supportable, and (iii) with respect to the unaudited condensed combined statements of operations, expected to have a continuing impact on the combined entity's consolidated results.

The proposed business combination of Diebold and Wincor Nixdorf will be accounted for as a business combination using the acquisition method of accounting under the provisions of Accounting Standards Codification 805, Business Combinations, which we refer to as ASC 805, with Diebold representing the accounting acquirer under this guidance. The following unaudited pro forma condensed combined financial information primarily gives effect to the business combination adjustments, which include:

adjustments to reconcile Wincor Nixdorf's historical audited and unaudited financial statements prepared in accordance with IFRS to U.S. GAAP and conversion from euros to U.S. dollars;

application of the acquisition method of accounting in connection with the business combination to reflect aggregate exchange offer consideration of \$1.7 billion, assuming all issued Wincor Nixdorf ordinary shares are validly tendered in the exchange offer and not properly withdrawn;

adjustments to reflect financing arrangements entered into in connection with the business combination;

Diebold's pending disposition of its electronic security business; and

transaction costs in connection with the business combination.

The unaudited pro forma condensed combined statements of operations also include certain purchase accounting adjustments, including items expected to have a continuing impact on the combined results, such as increased amortization expense on acquired intangible assets. The unaudited pro forma condensed combined statements of operations do not include the impact of any revenue, cost or other operating synergies that may result from the business combination or any related restructuring costs.

The unaudited pro forma condensed combined financial information presented is based on the assumptions and adjustments described in the notes included under the heading Unaudited Pro Forma Condensed Combined

**Table of Contents**

Financial Information . The unaudited pro forma condensed combined financial information is presented for illustrative purposes and does not purport to represent what the financial position or results of operations would actually have been if the business combination occurred as of the dates indicated or what financial position or results would be for any future periods.

The unaudited pro forma condensed combined financial information is based upon the respective historical consolidated financial statements of Diebold and Wincor Nixdorf, and should be read in conjunction with (1) the unaudited pro forma condensed combined financial information and accompanying notes (included under the heading Unaudited Pro Forma Condensed Combined Financial Information ), (2) the unaudited consolidated financial statements as of September 30, 2015 and for the nine months ended September 30, 2015 and notes thereto of Diebold included in Diebold's quarterly report on Form 10-Q for the quarterly period ended September 30, 2015, filed with the SEC on October 29, 2015 and incorporated herein by reference, (3) the audited consolidated financial statements for the fiscal year ended December 31, 2014 and notes thereto included in Diebold's current report on Form 8-K (Items 8.01 and 9.01) dated November 23, 2015, as filed with the SEC on November 23, 2015 and incorporated herein by reference, (4) the unaudited consolidated financial statements as of June 30, 2015 and for the nine months ended June 30, 2015 and notes thereto of Wincor Nixdorf, included elsewhere in this prospectus; and (5) the audited consolidated financial statements for the fiscal year ended September 30, 2014 and notes thereto of Wincor Nixdorf, included elsewhere in this prospectus.

	<b>Unaudited Combined Condensed Pro Forma</b>	
	<b>For the Year Ended</b>	
	<b>December 31,</b>	<b>For the Nine Months Ended</b>
	<b>2014</b>	<b>September 30, 2015</b>
<b>Results of operations</b>		
Net sales	\$ 6,084.5	\$ 3,856.0
Cost of sales	4,702.9	2,986.7
Gross profit	\$ 1,381.6	\$ 869.3
<b>Amounts attributable to Diebold, Incorporated</b>		
Income (loss) from continuing operations, net of tax	\$ 64.0	\$ (44.5)
(Loss) income from discontinued operations, net of tax		
Net income (loss) attributable to Diebold, Incorporated	\$ 64.0	\$ (44.5)
<b>Basic earnings (loss) per common share</b>		
Income (loss) from continuing operations, net of tax	\$ 0.83	\$ (0.57)
(Loss) income from discontinued operations, net of tax		
Net income (loss) attributable to Diebold, Incorporated	\$ 0.83	\$ (0.57)
<b>Diluted earnings (loss) per common share</b>		
Income (loss) from continuing operations, net of tax	\$ 0.82	\$ (0.57)
(Loss) income from discontinued operations, net of tax		
Net income (loss) attributable to Diebold, Incorporated	\$ 0.82	\$ (0.57)

<b>Number of weighted-average shares outstanding</b>		
Basic shares	77.4	77.8
Diluted shares	78.1	78.4
<b>Consolidated balance sheet data (as of period end)<sup>(1)</sup></b>		
Current assets	\$	3,127.0
Current liabilities	\$	1,695.7
Net working capital	\$	1,431.3
Property, plant and equipment, net	\$	312.3
Long-term debt	\$	2,249.6
Total long-term liabilities	\$	2,946.0
Total assets	\$	5,837.6
Total equity	\$	1,195.9

(1) Consolidated balance sheet data are only calculated for the September 30, 2015 combination date.

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**Table of Contents**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF DIEBOLD**

**Overview**

Management's discussion and analysis of financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements and accompanying notes and the consolidated financial statements and accompanying notes that are incorporated herein by reference to Diebold's quarterly report on Form 10-Q for the quarterly period ended September 30, 2015 as filed with the SEC on October 29, 2015, and Diebold's current report on Form 8-K (Items 8.01 and 9.01) dated November 23, 2015 as filed with the SEC on November 23, 2015, respectively.

***Introduction***

Diebold provides the services, software and technology that connect people around the world with their money bridging the physical and digital worlds of cash conveniently, securely and efficiently. Since its founding in 1859, Diebold has evolved to become a leading provider of exceptional self-service innovation, security and services to financial, retail, commercial and other markets. Diebold has approximately 16,000 employees with business in more than 90 countries worldwide. Diebold continues to execute its multi-year transformation, Diebold 2.0, with the primary objective of transforming Diebold into a world-class, services-led and software-enabled company, supported by innovative hardware, which automates the way people connect with their money.

Diebold 2.0 consists of four pillars:

***Cost*** Streamline the cost structure and improve near-term delivery and execution.

***Cash*** Generate increased free cash flow in order to fund the investments necessary to drive profitable growth, while preserving the ability to return value to shareholders in the form of reliable dividends and, as appropriate, share repurchases.

***Talent*** Attract and retain the talent necessary to drive innovation and the focused execution of the transformation strategy.

***Growth*** Return Diebold to a sustainable, profitable growth trajectory.

Diebold is committed to its multi-year transformation plan that is expected to occur in three phases: 1) Crawl, 2) Walk, and 3) Run. As part of the transformation, Diebold has identified targeted savings of \$200.0 million that are expected to be fully realized by the end of 2017 and plans to reinvest approximately 50 percent of the cost savings to drive long-term growth. During the Crawl phase, Diebold was primarily focused on taking cost out of the business and reallocating a portion of these savings as reinvestments in systems and processes. Diebold engaged Accenture LLP, or Accenture, in a multi-year outsourcing agreement to provide finance and accounting and procurement business process services. Cost savings, along with working capital improvements, resulted in significantly more free cash flow. With respect to talent, Diebold attracted new leaders from top technology and services companies. Through increased collaboration with customers, Diebold has also improved its growth trajectories in its FSS and Security



businesses.

During the second half of 2015, Diebold transitioned into the Walk phase of Diebold 2.0 whereby Diebold will continue to build on each pillar of cost, cash, talent and growth. The main difference in the Walk phase will be a greater emphasis on increasing the mix of revenue from services and software, as well as shaping Diebold's portfolio of businesses. As it relates to increasing the mix of services and software, Diebold has recently sharpened its focus on pursuing and winning multi-vendor services contracts in North America to further diversify its portfolio of services offerings. The total number of non-Diebold ATMs signed under contract this year is more than 11,000, which gives Diebold a solid platform for future growth. For the software business, the

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**Table of Contents**

recent acquisition of Phoenix Interactive Design, Inc., or Phoenix, has significantly enhanced Diebold's ability to capture more of the dynamic self-service market. The integration of Phoenix is tracking to plan and all of Diebold's global software activities are being coordinated through the new development center in London, Ontario.

As it relates to shaping the portfolio of businesses, Diebold's announcements subsequent to the third quarter are consistent with its strategy of transforming into a world-class services-led, software-enabled company, supported by innovative hardware. On October 25, 2015, Diebold announced it entered into a definitive asset purchase agreement to divest its North America-based electronic security business for an aggregate purchase price of approximately \$350.0 million in cash. Based on the successful transition of certain customer relationships, 10.0 percent of the purchase price is contingent and payable over a twelve-month period after closing. Diebold has also agreed to provide certain transition services for a \$6.0 million credit. The sale is subject to regulatory approvals and customary closing conditions, and is expected to be completed during the first quarter of 2016. Additionally, Diebold is narrowing its scope in the Brazil other business to primarily focus on lottery and elections to help rationalize our solution set in that market. These decisions enable Diebold to refocus its resources and better position itself to pursue growth opportunities in the dynamic self-service industry.

***Solutions***

Diebold is a leader in managed and maintenance services with a dedicated service network serving our customers across the globe. The combination of Diebold's differentiated security, remote management and highly-trained field technicians has made Diebold the preferred choice for current and emerging self-service solutions. Through managed services, banks entrust the management of their ATM and security operations to Diebold, allowing their associates to focus on core competencies. Furthermore, Diebold's managed services provides banks and credit unions with a leading-edge technology they need to stay competitive in the marketplace. In North America, Diebold is a leading ATM services provider to financial institutions with over 85,000 ATMs under maintenance contracts and 28,000 managed ATMs.

A significant demand driver in the global ATM marketplace is branch automation. The concept is to help financial institutions reduce their costs by migrating routine transactions, typically done inside the branch, to lower-cost automated channels, while also growing revenue, and adding convenience and security for the banks' customers. Diebold serves as a strategic partner to its customers by offering a complete branch automation solution—services, software and technology—that addresses the complete value chain of consult, design, build and operate. Diebold's Advisory Services team collaborates with our clients to help define the ideal customer experience, modify processes, refine existing staffing models and deploy technology to meet branch automation objectives. The Diebold 9,900 in-lobby teller terminal, or ILT, provides branch automation technology by combining the speed and accuracy of a self-service terminal with intelligence from the bank's core systems, as well as the ability to complete higher value transactions away from the teller line.

Diebold also offers hardware-agnostic, omni-channel software solutions for ATMs and a host of other self-service applications. These offerings include highly configurable, enterprise-wide software that automates and migrates financial services across channels, changing the way financial products are delivered to consumers.

Mobile integration is an emerging trend in branch automation, as consumers look for more convenient ways to interact with their financial institutions. To address this need, Diebold offers its innovative Mobile Cash Access software solution, which enables consumers to initiate ATM transactions with a mobile device. By eliminating the need for an ATM card, Mobile Cash Access dramatically speeds up transaction time and reduces the risk of card skimming, fraud and theft since sensitive customer information is never stored on the mobile device and is passed to the ATM via a secure VPN connection. Diebold has demonstrated success with this solution in North America, or NA, and Europe,

Middle East and Africa, or EMEA.

As part of its branch automation solution, Diebold offers two-way video capabilities. The solution provides consumers with on-demand access to bank call center representatives at the ATM for sales or bank account

## **Table of Contents**

maintenance support. In addition to delivering a personal touch outside of regular business hours, it ultimately assists financial institutions by maximizing operational efficiencies, improving the consumer experience and enhancing the overall consumer relationship.

An innovation that enhances security for customers is Diebold's ActivEdge secure card reader. This is the ATM industry's first complete anti-skimming, EMV compliant card reader that prevents all known forms of skimming, the most prevalent type of ATM crime. ActivEdge can assist financial institutions avoid skimming-related fraud losses which, according to the ATM Industry Association, totals more than \$2 billion annually worldwide. ActivEdge requires users to insert cards into the reader via the long edge, instead of the traditional short edge. Diebold believes by shifting a card's angle 90 degrees, ActivEdge prevents modern skimming devices from reading the card's full magnetic strip, eliminating the devices' ability to steal card data.

Diebold will continue to invest in developing new services, software and security solutions that align with the needs of its customers. During the third quarter, Diebold added its high-performance cash-dispensing and full-function ATM models to its self-service platform. Over the past year, Diebold has unveiled three new lines of ATMs-standard market, extended branch and the high-performance line, which are designed to meet specific market and branch needs for customers.

### ***Key Factors Affecting Results***

The key factors affecting Diebold's performance include, but are not limited to:

demand for services and software, including managed services and professional services;

timing of self-service equipment upgrades and/or replacement cycles;

demand for products and solutions related to bank branch automation opportunities;

demand for security products and services for the financial and commercial sectors; and

high levels of deployment growth for new self-service products in emerging markets.

### ***Significant Highlights***

In January 2015, Diebold announced the realignment of its Brazil and LA businesses to drive greater efficiency and further improve customer service. Beginning the first quarter of 2015, LA and Brazil operations were reported under one single reportable operating segment and comparative periods have been reclassified for consistency. The presentation of comparative periods also reflects the reclassification of certain global expenses from segment operating profit to corporate charges not allocated to segments due to the 2015 realignment activities.

On March 13, 2015, Diebold acquired all of the equity interests of Phoenix for a total purchase price of approximately \$72.9 million, including approximately \$12.6 million of deferred cash payment payable over the next three years. Acquiring Phoenix, a leader in developing innovative multi-vendor software solutions for ATMs and a host of other

FSS applications, is a foundational move to accelerate Diebold's growth in the fast-growing managed services and branch automation spaces. The results of operations for Phoenix are primarily included in the NA reportable operating segment within Diebold's condensed consolidated financial statements from the date of the acquisition. Preliminary purchase price allocations are subject to further adjustment until all pertinent information regarding the assets acquired and liabilities assumed are fully evaluated.

As of March 31, 2015, Diebold agreed to sell its equity interest in its Venezuela joint venture to its joint venture partner and recorded a \$10.3 million impairment of assets in the first quarter of 2015. On April 29, 2015, Diebold closed the sale for the estimated fair market value and recorded a \$1.0 million reversal of impairment of

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**Table of Contents**

assets based on final adjustments in the second quarter of 2015, resulting in a \$9.3 million impairment of assets for the nine months ended September 30, 2015. Diebold no longer has a consolidating entity in Venezuela but will continue to operate in Venezuela on an indirect basis.

Prior to the sale, Diebold's Venezuela operations consisted of a fifty-percent owned subsidiary, which was consolidated. Venezuela was measured using the U.S. dollar as its functional currency because its economy is considered highly inflationary. On March 24, 2014, the Venezuela government announced a currency exchange mechanism, SICAD 2, which yielded an exchange rate significantly higher than the rates established through the other regulated exchange mechanisms. As of March 31, 2014, management determined it was unlikely Diebold would be able to convert bolivars under a currency exchange other than SICAD 2 and Diebold remeasured its Venezuela balance sheet using the SICAD 2 rate of 50.86 compared to the previous official government rate of 6.30, which resulted in a decrease of \$6.1 million to Diebold's cash balance and net losses of \$12.1 million that were recorded within foreign exchange gain (loss), net in the condensed consolidated statements of operations in the first quarter of 2014. As a result of the currency devaluation, Diebold recorded to service cost of sales in the condensed consolidated statements of operations in the first quarter of 2014 a \$4.1 million lower of cost or market adjustment related to its service inventory. On February 10, 2015, the Venezuela government introduced a new foreign currency exchange platform called the Marginal Currency System, or SIMADI, which replaced the SICAD 2 mechanism, yielding another significant increase in the exchange rate. As of March 31, 2015, management determined it was unlikely that Diebold would be able to convert bolivars under a currency exchange other than SIMADI and remeasured its Venezuela balance sheet using the SIMADI rate of 192.95 compared to the previous SICAD 2 rate of 50.86, which resulted in a loss of \$7.5 million recorded within foreign exchange gain (loss), net in the condensed consolidated statements of operations in the first quarter of 2015.

In the second quarter of 2014, Diebold divested Diebold Eras Inc., or Eras, for a sale price of \$20.0 million, including installment payments of \$1.0 million on the first and second year anniversary dates of the closing. This sale resulted in a gain of \$13.7 million recognized within gain on sale of assets, net in the condensed consolidated statement of operations. Revenue and operating profit in the nine months ended September 30, 2014 related to this divested subsidiary were \$6.0 million and \$3.0 million, respectively, and are included within the NA segment. Net income before taxes related to this divested subsidiary is included in continuing operations and was \$3.0 million for the nine months ended September 30, 2014. There was no impact of Eras on the three months ended September 30, 2014.

In the third quarter of 2014, Diebold acquired 100 percent of the equity interests of Cryptera A/S, or Cryptera, a supplier of Diebold's encrypting PIN pad technology and a leader in the research and development of secure payment technologies. This acquisition positioned Diebold as a significant original equipment manufacturer of secure payment technologies and allowed Diebold to own more of the intellectual property related to its ATMs. The total purchase price was approximately \$13.0 million, including a 10 percent deferred cash payment payable on the first anniversary of the acquisition. The results of operations for Cryptera are included in the EMEA segment within Diebold's condensed consolidated financial statements from the date of the acquisition.

The year ended December 31, 2013 included a \$67.6 million pre-tax non-cash pension charge related to the voluntary early retirement program, a \$70.0 million pre-tax goodwill impairment charge, \$57.0 million of pre-tax restructuring charges related to Diebold's multi-year realignment plan, including \$31.3 million related to the voluntary early retirement program, \$28.0 million of additional pre-tax losses related to the settlement of the global FCPA investigation, a \$17.2 million pre-tax net charge related to settlement of the securities class action, and \$9.3 million of pre-tax executive severance. Internationally, improvement was driven by higher FSS sales in AP and EMEA combined with security sales growth in Brazil, mainly due to the GAS Tecnologia, or GAS, acquisition in Brazil. These increases were partially offset by a reduction in election systems and lottery sales in Brazil as well as a decline in FSS volume for LA. Additionally, the 2013 results were significantly impacted by a higher tax rate, which is a

result of tax expense related to the repatriation of previously undistributed earnings and the establishment of a valuation allowance on certain Brazil deferred tax assets.

**Table of Contents****Results of Operations**

The following discussion of Diebold's financial condition and results of operations provides information that will assist in understanding the financial statements and the changes in certain key items in those financial statements. The following discussion should be read in conjunction with the consolidated financial statements and the accompanying notes and the condensed consolidated financial statements and the accompanying notes that are incorporated by reference to Diebold's quarterly report on Form 10-Q for the quarterly period ended September 30, 2015 as filed with the SEC on October 29, 2015, and Diebold's current report on Form 8-K (Items 8.01 and 9.01) dated November 23, 2015 as filed with the SEC on November 23, 2015, respectively.

**Comparison of Three and Nine Months Ended September 30, 2014 and 2015**

The table below presents the changes in comparative financial data for the three and nine month periods ended September 30, 2015 and 2014. Comments on significant fluctuations follow the table. The following discussion should be read in conjunction with Diebold's condensed consolidated financial statements and the accompanying notes, which are incorporated by reference herein.

(\$ in millions)	(Unaudited) Three Months Ended September 30,				(Unaudited) Nine Months Ended September 30,			
	2015		2014		2015		2014	
	Dollars	% of Net sales	Dollars	% of Net sales	Dollars	% of Net sales	Dollars	% of Net sales
Net sales	\$ 680.9	100.0	\$ 768.0	100.0	\$ 2,069.8	100.0	\$ 2,189.8	100.0
Gross profit	\$ 167.3	24.6	\$ 200.6	26.1	\$ 530.1	25.6	\$ 551.5	25.2
Operating expenses	\$ 147.7	21.7	\$ 153.9	20.0	\$ 476.2	23.0	\$ 424.3	19.4
Operating profit	\$ 19.6	2.9	\$ 46.7	6.1	\$ 53.9	2.6	\$ 127.2	5.8
Net income	\$ 22.9	3.4	\$ 35.0	4.6	\$ 41.2	2.0	\$ 83.0	3.8
Net income (loss) attributable to noncontrolling interests	\$ 1.2	0.2	\$ 1.9	0.2	\$ 0.1		\$ (1.5)	(0.1)
Net income attributable to Diebold, Incorporated	\$ 21.7	3.2	\$ 33.1	4.3	\$ 41.1	2.0	\$ 84.5	3.9

**Net Sales**

The following table represents information regarding our net sales:

(\$ in millions)	(Unaudited) Three Months Ended September 30,			(Unaudited) Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Financial self-service	\$ 509.9	\$ 550.4	(7.4)	\$ 1,573.2	\$ 1,559.8	0.9
Security	165.8	158.0	4.9	479.4	453.5	5.7
Brazil other	5.2	59.6	(91.3)	17.2	176.5	(90.3)



Total revenue	\$ 680.9	\$ 768.0	(11.3)	\$ 2,069.8	\$ 2,189.8	(5.5)
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FSS sales in the third quarter of 2015 decreased \$40.5 million or 7.4 percent compared to the same period of 2014, including net unfavorable currency impact of \$44.4 million or 8.1 percent. FSS sales in the first nine months of 2015 increased \$13.4 million or 0.9 percent compared to the same period of 2014, including net unfavorable currency impact of \$109.4 million or 7.0 percent. The unfavorable currency impacts in the three and nine months ended September 30, 2015 were related mainly to the Brazil real and euro. The following results include the impact of foreign currency:

NA FSS sales in the three months ended September 30, 2015 decreased \$10.6 million or 4.8 percent compared to the prior year period principally from lower product revenue in the U.S. regional bank

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**Table of Contents**

space. FSS sales in the nine months ended September 30, 2015 compared to the same period of 2014 increased \$41.3 million or 6.6 percent primarily due to higher volume in Canada from a large deposit automation upgrade project that began in the third quarter of 2014 in conjunction with the benefit of the Phoenix acquisition partially offset by lower product revenue within the U.S. national bank business.

AP FSS sales in the three and nine months ended September 30, 2015 decreased \$21.7 million and \$30.8 million or 17.1 and 8.9 percent, respectively, compared to the prior year periods. Unfavorable currency impact of \$6.6 million and \$10.9 million negatively influenced the three and nine month periods, respectively. In addition, the decreases in both time periods of 2015 were largely attributable to a decline in product revenue stemming from lower volume primarily in China, where the government is encouraging banks to increase their use of domestic ATM suppliers. The decline in the nine months ended September 30, 2015 was partially offset by service revenue growth across most countries in the region due in part to higher professional service volume.

EMEA FSS sales in the three and nine months ended September 30, 2015 decreased \$10.4 million and \$19.9 million or 10.4 and 6.6 percent, respectively, compared to the prior year periods. Unfavorable currency impact of \$16.4 million and \$50.4 million adversely impacted the three and nine months ended September 30, 2015, respectively, principally driven by the weakening of the euro. Excluding the impact of foreign currency, the third quarter of 2015 increased \$6.0 million primarily due to higher sales in the Middle East and Western Europe partially offset by lower volume in Africa distributors and South Africa. The nine months ended September 30, 2015, excluding the aforementioned unfavorable currency impact, increased \$30.5 million from higher product and parts volume in the Middle East and the benefit of the Cryptera acquisition partially offset by lower revenue in Western Europe.

LA FSS sales in the three and nine months ended September 30, 2015 increased \$2.3 million and \$22.8 million or 2.3 and 8.0 percent, respectively, compared to the prior year periods. The primary growth contributor in both time periods was higher volume in Mexico from customers refreshing their existing install base and an increase in Colombia. Additionally, the nine month period benefited from volume increases in other countries, particularly in Brazil on a constant currency basis. Conversely, the three and nine months ended September 30, 2015 were adversely influenced by unfavorable currency impact in Brazil of \$19.2 million and \$44.3 million, respectively. The nine months ended September 30, 2015 was also negatively impacted by lower service revenue in Venezuela as a result of the currency devaluation in the first quarter of 2015 and the subsequent sale of Diebold's equity interest in the joint venture.

Security sales in the three and nine months ended September 30, 2015 increased \$7.7 million and \$25.9 million or 4.9 percent and 5.7 percent, respectively, compared to the same periods in 2014 due to growth in the electronic security business, which was partially offset by unfavorable currency impact and a slight decline in the physical security business. NA was the catalyst for the security revenue improvement in the three and nine months ended September 30, 2015 as the region increased \$10.5 million and \$26.5 million or 7.6 and 6.6 percent, respectively.

Brazil other sales in the three and nine months ended September 30, 2015 include unfavorable currency impact of \$21.5 million and \$46.5 million, respectively. The three and nine months ended September 30, 2015 decreased due to a reduction in lottery sales compared to the same prior year periods. In addition, the nine months ended September 30, 2015 decreased from deliveries of information technology (IT) equipment to the Brazilian education ministry in the prior year. Market-specific economic and political factors continue to weigh on the purchasing environment driving lower volume in the country.

Incremental net sales from acquisitions, net of divestitures, for the three and nine months ended September 30, 2015 compared to the same periods in 2014 was \$0.3 million and \$8.8 million, respectively.

**Table of Contents****Gross Profit**

The following table represents information regarding our gross profit:

(\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Gross profit services	\$ 121.9	\$ 126.2	(3.4)	\$ 372.3	\$ 360.5	3.3
Gross profit products	45.4	74.4	(39.0)	157.8	191.0	(17.4)
<b>Total gross profit</b>	<b>\$ 167.3</b>	<b>\$ 200.6</b>	<b>(16.6)</b>	<b>\$ 530.1</b>	<b>\$ 551.5</b>	<b>(3.9)</b>
Gross margin services	30.1%	30.3%		30.8%	29.8%	
Gross margin products	16.4%	21.2%		18.3%	19.5%	
Total gross margin	24.6%	26.1%		25.6%	25.2%	

Service gross margin for the three months ended September 30, 2015 was relatively flat while the nine months ended September 30, 2015 improved over the prior year mainly due to broad-based improvements as a result of our service transformation efforts and improved mix of services. LA service gross margin in the nine months ended September 30, 2015 increased principally due to a lower of cost or market adjustment of \$4.1 million in the first quarter of 2014 as a result of the Venezuela currency devaluation. Service gross profit included restructuring charges of \$1.6 million and \$0.6 million in the three months ended September 30, 2015 and 2014, respectively, and \$2.8 million and \$1.4 million in the nine months ended September 30, 2015 and 2014, respectively.

The decrease in product gross margin for the three and nine months ended September 30, 2015 compared to the same periods in 2014 was mainly due to an unfavorable blend of country revenue and product solution mix. In addition, product gross margin in both time periods of 2015 was adversely impacted by \$4.7 million of inventory reserves related to the cancellation of certain projects in connection with the current Brazilian economic and political environment. Product gross profit included total restructuring charges and non-routine expenses of \$0.4 million and \$2.2 million in the three and nine months ended September 30, 2015, respectively, and minimal impact in the three and nine months ended September 30, 2014.

Incremental gross profit from acquisitions, net of divestitures, for the three and nine months ended September 30, 2015 compared to the same periods in 2014 was \$0.8 million and \$11.7 million, respectively.

**Operating Expenses**

The following table represents information regarding our operating expenses:

(\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Selling and administrative expense	\$ 127.6	\$ 129.9	(1.8)	\$ 392.5	\$ 371.2	5.7
Research, development and engineering expense	20.0	24.5	(18.4)	66.2	66.2	
Impairment of assets			N/M	18.9		N/M

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Loss (gain) on sale of assets, net	0.1	(0.5)	N/M	(1.4)	(13.1)	89.3
Total operating expenses	\$ 147.7	\$ 153.9	(4.0)	\$ 476.2	\$ 424.3	12.2

The decrease in selling and administrative expense in the three months ended September 30, 2015 compared to the same period of 2014 primarily resulted from favorable currency impact and lower operational spend. These benefits were partially offset by higher total restructuring and non-routine charges and an increase in the bad debt reserve of \$4.6 million in the third quarter of 2015 related to the cancellation of a previously awarded government contract in connection with the current Brazilian economic and political environment. Selling and

**Table of Contents**

administrative expense in the nine months ended September 30, 2015 increased compared to the same prior year period as a result of higher operational spend from Diebold's reinvesting of savings into transformation initiatives and the aforementioned increases in bad debt reserve, restructuring and non-routine charges. These were partially offset by the favorable impact from foreign currency. The impact from acquisitions, net of divestitures, was an increase in selling and administrative expense of \$3.6 million and \$8.4 million for the three and nine months ended September 30, 2015 compared to the same periods of 2014.

Selling and administrative expense included non-routine expenses of \$4.0 million and \$3.6 million in the three months ended September 30, 2015 and 2014, respectively, and \$13.5 million and \$6.2 million in the nine months ended September 30, 2015 and 2014, respectively. The primary component of the non-routine expenses in both years pertained to legal, indemnification and professional fees related to corporate monitor efforts. Additionally, potential acquisition and divestiture related costs of \$2.6 million were incurred in the third quarter of 2015. Selling and administrative expense included restructuring charges of \$5.9 million and \$0.4 million in the three months ended September 30, 2015 and 2014, respectively, and \$13.1 million and \$5.3 million in the nine months ended September 30, 2015 and 2014, respectively. Restructuring charges in 2015 and 2014 consisted of Diebold's transformation and business process outsourcing initiative. There were additional costs in 2015 associated with executive delayering.

Research, development and engineering expense as a percent of net sales in the three and nine months ended September 30, 2015 were 2.9 percent and 3.2 percent, respectively, compared with the same periods in 2014, which were 3.2 percent and 3.0 percent, respectively. The spend decrease in the three months ended September 30, 2015 was mainly due to higher labor and material costs incurred in the third quarter of 2014 as a result of activity related to the launch of new ATM models and enhanced modules. The nine months ended September 30, 2015 was flat to prior year as incremental expense associated with acquisitions of \$3.0 million was offset primarily by favorable currency impact.

As of March 31, 2015, Diebold agreed to sell its equity interest in its Venezuela joint venture to its joint venture partner and recorded a \$10.3 million impairment of assets in the first quarter of 2015. On April 29, 2015, Diebold closed the sale for the estimated fair market value and recorded a \$1.0 million reversal of impairment of assets based on final adjustments in the second quarter of 2015, resulting in a \$9.3 million impairment of assets for the nine months ended September 30, 2015. Diebold no longer has a consolidating entity in Venezuela but will continue to operate in Venezuela on an indirect basis. Additionally, Diebold recorded an impairment related to other intangibles in LA in the second quarter of 2015 and an impairment of \$9.1 million related to redundant legacy Diebold internally-developed software as a result of the acquisition of Phoenix in the first quarter of 2015.

The gain on sale of assets in the nine months ended September 30, 2015 was primarily due to the sale of a building in NA. During the second quarter of 2014, Diebold divested its Eras subsidiary, resulting in a gain on sale of assets of \$13.7 million.

**Operating Profit**

The following table represents information regarding our operating profit:

(\$ in millions)	Three Months Ended			Nine Months Ended		
	September 30,			September 30,		
	2015	2014	% Change	2015	2014	% Change
Operating profit	\$ 19.6	\$ 46.7	(58.0)	\$ 53.9	\$ 127.2	(57.6)

Operating profit margin	2.9%	6.1%	2.6%	5.8%
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The decrease in operating profit for the three months ended September 30, 2015 compared to the same period in 2014 was driven by a decline in revenue and gross profit associated with Brazil other solutions and China, where the government is encouraging banks to increase the use of domestic ATM suppliers. This was partially offset by lower operating expenses in the period.

**Table of Contents**

The decrease in operating profit for the nine months ended September 30, 2015 compared to the same period in 2014 was mainly due to lower product revenue and higher net non-routine and restructuring charges, inclusive of impairment of assets and gain on sales of assets, partially offset by an improvement in service margin.

**Other Income (Expense)**

The following table represents information regarding our other (expense) income, net:

(\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Investment income	\$ 5.9	\$ 7.9	(25.3)	\$ 20.6	\$ 26.6	(22.6)
Interest expense	(8.5)	(8.3)	(2.4)	(24.1)	(23.1)	(4.3)
Foreign exchange gain (loss), net	1.3	1.0	30.0	(9.2)	(10.4)	11.5
Miscellaneous, net	(1.3)	0.5	N/M	(1.7)	0.4	N/M
Other (expense) income, net	\$ (2.6)	\$ 1.1	N/M	\$ (14.4)	\$ (6.5)	N/M

The decrease in investment income in both the three and nine months ended September 30, 2015, compared with the same periods in 2014, was driven primarily by unfavorable currency impact in Brazil. The foreign exchange gain (loss), net for the first nine months of 2015 and 2014 included \$7.5 million and \$12.1 million, respectively, related to the devaluation of Venezuela currency.

**Net Income**

The following table represents information regarding our net income:

(\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Net income	\$ 22.9	\$ 35.0	(34.6)	\$ 41.2	\$ 83.0	(50.4)
Percent of net sales	3.4%	4.6%		2.0%	3.8%	
Effective tax rate	(34.7)%	26.8%		(4.3)%	31.2%	

The tax rate benefit for the three and nine months ended September 30, 2015 resulted from the repatriation of foreign earnings and the associated recognition of foreign tax credits and releases of uncertain tax positions due to the expiration of the statute of limitations. Additionally, the tax rate benefit for the nine months ended September 30, 2015 included the release of a valuation allowance and discrete tax items resulting from the sale of its Venezuela joint venture recorded primarily in the first quarter. The tax rate for the three months and nine months ended September 30, 2014 reflected the release of valuation allowance against excess capital losses utilized. Additionally, the tax rate for the nine months ended September 30, 2014 was negatively impacted by discrete tax expense on the repatriation of certain foreign earnings recorded in the first quarter of 2014.

**Segment Revenue and Operating Profit Summary**



The following tables represent information regarding our revenue and operating profit by reporting segment:

North America (\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Revenue	\$ 361.4	\$ 361.5		\$ 1,092.7	\$ 1,025.0	6.6
Segment operating profit	\$ 66.7	\$ 71.2	(6.3)	\$ 208.1	\$ 202.7	2.7
Segment operating profit margin	18.5%	19.7%		19.0%	19.8%	

**Table of Contents**

NA revenue in the three months ended September 30, 2015 was flat to the prior year period as sustained growth in the electronic security business was offset by lower product revenue in the U.S. regional FSS business. Revenue in the nine months ended September 30, 2015 also benefited from electronic security growth in addition to higher volume in Canada from a deposit automation upgrade project that began in the third quarter of 2014. Operating profit decreased in the third quarter of 2015 principally due to an increase in operating expense supporting our transformation efforts. Operating profit in the nine months ended September 30, 2015 increased in comparison to the prior year period as a function of the aforementioned higher revenue offset by an increase in operating expense supporting our transformation efforts which negatively impacted operating profit margin.

Asia Pacific (\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Revenue	\$ 107.6	\$ 135.0	(20.3)	\$ 327.5	\$ 361.5	(9.4)
Segment operating profit	\$ 14.2	\$ 20.8	(31.7)	\$ 46.7	\$ 50.9	(8.3)
Segment operating profit margin	13.2%	15.4%		14.3%	14.1%	

AP revenue in the three and nine months ended September 30, 2015 decreased from the prior year comparable periods mainly as a result of a decline in product revenue stemming from lower volume particularly in China, where the government is encouraging banks to increase their use of domestic ATM suppliers. AP revenue for the three and nine months ended September 30, 2015 was also adversely impacted by unfavorable currency of \$7.4 million and \$11.9 million, respectively. The decline in the nine months ended September 30, 2015 was partially offset by service revenue growth across most countries in the region due in part to higher professional service volume. Operating profit in the three months ended September 30, 2015 compared to the same period of 2014 decreased from a combination of lower product volume and a decline in service gross profit. Operating profit in the nine months ended September 30, 2015 compared to the prior year decreased as a result of lower product volume and higher operating expenses partially offset by higher margin service revenue.

Europe, Middle East and Africa (\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Revenue	\$ 89.5	\$ 99.8	(10.3)	\$ 282.4	\$ 302.3	(6.6)
Segment operating profit	\$ 11.1	\$ 14.4	(22.9)	\$ 37.6	\$ 47.6	(21.0)
Segment operating profit margin	12.4%	14.4%		13.3%	15.7%	

EMEA revenue in the three and nine months ended September 30, 2015 decreased compared to the prior year period largely due to unfavorable currency impact of \$16.4 million and \$50.4 million, respectively. Excluding the impact from foreign currency, the increase of \$6.1 million in the three months ended September 30, 2015 compared to the same period in 2014 was driven by higher parts sales and product volume in the Middle East as well as higher revenue in Western Europe, partially offset by lower volume in Africa distributors and South Africa. Excluding the impact from foreign currency, the increase of \$30.5 million in the nine months ended September 30, 2015 compared to the same prior year period was driven by higher product volume and service parts sales in the Middle East as well as the benefit of the Cryptera acquisition offset in part by lower revenue in Western Europe. Operating profit declined in both time periods mainly due to the aforementioned unfavorable currency impact. In addition, the three months ended September 30, 2015 was negatively affected by revenue mix across the region while the nine months ended September 30, 2015 was negatively impacted by higher operating expenses due in part to incremental expense from the Cryptera acquisition.

Latin America (\$ in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Revenue	\$ 122.4	\$ 171.7	(28.7)	\$ 367.2	\$ 501.0	(26.7)
Segment operating profit	\$ 4.8	\$ 18.7	(74.3)	\$ 21.1	\$ 38.9	(45.8)
Segment operating profit margin	3.9%	10.9%		5.7%	7.8%	

-156-

**Table of Contents**

LA revenue decreased in the three and nine months ended September 30, 2015 compared to the same periods of 2014 due to unfavorable currency impact of \$42.0 million and \$94.2 million, respectively, and market-specific economic and political factors in Brazil affecting the purchasing environment thereby driving lower Brazil other volume. In addition, revenue in the first nine months of 2015 declined due to deliveries of IT equipment to a Brazil education ministry in the prior year. These declines were partially offset by FSS revenue growth in both time periods, particularly in Mexico, and to a lesser extent higher electronic security revenue.

Operating profit in the three and nine months ended September 30, 2015 decreased from lower product volume combined with a decrease in product margin resulting in part from unfavorable country revenue and product mix. In addition, both time periods were unfavorably impacted by \$4.6 million and \$4.7 million in bad debt and inventory reserve increases, respectively. These increases primarily related to the cancellation of a previously awarded government contract in connection with the current Brazilian economic and political environment. Conversely, operating profit in three and nine months ended September 30, 2015 benefited from lower operating expense largely due to favorable currency impact while the nine months ended September 30, 2014 was unfavorably impacted by a lower of cost or market adjustment of \$4.1 million in the first quarter of 2014 as a result of the Venezuela currency devaluation.

For further details of segment revenue and operating profit, refer to note 18 to Diebold's condensed consolidated financial statements for the nine months ended September 30, 2015, which are incorporated by reference herein.

**Table of Contents****Comparison of Years Ended December 31, 2014, 2013 and 2012**

The table below presents the changes in comparative financial data for the years ended December 31, 2014, 2013 and 2012. Comments on significant year-to-year fluctuations follow the table. The following discussion should be read in conjunction with Diebold's consolidated financial statements and the accompanying notes that are included elsewhere in this prospectus.

(\$ in millions)	Year Ended December 31,							
	2014		2013		2012			
	% of Net Sales	% Change	% of Net Sales	% Change	% of Net Sales			
<b>Net sales</b>								
Services	\$ 1,637.6	53.7		\$ 1,637.1	57.3	0.6	\$ 1,626.5	54.4
Products	1,413.5	46.3	15.8	1,220.4	42.7	(10.6)	1,365.2	45.6
	3,051.1	100.0	6.8	2,857.5	100.0	(4.5)	2,991.7	100.0
<b>Cost of sales</b>								
Services	1,147.4	37.6	(6.2)	1,222.7	42.8	0.6	1,215.7	40.6
Products	1,124.3	36.9	13.1	994.4	34.8	(5.0)	1,046.4	35.0
	2,271.7	74.5	2.5	2,217.1	77.6	(2.0)	2,262.1	75.6
<b>Gross profit</b>	779.4	25.5	21.7	640.4	22.4	(12.2)	729.6	24.4
Selling and administrative expense	515.7	16.9	(13.6)	596.8	20.9	13.1	527.7	17.6
Research, development and engineering expense	93.6	3.1	1.4	92.3	3.2	7.5	85.9	2.9
Impairment of assets	2.1	0.1	(97.1)	72.0	2.5		15.8	0.5
Gain on sale of assets, net	(12.9)	(0.4)		(2.4)	(0.1)		(1.2)	
	598.5	19.6	(21.1)	758.7	26.5	20.8	628.2	21.0
<b>Operating profit (loss)</b>	180.9	5.9		(118.3)	(4.1)		101.4	3.4
Other (expense) income, net	(10.3)	(0.3)		(1.5)	(0.1)		9.5	0.3
Income (loss) from continuing operations before taxes	170.6	5.6		(119.8)	(4.2)		110.9	3.7
Income tax expense	53.6	1.8	(5.5)	56.7	2.0		28.2	0.9
<b>Income (loss) from continuing operations</b>	117.0	3.8		(176.5)	(6.2)		82.7	2.8
Loss from discontinued operations, net of tax						(100.0)	(3.2)	(0.1)

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<b>Net income (loss)</b>	117.0	3.8	(176.5)	(6.2)	79.5	2.7
Net income attributable to non-controlling interests	2.6	(48.8)	5.1	0.2	(14.5)	0.2
<b>Net income (loss) attributable to Diebold, Incorporated</b>	<b>\$ 114.4</b>	<b>3.8</b>	<b>\$ (181.6)</b>	<b>(6.4)</b>	<b>\$ 73.6</b>	<b>2.5</b>
<b>Amounts attributable to Diebold, Incorporated</b>						
Income (loss) from continuing operations, net of tax	\$ 114.4	3.8	\$ (181.6)	(6.4)	\$ 76.7	2.6
Loss from discontinued operations, net of tax					(3.1)	(0.1)
<b>Net income (loss) attributable to Diebold, Incorporated</b>	<b>\$ 114.4</b>	<b>3.8</b>	<b>\$ (181.6)</b>	<b>(6.4)</b>	<b>\$ 73.6</b>	<b>2.5</b>

-158-

**Table of Contents****2014 comparison with 2013****Net Sales**

The following table represents information regarding our net sales for the years ended December 31:

(\$ in millions)	2014	2013	\$ Change	% Change
Total financial self-service	\$ 2,197.9	\$ 2,166.6	\$ 31.3	1.4
Total security	628.0	618.9	9.2	1.5
Total financial self-service & security	2,825.9	2,785.5	40.4	1.5
Brazil other	225.2	72.0	153.2	
Total net sales	\$ 3,051.1	\$ 2,857.5	\$ 193.6	6.8

The increase in FSS sales included a net unfavorable currency impact of \$53.2 million or 2.6 percent, of which 43 percent related to the Brazilian real. The following segment results include the impact of foreign currency. NA FSS sales decreased \$17.2 million or 2.0 percent primarily from lower volume within the U.S. national bank business partially offset by improvement between years in the U.S. regional bank space and Canada. AP FSS sales increased \$19.7 million or 4.3 percent primarily due to growth in India, China and the Philippines partially offset by a decline in Indonesia due to a large order in the prior year. EMEA FSS sales increased \$59.6 million or 16.5 percent with the main drivers being growth in Western Europe, higher volume in Africa and the acquisition of Cryptera. LA FSS sales decreased \$30.7 million or 6.6 percent due to lower product sales volume primarily in Brazil, as a decline in Colombia and a decrease in Venezuela resulting from the currency control policy of the Venezuelan government offset by higher volume in Mexico and a net gain in the rest of the region.

Security sales increased due to growth in the electronic security business, which was partially offset by a decline in the physical security business. From a regional perspective, the increase in total security sales resulted primarily from growth in NA.

Brazil other increased due to lottery sales volume combined with the favorable impact of deliveries of information technology (IT) equipment to the education ministry primarily in the first quarter of 2014, which are not expected to recur in 2015, offset in part by a decrease in election systems sales.

**Gross Profit**

The following table represents information regarding our gross profit for the years ended December 31:

(\$ in millions)	2014	2013	\$ Change	% Change
Gross profit services	\$ 490.3	\$ 414.4	\$ 75.9	18.3
Gross profit products	289.1	226.0	63.1	27.9
Total gross profit	\$ 779.4	\$ 640.4	\$ 139.0	21.7

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Gross margin services	29.9%	25.3%
Gross margin products	20.5%	18.5%
Total gross margin	25.5%	22.4%

The increase in service gross margin was primarily driven by NA, which benefited from lower employee-related expense associated with restructuring initiatives implemented as part of Diebold's service transformation efforts, including the ongoing benefit from its pension freeze and voluntary early retirement program. Total service gross margin in 2014 compared to the prior year was also favorably impacted by margin improvement in LA. Total service gross profit in 2014 and 2013 included restructuring charges of \$1.4 million and \$27.1 million, respectively.



**Table of Contents**

The increase in product gross margin resulted from margin improvements in each international region. LA was a strong contributor as Diebold benefited from certain contractual provisions in Venezuela that settled in the year ended December 31, 2014. EMEA was also a contributor largely due to higher volume. Total product gross profit in 2014 included a non-routine benefit of \$5.8 million and 2013 included non-routine expense of \$0.8 million, both of which were related to Brazil indirect tax.

**Operating Expenses**

The following table represents information regarding our operating expenses for the years ended December 31:

(\$ in millions)	2014	2013	\$ Change	% Change
Selling and administrative expense	\$ 515.6	\$ 596.7	\$ (81.1)	(13.6)
Research, development and engineering expense	93.6	92.3	1.3	1.4
Impairment of assets	2.1	72.0	(69.9)	(97.1)
Gain on sale of assets, net	(12.9)	(2.4)	(10.5)	
<b>Total operating expenses</b>	<b>\$ 598.4</b>	<b>\$ 758.6</b>	<b>\$ (160.2)</b>	<b>(21.1)</b>

The decrease in selling and administrative expense resulted primarily from lower non-routine expense and restructuring charges, savings realized from Diebold's continued focus on cost structure and favorable currency impact, partially offset by the reinvestment of Diebold's savings into transformation initiatives. Non-routine expenses of \$9.2 million and \$128.7 million were included in 2014 and 2013, respectively. The primary components of the 2013 non-routine expense were a \$67.6 million non-cash pension charge, additional losses of \$28.0 million related to the settlement of the FCPA investigation, \$17.2 million related to the settlement of the securities class action lawsuit and executive severance costs of \$9.3 million. Selling and administrative expense also included \$9.9 million and \$22.6 million of restructuring charges in 2014 and 2013, respectively. Restructuring charges in 2014 and 2013 related to Diebold's multi-year realignment plan. Excluding non-routine expenses and restructuring charges, selling and administrative expense increased \$51.1 million, which is nearly flat as a percentage of net sales in 2014 compared to the prior year. The increase in selling and administrative expense primarily relates to approximately \$21.0 million of incremental commission expense and \$30.0 million of investments related to our back office transformation.

Research, development and engineering expense as a percent of net sales in 2014 and 2013 were relatively flat. Diebold increased investment in 2014 related to development efforts to support Diebold's innovation in future products, which was offset by restructuring charges of \$6.1 million incurred in 2013.

Diebold performed an other-than-annual assessment for its Brazil reporting unit in the third quarter of 2013 based on a two-step impairment test and concluded that the goodwill within the Brazil reporting unit was partially impaired. Diebold recorded a \$70.0 million pre-tax, non-cash goodwill impairment charge in the third quarter of 2013 due to deteriorating macro-economic outlook, structural changes to an auction-based purchasing environment and new competitors entering the market.

During the second quarter of 2014, Diebold divested Eras within the NA segment, resulting in a gain on sale of assets of \$13.7 million. During the first quarter of 2013, Diebold recognized a gain on assets of \$2.2 million resulting from the sale of certain U.S. manufacturing operations to a long-time supplier.



**Table of Contents****Operating Profit (Loss)**

The following table represents information regarding our operating profit (loss) for the years ended December 31:

(\$ in millions)	2014	2013	\$ Change	% Change
Operating profit (loss)	\$ 180.9	\$ (118.3)	\$ 299.2	
Operating profit (loss) margin	5.9%	(4.1)%		

The increase in operating profit (loss) resulted from a reduction in operating expense mainly due to lower non-routine and restructuring charges. Operating profit also improved in total margin and higher product sales, offset in part by higher spend partially attributable to reinvestment of Diebold's savings into transformation strategies.

**Other (Expense) Income**

The following table represents information regarding our other (expense) income for the years ended December 31:

(\$ in millions)	2014	2013	\$ Change	% Change
Investment income	\$ 34.5	\$ 27.6	\$ 6.9	25.0
Interest expense	(31.4)	(29.2)	(2.2)	7.5
Foreign exchange (loss) gain, net	(11.8)	0.2	(12.0)	
Miscellaneous, net	(1.7)	(0.1)	(1.6)	
Other (expense) income	\$ (10.4)	\$ (1.5)	\$ (8.9)	

The increase in investment income compared to the prior year was driven by LA due to leasing portfolio growth in Brazil. The foreign exchange loss for 2014 and the foreign exchange gain in 2013 included losses of \$12.1 million and \$1.6 million, respectively, related to the devaluation of the Venezuelan currency.

**Net Income (Loss)**

The following table represents information regarding our net income (loss) for the years ended December 31:

(\$ in millions)	2014	2013	\$ Change	% Change
Net income (loss)	\$ 117.0	\$ (176.5)	\$ 293.5	
Percent of net sales	3.8%	(6.2)%		
Effective tax rate	31.4%	(47.3)%		

The increase in net income was driven by higher operating profit related mainly to significantly lower non-routine and restructuring expense, an improvement in service margin and higher product sales. These benefits were offset in part by higher spend partially attributable to reinvestment of Diebold's savings into transformation initiatives and unfavorable other (expense) income in 2014 resulting from foreign exchange loss due to the devaluation of the Venezuelan currency.

The negative tax rate for 2013 is a result of tax expense of approximately \$55.0 million related to the repatriation of previously undistributed earnings and the establishment of a valuation allowance of approximately \$39.2 million on deferred tax assets in Diebold's Brazilian manufacturing facility. The 2013 tax rate was also negatively impacted by the partially non-deductible goodwill impairment related to the Brazil reporting unit and the FCPA penalty charge.

**Table of Contents****Segment Revenue and Operating Profit Summary**

The following tables represent information regarding our revenue and operating profit by reporting segment for the years ended December 31:

**North America**

(\$ in millions)	2014	2013	\$ Change	% Change
Revenue	\$ 1,407.7	\$ 1,415.1	\$ (7.4)	(0.5)
Segment operating profit	\$ 282.3	\$ 255.0	\$ 27.3	10.7
Segment operating profit margin	20.1%	18.0%		

NA revenue decreased due to lower FSS sales resulting from decreased volume in the U.S. national bank sector partially due to the impact of a large non-recurring project in the prior year, offset in part by improvement between years in the U.S. regional bank business and Canada. NA revenue also declined due to lower physical security sales between years offset by higher electronic security revenue. Operating profit increased despite the net sales decline due to an improvement in service margin primarily driven by lower employee-related expense resulting from restructuring initiatives in addition to the ongoing benefit from Diebold's pension freeze and voluntary early retirement program.

**Asia Pacific**

(\$ in millions)	2014	2013	\$ Change	% Change
Revenue	\$ 500.3	\$ 479.1	\$ 21.2	4.4
Segment operating profit	\$ 66.4	\$ 62.8	\$ 3.6	5.8
Segment operating profit margin	13.3%	13.1%		

AP revenue in 2014 included net unfavorable currency impact of \$14.1 million. Including the impact of foreign currency, revenue in 2014 compared to 2013 increased mainly from growth in India, China and the Philippines partially offset by a decrease in Indonesia because of a large order in 2013. Operating profit increased due to higher volume and improved margin performance in the region partially offset by higher operating expense.

**Europe, Middle East and Africa**

(\$ in millions)	2014	2013	\$ Change	% Change
Revenue	\$ 421.1	\$ 362.2	\$ 58.9	16.3
Segment operating profit	\$ 61.4	\$ 44.0	\$ 17.4	39.4
Segment operating profit margin	14.6%	12.2%		

EMEA revenue increased primarily from higher sales volume in Western Europe and Africa. The acquisition of Cryptera in the third quarter of 2014 resulted in incremental revenue and operating profit of \$14.9 million and \$1.2 million, respectively. The overall volume increase led to product gross margin expansion driving the improvement in operating profit compared to the prior year.

**Latin America**

<b>(\$ in millions)</b>	<b>2014</b>	<b>2013</b>	<b>\$ Change</b>	<b>% Change</b>
Revenue	\$ 721.9	\$ 601.1	\$ 120.8	20.1
Segment operating profit	\$ 68.7	\$ 41.5	\$ 27.2	65.5
Segment operating profit margin	9.5%	6.9%		

LA revenue increased in 2014 compared to 2013, including a net unfavorable currency impact of \$29.1 million. The constant currency revenue improvement related to lottery sales volume and deliveries of IT equipment to the education ministry in the first quarter of 2014 partially offset by a decrease in FSS volume and elections systems sales. Operating profit increased as a result of the higher product sales volume, the benefit from

**Table of Contents**

certain contractual provisions in Venezuela that settled in the year ended December 31, 2014 and a gain in service margin primarily in Brazil. This was partially offset by an increase in operating expenses and a lower of cost or market adjustment of \$4.1 million in 2014 as a result of the Venezuelan currency devaluation.

Refer to note 20 to Diebold's consolidated financial statements for the year ended December 31, 2014 for further details of segment revenue and operating profit.

**2013 comparison with 2012****Net Sales**

The following table represents information regarding our net sales for the years ended December 31:

(\$ in millions)	2013	2012	\$ Change	% Change
Total financial self-service	\$ 2,166.6	\$ 2,269.2	\$ (102.6)	(4.5)
Total security	618.9	623.6	(4.7)	(0.8)
Brazil other	72.0	98.9	(26.9)	(27.1)
Total net sales	\$ 2,857.5	\$ 2,991.7	\$ (134.2)	(4.5)

The decrease in FSS sales included a net unfavorable currency impact of \$36.9 million or 1.6 percent, of which approximately 73.0 percent related to the Brazilian real. The following segment highlights include the impact of foreign currency. NA FSS sales decreased \$167.1 million or 15.9 percent due primarily to lower volume within the U.S. regional bank business partially offset by growth in the national bank sector. A significant portion of the decline was associated with the expiration of the ADA compliance deadline in 2012. The product volume decrease in regional bank business caused a corresponding reduction in the service business specific to installation and professional services sales. AP increased \$56.5 million or 14.1 percent due to higher volume in India and China. EMEA increased \$36.1 million or 11.1 percent mainly from higher volume in Western Europe and the Middle East primarily in the emerging market of Turkey due in part to the Altus acquisition partially offset by a net decrease in the remainder of the region. LA declined \$28.2 million or 5.7 percent due to an unfavorable currency impact of \$27.0 million primarily in Brazil and volume deterioration in Mexico, partially offset by an increase in Colombia.

Security sales decreased from declines in the NA and AP regions offset by an increase in LA. NA experienced a reduction of \$8.4 million or 1.6 percent. AP decreased \$5.0 million or 19.7 percent as Diebold executed on its decision in 2013 to exit the security business in Australia. These reductions were partially offset by LA increased from the prior year due to the GAS acquisition partially offset by declines in Chile.

The decrease in Brazil other sales resulted from lower volume in lottery and election systems driven by cyclical purchasing decisions within the country offset by growth in the IT equipment business.

**Gross Profit**

The following table represents information regarding our gross profit for the years ended December 31:

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<b>(\$ in millions)</b>	<b>2013</b>	<b>2012</b>	<b>\$ Change</b>	<b>% Change</b>
Gross profit services	\$ 414.4	\$ 410.8	\$ 3.6	0.9
Gross profit products	226.0	318.8	(92.8)	(29.1)
<b>Total gross profit</b>	<b>\$ 640.4</b>	<b>\$ 729.6</b>	<b>\$ (89.2)</b>	<b>(12.2)</b>
Gross margin services	25.3%	25.3%		
Gross margin products	18.5%	23.4%		
Total gross margin	22.4%	24.4%		

-163-



**Table of Contents**

Total service gross margin remained at 25.3 percent in 2013. NA service gross margin increased due to improvements resulting from lower employee related expense associated with restructuring initiatives and a decrease in insurance and vehicle related expense in the U.S. maintenance business. In addition, NA benefited from stronger performance in the enterprise security business. These benefits were partially offset by lower FSS product volume within the U.S. regional business related to the expiration of the ADA compliance deadline in 2012, which negatively impacted services utilization specific to professional service and installation. Total service gross margin also benefited from higher volume and improved margins in EMEA and AP, partially offset by a margin decrease in LA. Total service gross profit in 2013 and 2012 included restructuring charges of \$27.1 million and \$6.2 million, respectively.

The decrease in total product gross margin was driven by NA, which had significantly lower volume, particularly in the U.S. regional bank business, due to the expiration of the ADA compliance deadline in 2012. In addition, the decline in U.S. regional bank business coupled with an increase in U.S. national bank sales created a customer mix shift that contributed to the product margin deterioration. Total product gross margin was also negatively influenced by unfavorable customer mix and continued pricing pressure in AP while there was a partially offsetting improvement in EMEA mainly due to favorable manufacturing performance resulting primarily from beneficial currency impact on material purchase prices. Total product gross profit included restructuring charges of \$1.3 million in 2013 compared to a net restructuring accrual benefit of \$1.8 million in 2012.

**Operating Expenses**

The following table represents information regarding our operating expenses for the years ended December 31:

(\$ in millions)	2013	2012	\$ Change	% Change
Selling and administrative expense	\$ 596.7	\$ 527.7	\$ 69.0	13.1
Research, development and engineering expense	92.3	85.9	6.4	7.5
Impairment of assets	72.0	15.8	56.2	
Gain on sale of assets, net	(2.4)	(1.2)	1.2	
<b>Total operating expenses</b>	<b>\$ 758.6</b>	<b>\$ 628.2</b>	<b>\$ 130.4</b>	<b>20.8</b>

The increase in selling and administrative expense resulted from higher non-routine expense and restructuring charges, partially offset by lower compensation and commission related expense, savings realized from Diebold's continued focus on cost structure and favorable currency impact of \$6.2 million. Non-routine expenses of \$128.7 million and \$41.5 million were included in 2013 and 2012, respectively. The primary components of the 2013 non-routine expense were a \$67.6 million non-cash pension charge, additional losses of \$28.0 million related to the settlement of the FCPA investigation, \$17.2 million related to the settlement of the securities class action and executive severance costs of \$9.3 million. The majority of the 2012 non-routine expense pertained to \$21.9 million in early pension buy-out payments made to certain deferred terminated vested participants and estimated losses of \$16.8 million related to the FCPA investigation. Selling and administrative expense also included \$22.6 million and \$9.0 million of restructuring charges in 2013 and 2012, respectively. Restructuring charges in 2013 related to Diebold's multi-year realignment plan, including \$31.3 million related to the voluntary early retirement program. The 2012 restructuring charges related to Diebold's global realignment and global shared services plans.

Research, development and engineering expense as a percent of net sales in 2013 and 2012 were 3.2 percent and 2.9 percent, respectively. The spend increase between years resulted from higher restructuring charges and higher expense related to software development in 2013. Research, development and engineering expense included restructuring

charges of \$6.1 million and \$1.8 million in 2013 and 2012, respectively.

**Table of Contents**

During the third quarter of 2013, Diebold performed an other-than-annual assessment for its Brazil reporting unit based on a two-step impairment test as a result of a reduced earnings outlook for the Brazil business unit due to deteriorating macro-economic outlook, structural changes to an auction-based purchasing environment and new competitors entering the market. Diebold concluded that the goodwill within the Brazil reporting unit was partially impaired and recorded a \$70.0 million pre-tax, non-cash goodwill impairment charge. During the second quarter of 2012, Diebold impaired previously capitalized software and software-related costs of \$6.7 million due to changes in the global enterprise resource planning, or ERP, system implementation plan related to configuration and design. In the third quarter of 2012, Diebold recorded an impairment of \$7.9 million related to its 50.0 percent ownership in Shanghai Diebold King Safe Company, Ltd.

**Operating (Loss) Profit**

The following table represents information regarding our operating profit (loss) for the years ended December 31:

(\$ in millions)	2013	2012	\$ Change	% Change
Operating profit (loss)	\$ (118.3)	\$ 101.4	\$ (219.7)	
Operating profit (loss) margin	(4.1)%	3.4%		

The decline in operating (loss) profit was influenced primarily by lower volume and a shift in customer mix within NA and significant increases in impairment, non-routine expenses and restructuring charges, partially offset by lower operational spend in NA and an overall improvement in service margin.

**Other (Expense) Income**

The following table represents information regarding our other (expense) income for the years ended December 31:

(\$ in millions)	2013	2012	\$ Change	% Change
Investment income	\$ 27.6	\$ 37.6	\$ (10.0)	(26.6)
Interest expense	(29.2)	(30.3)	1.1	3.6
Foreign exchange gain, net	0.2	2.7	(2.5)	(93.5)
Miscellaneous, net	(0.1)	(0.5)	0.4	80.5
Other (expense) income	\$ (1.5)	\$ 9.5	\$ (11.0)	

The decline in investment income was primarily driven by LA due to a decrease in total investments, lower interest rates and unfavorable currency impact in Brazil. Foreign exchange gain, net, in 2013 included a \$1.6 million devaluation of the Venezuelan balance sheet.

**(Loss) Income from Continuing Operations**

The following table represents information regarding our income from continuing operations, net of tax for the years ended December 31:

<b>(\$ in millions)</b>	<b>2013</b>	<b>2012</b>	<b>\$ Change</b>	<b>% Change</b>
(Loss) income from continuing operations, net of tax	\$ (176.5)	\$ 82.7	\$ (259.2)	
Percent of net sales	(6.2)%	2.8%		
Effective tax rate	(47.3)%	25.5%		

The decrease in (loss) income from continuing operations, net of tax was driven by reduced operating profit mostly related to the decrease in sales volume and the significant increases in impairment, non-routine expenses and restructuring charges, unfavorable movement in other (expense) income and higher taxes. These decreases were partially offset by lower operational spend and an improvement in service margin.

**Table of Contents**

The negative tax rate for 2013 is a result of tax expense of approximately \$55.0 million related to the repatriation of previously undistributed earnings and the establishment of a valuation allowance of approximately \$39.2 million on deferred tax assets in Diebold's Brazilian manufacturing facility. The 2013 tax rate was also negatively impacted by the partially non-deductible goodwill impairment related to the Brazil reporting unit and the FCPA penalty charge.

**Segment Revenue and Operating Profit Summary**

The following tables represent information regarding our revenue and operating profit by reporting segment for the years ended December 31:

**North America**

(\$ in millions)	2013	2012	\$ Change	% Change
Revenue	\$ 1,415.1	\$ 1,590.5	\$ (175.4)	(11.0)
Segment operating profit	\$ 255.0	\$ 298.9	\$ (43.9)	(14.7)
Segment operating profit margin	18.0%	18.8%		

The decrease in revenue and operating profit was driven by lower FSS product volume in the U.S. regional bank business associated with the expiration of the ADA compliance deadline in 2012. The product volume decrease in regional bank business caused a corresponding reduction in the service business specific to installation and professional services. These detriments were partially offset by lower compensation and commission related expense, savings realized from Diebold's continued focus on cost structure, and margin improvement in the U.S. maintenance business resulting from restructuring initiatives and growth in the national bank business.

**Asia Pacific**

(\$ in millions)	2013	2012	\$ Change	% Change
Revenue	\$ 479.1	\$ 427.5	\$ 51.6	12.1
Segment operating profit	\$ 62.8	\$ 62.4	\$ 0.4	0.6
Segment operating profit margin	13.1%	14.6%		

Revenue growth resulted from higher product and service sales primarily within India and China. Operating profit remained neutral to prior year as higher service gross profit resulting from the increased sales and improved service margin performance was offset by a reduction in product gross profit and higher operating expense. Total product gross profit was negatively impacted by unfavorable customer mix and continued pricing pressure in the region.

**Europe, Middle East and Africa**

(\$ in millions)	2013	2012	\$ Change	% Change
Revenue	\$ 362.2	\$ 325.5	\$ 36.7	11.3
Segment operating profit	\$ 44.0	\$ 28.4	\$ 15.6	54.9
Segment operating profit margin	12.2%	8.7%		

Revenue increased from growth in Western Europe and the Middle East due in part to the Altus acquisition in Turkey, partially offset by a net decline in the rest of EMEA. The increase in operating profit resulted from higher product and

service sales complemented by improved margins especially on the product side mainly due to favorable manufacturing performance resulting primarily from beneficial currency impact on material purchase prices. These favorable influences on operating profit were partially offset by higher selling and administrative expense.

### Latin America

(\$ in millions)	2013	2012	\$ Change	% Change
Revenue	\$ 601.1	\$ 648.1	\$ (47.0)	(7.2)
Segment operating profit	\$ 41.5	\$ 47.7	\$ (6.2)	(13.1)
Segment operating profit margin	6.9%	7.4%		

-166-

**Table of Contents**

The decrease in revenue included a net unfavorable currency impact of \$36.7 million. Revenue declined as lower product sales, primarily due to decreased volume in Mexico and Venezuela, and lower lottery and election systems sales. These were partially offset by higher sales in the service business, increased service revenue due to the GAS acquisition and higher IT equipment and FSS sales. Operating profit was negatively impacted by the net revenue decrease coupled with an overall gross margin decline and higher operating expense.

Refer to note 20 to the consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference herein, for further details of segment revenue and operating profit.

**Liquidity and Capital Resources**

Diebold's total cash and cash availability as of September 30, 2015 and as of December 31, 2014 and 2013 was as follows:

(\$ in millions)	(Unaudited) September 30, 2015	December 31, 2014	December 31, 2013
Cash and cash equivalents	\$ 198.5	\$ 322.0	\$ 230.7
Additional cash availability from			
Short-term uncommitted lines of credit	50.6	115.2	63.7
Revolving credit facility	348.9	280.0	261.0
Short-term investments	99.2	136.7	243.0
 Total cash and cash availability	 \$ 697.2	 \$ 853.9	 \$ 798.4

Capital resources are obtained from income retained in the business, borrowings under Diebold's senior notes, committed and uncommitted credit facilities, long-term industrial revenue bonds and operating and capital leasing arrangements. For \$175.0 million of Diebold's senior notes maturing in March 2016, management intends to fund the repayment through its revolving credit facility. Management expects that Diebold's capital resources will be sufficient to finance planned working capital needs, research and development activities, investments in facilities or equipment, pension contributions, the payment of dividends on Diebold's common shares and any repurchases of Diebold's common shares for at least the next 12 months. As of September 30, 2015 and December 31, 2014 and 2013, \$284.2 million or 95.5 percent, \$438.1 million or 95.5 percent, and \$468.1 million or 98.8 percent, respectively, of Diebold's cash and cash equivalents and short-term investments reside in international tax jurisdictions. Repatriation of these funds could be negatively impacted by potential payments for foreign and domestic taxes. As of September 30, 2015, Diebold had \$138.3 million available for repatriation with no additional tax expense as Diebold has already provided for such taxes. Part of Diebold's growth strategy is to pursue strategic acquisitions. Diebold has made acquisitions in the past and intends to make acquisitions in the future. Diebold intends to finance any future acquisitions with cash and short-term investments, cash provided from operations, borrowings under available credit facilities, proceeds from debt or equity offerings and/or the issuance of common shares.

**Table of Contents****Cash Flows****Comparison of Nine Months Ended September 30, 2015 and 2014**

The following table summarizes the results of our condensed consolidated statement of cash flows for the nine months ended:

(\$ in millions)	(Unaudited)	
	September 30, 2015	September 30, 2014
<i>Net cash flow (used in) provided by:</i>		
Operating activities	\$ (120.1)	\$ (110.7)
Investing activities	(105.8)	65.0
Financing activities	133.4	69.4
Effect of exchange rate changes on cash and cash equivalents	(31.0)	(14.0)
Net (decrease) increase in cash and cash equivalents	\$ (123.5)	\$ 9.7

**Operating Activities**

Cash flows from operating activities can fluctuate significantly from period to period as working capital needs and the timing of payments for income taxes, restructuring activities, pension funding and other items impact reported cash flows.

Net cash used in operating activities was \$120.1 million for the nine months ended September 30, 2015, an increase of \$9.4 million from \$110.7 million for the same period in 2014.

The aggregate of trade accounts receivable, inventories and accounts payable used \$160.4 million in operating cash flows during the nine months ended September 30, 2015, compared to \$233.4 million used in the same period of 2014. In general, the amount of cash flow provided or used by the aggregate of trade accounts receivable, inventories and trade accounts payable depends upon how effectively Diebold manages the cash conversion cycle, which effectively represents the number of days that elapse from the day it pays for the purchase of raw materials and components to the collection of cash from its customers and can be significantly impacted by the timing of collections and payments in a period. Accounts receivable is higher due to an increase from invoicing at the end of the quarter compared to the prior year. Inventory and accounts payable were relatively consistent year over year; however, during 2014 Diebold increased inventory and accounts payable in order to meet demand primarily from the Brazil other business.

The aggregate of the other certain assets and liabilities used \$85.7 million of operating cash during the nine months ended September 30, 2015, compared to \$30.4 million provided in the same period of 2014. The decrease in deferred revenue is due to higher installations when compared to advanced payments received. Additionally, the timing of cash payments for income taxes offset by payments of various employee-related liabilities drove the majority of this change.



Net income for the nine months ended September 30, 2015 decreased \$41.8 million which is primarily attributable to the \$18.9 million impairment of assets, the adverse impact of foreign currency compared to the same period of 2014, and the gain on sale of assets of \$13.7 million in the second quarter of 2014 which resulted from Diebold's divestiture of its Eras subsidiary. The impairment of assets related to the sale of Diebold's equity interest in Venezuela as well as impairment of redundant legacy Diebold internally-developed software as a result of the acquisition of Phoenix, both primarily in the first quarter of 2015.

*Investing Activities*

Net cash used in investing activities was \$105.8 million for the nine months ended September 30, 2015 compared to net cash provided by investing activities of \$65.0 million for the same period in 2014. The \$170.8

**Table of Contents**

million change was primarily related to a decrease in proceeds from investing activities related to investments, the acquisition of Phoenix in March 2015 for a cash payment of \$59.4 million, less cash acquired, and a decrease in the proceeds from the sale of assets. In the first nine months of 2015, the proceeds from the sale of assets of \$5.5 million were primarily due to the sale of a building in NA and a deferred payment for the sale of Eras. In the first nine months of 2014, the proceeds from the sale of assets of \$17.7 million were primarily due to the sale of Eras.

*Financing Activities*

Net cash provided by financing activities was \$133.4 million for the nine months ended September 30, 2015 compared to net cash provided by financing activities of \$69.4 million for the same period in 2014. The change was primarily due to a year over year increase of \$74.5 million in debt borrowings, net of repayments, offset by a decrease of \$11.0 million in issuances of common shares related to share-based compensation activity. The increase in debt borrowings was used to fund working capital and the acquisition of Phoenix.

Effect of exchange rate changes on cash and cash equivalents was negatively impacted by \$9.5 million and \$6.1 million related to the currency devaluation in Venezuela for the nine months ended September 30, 2015 and 2014, respectively.

For a more detailed discussion of our borrowings and debt instruments, see [Debt](#) below.

***Comparison of Years Ended December 31, 2014, 2013 and 2012***

The following table summarizes the results of our consolidated statement of cash flows for the years ended December 31:

**(\$ in millions)**

<i>Net cash flow provided by (used in)</i>	<b>2014</b>	<b>2013</b>	<b>2012</b>
Operating activities	\$ 186.9	\$ 124.2	\$ 135.5
Investing activities	13.8	(52.7)	(72.8)
Financing activities	(81.2)	(204.4)	(36.2)
Effect of exchange rate changes on cash and cash equivalents	(28.2)	(5.1)	8.4
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>\$ 91.3</b>	<b>\$ (138.1)</b>	<b>\$ 34.9</b>

*Operating Activities*

Net cash provided by operating activities was \$186.9 million for the year ended December 31, 2014 compared to \$124.2 million for the year ended December 31, 2013, an increase of \$62.7 million. Cash flows from operating activities are generated primarily from net income and managing the components of working capital. Cash flows from operating activities during the year ended December 31, 2014 compared to the year ended December 31, 2013 were positively impacted by a \$293.5 million increase in net income, primarily related to the FCPA, securities litigation action, and voluntary employee retirement program, which were recorded in 2013. Cash flows from operating activities are also impacted by changes in the components of our working capital, which vary based on normal activities with our customers and vendors. As compared to the year ended December 31, 2013, cash flow during the corresponding period in 2014 was adversely impacted by an increase in our change in trade receivables of \$30.7

million, which results in part to growth in our revenue. Trade receivables as of December 31, 2013, were down \$41.1 million compared to December 31, 2012, as a result of strong cash collections in the fourth quarter of 2013. The cash flow effect of the change in inventories corresponds with the change in accounts payable. This change is a result of our investment in inventory to support planned customer demand. The cash flow impact associated with deferred revenue largely represents prepayments received on service contracts and product sales. Finance lease receivables increased in the year ended December 31, 2014 primarily due to increases in customer financing arrangements mostly in Brazil.

**Table of Contents***Investing Activities*

Net cash provided by investing activities was \$13.8 million for the year ended December 31, 2014 compared to net cash used in investing activities of \$52.7 million for the year ended 2013. The \$66.5 million change mostly related to a \$105.7 million increase in net investment activity primarily in Brazil to fund our finance leasing arrangement with the Brazilian education ministry, an increase of \$10.9 million in proceeds from the sale of assets primarily related to the sale of Eras in the second quarter of 2014 which was partially offset by a decrease of \$11.7 million relating to cash payments for the Cryptera acquisition. Capital expenditures increased \$26.0 million to \$61.4 million for the year ended December 31, 2014 from \$35.4 million for the year ended December 31, 2013 as a result of additional capital reinvestment related to Diebold's transformation strategy.

*Financing Activities*

Net cash used in financing activities was \$81.2 million for the year ended December 31, 2014 compared to the net cash used in financing activities of \$204.4 million for the year ended 2013, an increase of \$123.3 million. The increase was primarily due to a \$109.5 million change in debt repayments and borrowing year over year and \$14.7 million reduction in distributions to noncontrolling interest holders.

Effect of exchange rate changes on cash and cash equivalents was negatively impacted by \$6.1 million in the first quarter of 2014 related to the currency devaluation in Venezuela for the year ended December 31, 2014.

For a more detailed discussion of our borrowings and debt instruments, see [Debt](#) below.

**Debt**

As of September 30, 2015, outstanding debt balances were as follows:

(\$ in millions)	September 30, 2015	December 31, 2014	December 31, 2013
Notes payable			
Uncommitted lines of credit	\$ 68.4	\$ 24.8	\$ 43.1
Term loan	11.5		
Other	1.0	0.8	0.7
	\$ 80.9	\$ 25.6	\$ 43.8
Long-term debt			
Revolving credit facility	\$ 171.1	\$ 240.0	\$ 239.0
Senior notes	225.0	225.0	225.0
Term loan	215.6		
Industrial development revenue bonds	4.4	11.9	11.9
Other	2.2	2.9	4.3
	\$ 618.3	\$ 479.8	\$ 480.2

As of September 30, 2015, Diebold had various international short-term uncommitted lines of credit with borrowing limits of \$119.0 million. The weighted-average interest rate on outstanding borrowings on the short-term uncommitted lines of credit as of September 30, 2015, December 31, 2014 and 2013 was 2.95 percent, 2.96 percent, and 3.24 percent, respectively. Short-term uncommitted lines of credit mature in less than one year. The amount available under the short-term uncommitted lines of credit at September 30, 2015 was \$50.6 million.

In June 2015, Diebold entered into a second amendment to the credit agreement, which we refer to as the second amendment, which provides for a term loan in the aggregate principal amount of \$230.0 million with escalating quarterly principal payments and a balloon payment due upon maturity in August 2019. The weighted-average interest rate on the term loan as of September 30, 2015 was 1.75 percent, which is variable based on the

**Table of Contents**

London Interbank Offered Rate, or LIBOR. The second amendment replaced the net debt to net capitalization financial covenant with a net debt to earnings before interest, taxes, depreciation and amortization, or EBITDA, financial covenant and, accordingly, modified the facility fee and interest rate pricing schedules. The credit agreement continues to provide a revolving credit facility with availability of up to \$520.0 million. Diebold has the ability, subject to various approvals, to increase the borrowing limits by \$250.0 million. In August 2014, Diebold entered into the first amendment to the credit agreement and guaranty, which we refer to as the first amendment, which increased its borrowing limits under the revolving credit facility from \$500.0 million to \$520.0 million. The first amendment also extended the maturity date of the revolving credit facility to August 2019. Up to \$50.0 million of the revolving credit facility is available under a swing line sub-facility. The weighted-average interest rate on outstanding revolving credit facility borrowings as of September 30, 2015 and December 31, 2014 was 1.57 percent and 1.69 percent, respectively, which is variable based on the LIBOR. The amount available under the revolving credit facility as of September 30, 2015 was \$348.9 million. Diebold incurred \$0.7 million of fees related to the second amendment in June 2015, which are amortized as a component of interest expense over the term of the facility. Diebold incurred \$1.4 million of fees related to the first amendment in the third quarter of 2014, which are amortized as a component of interest expense over the term of the credit agreement.

In March 2006, Diebold issued senior notes in an aggregate principal amount of \$300.0 million with a weighted-average fixed interest rate of 5.50 percent. Diebold entered into a derivative transaction to hedge interest rate risk on \$200.0 million of the senior notes, which was treated as a cash flow hedge. This reduced the effective interest rate from 5.50 percent to 5.36 percent. Diebold funded the repayment of \$75.0 million of the senior notes at maturity in March 2013 using borrowings under its revolving credit facility. The maturity dates of the remaining senior notes are staggered, with \$175.0 million and \$50.0 million due in March 2016 and 2018, respectively. For the \$175.0 million of Diebold's senior notes maturing in March 2016, management intends to fund the repayment through the revolving credit facility.

In 1997, industrial development revenue bonds were issued on behalf of Diebold. The proceeds from the bond issuances were used to construct new manufacturing facilities in the United States. Diebold guaranteed the payments of principal and interest on the bonds by obtaining letters of credit. The bonds were issued with a 20-year original term and are scheduled to mature in 2017. Each industrial development revenue bond carries a variable interest rate, which is reset weekly by the remarketing agents. The weighted-average interest rate on the bonds was 0.34 percent and 0.27 percent as of September 30, 2015 and December 31, 2014, respectively. During the third quarter of 2015, Diebold repaid \$7.5 million of the industrial development revenue bonds of which the remainder is expected to be repaid during the fourth quarter of 2015.

Diebold's financing agreements contain various restrictive financial covenants, including net debt to capitalization, net debt to EBITDA and net interest coverage ratios. As of September 30, 2015, Diebold was in compliance with the financial and other covenants in its debt agreements.

Maturities of long-term debt as of September 30, 2015 are as follows:

(\$ in millions)	(Unaudited) Maturities of Long-Term Debt
2016	\$ 175.5
2017	5.7

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2018	50.4
2019	386.7
Thereafter	
	\$ 618.3

-171-

**Table of Contents**

Diebold's interest expense for the nine months ended September 30, 2015 and 2014 was \$24.1 million and \$23.1 million, respectively, and for the years ended December 31, 2014 and 2013 was \$31.4 million and \$29.2 million, respectively.

**Equity**

The following table presents changes in shareholders' equity attributable to Diebold as of September 30, 2015 and the noncontrolling interests:

(\$ in millions)	(Unaudited)			
	Three Months Ended September 30, 2015		Nine Months Ended September 30, 2014	
<b>Diebold, Incorporated shareholders' equity</b>				
Balance at beginning of period	\$ 465.6	\$ 650.8	\$ 531.6	\$ 596.8
Comprehensive (loss) income attributable to Diebold, Incorporated	(47.7)	(16.5)	(85.0)	51.9
Common shares		0.1	0.6	0.8
Additional capital	2.4	5.9	13.7	29.8
Treasury shares	(0.2)	(0.2)	(3.0)	(1.8)
Dividends paid	(18.7)	(18.8)	(56.5)	(56.2)
Balance at end of period	\$ 401.4	\$ 621.3	\$ 401.4	\$ 621.3
<b>Noncontrolling interests</b>				
Balance at beginning of period	\$ 24.6	\$ 17.9	\$ 23.3	\$ 24.0
Comprehensive income (loss) attributable to noncontrolling interests, net <sup>(1)</sup>	0.7	2.1	2.0	(1.9)
Distributions to noncontrolling interest holders	(0.2)		(0.2)	(2.1)
Balance at end of period	\$ 25.1	\$ 20.0	\$ 25.1	\$ 20.0

(1) Comprehensive income (loss) attributable to noncontrolling interests of \$(0.1) million for the nine months ended September 30, 2015, respectively, is net of a \$2.1 million Venezuela noncontrolling interest adjustment for the nine months ended September 30, 2015, respectively, to reduce the carrying value to the estimated fair market value.

The following table shows Diebold's equity as of the dates specified:

(in millions)	Common Shares Number Par Value	Additional Capital	Retained Earnings	Treasury Shares	Accumulated Other Comprehensive Income	Total Diebold, Incorporated Shareholders	Non-controlling Interests	Total Equity
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						(Loss)	Equity			
<b>Balance,</b>										
<b>December 31, 2012</b>	77,661.1	\$ 97.1	\$ 358.3	\$ 978.3	\$ (551.2)	\$ (91.0)	\$ 791.5	\$ 35.3	\$ 826.8	
<b>Balance,</b>										
<b>December 31, 2013</b>	78,618.5	\$ 98.3	\$ 385.3	\$ 722.7	\$ (555.3)	\$ (54.3)	\$ 596.7	\$ 24.1	\$ 620.8	
<b>Balance,</b>										
<b>December 31, 2014</b>	79,238.8	\$ 99.1	\$ 418.0	\$ 762.2	\$ (557.2)	\$ (190.5)	\$ 531.6	\$ 23.3	\$ 554.9	

For a more detailed discussion of Diebold's equity as of the dates specified in the table above, see Diebold's consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference herein.

**Table of Contents*****Benefit Plans***

Diebold has qualified pension plans covering certain U.S. employees that have been closed to new participants since 2003. Plans that cover salaried employees provide pension benefits based on the employee's compensation during the 10 years before retirement. Diebold's funding policy for salaried plans is to contribute annually based on actuarial projections and applicable regulations. Plans covering hourly employees and union members generally provide benefits of stated amounts for each year of service. Diebold's funding policy for hourly plans is to make at least the minimum annual contributions required by applicable regulations. Employees of Diebold's operations in countries outside of the United States participate to varying degrees in local pension plans, which in the aggregate are not significant.

Diebold has non-qualified pension plans to provide supplemental retirement benefits to certain officers. Benefits are payable at retirement based upon a percentage of the participant's compensation, as defined. In addition to providing pension benefits, Diebold provides post-retirement healthcare and life insurance benefits (referred to as other benefits) for certain retired employees. Eligible employees may be entitled to these benefits based upon years of service with Diebold, age at retirement and collective bargaining agreements. Currently, Diebold has made no commitments to increase these benefits for existing retirees or for employees who may become eligible for these benefits in the future. Currently there are no plan assets and Diebold funds the benefits as the claims are paid.

***Dividends***

Diebold paid dividends of \$56.5 million and \$56.2 million in the nine months ended September 30, 2015 and 2014, respectively. Quarterly dividends were \$0.2875 per share for both periods.

Diebold paid dividends of \$74.9 million, \$74.0 million and \$72.8 million in the years ended December 31, 2014, 2013 and 2012, respectively. Annualized dividends per common share were \$1.15, \$1.15 and \$1.14 for the years ended December 31, 2014, 2013 and 2012, respectively. The first and second quarterly dividends of 2015 represent an annualized dividend of \$1.15 per share.

***Contractual Obligations***

In the first nine months of 2015, Diebold entered into purchase commitments due within one year for materials through contract manufacturing agreements for a total negotiated price. As of September 30, 2015, these additional contracts have remaining balances of \$10.7 million.

Except for the contract manufacturing agreements noted above, all contractual cash obligations with initial and remaining terms in excess of one year and contingent liabilities remained generally unchanged at September 30, 2015 compared to December 31, 2014.

The following table summarizes Diebold's approximate obligations and commitments to make future payments under contractual obligations as of December 31, 2014:

(\$ in millions)	Total	Less than 1			More than
		year	1-3 years	3-5 years	5 years
Minimum operating lease obligations	\$ 149.3	\$ 44.8	\$ 57.6	\$ 30.3	\$ 16.6
Debt	505.4	25.6	189.3	290.5	

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Interest on debt <sup>(1)</sup>	44.1	17.3	17.9	8.9
Purchase commitments	3.6	3.6		
<b>Total</b>	<b>\$ 702.4</b>	<b>\$ 91.2</b>	<b>\$ 264.8</b>	<b>\$ 329.7</b>
				<b>\$ 16.6</b>

(1) Amounts represent estimated contractual interest payments on outstanding long-term debt and notes payable.

Rates in effect as of December 31, 2014 are used for variable rate debt.

For a more detailed discussion of our borrowings and debt instruments, see Debt above.

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**Table of Contents*****Off-Balance Sheet Arrangements***

Diebold enters into various arrangements not recognized in the condensed consolidated balance sheets that have or could have an effect on its financial condition, results of operations, liquidity, capital expenditures or capital resources.

The principal off-balance sheet arrangements that Diebold enters into are guarantees, operating leases and sales of finance receivables. Diebold provides its global operations guarantees and standby letters of credit through various financial institutions to suppliers, regulatory agencies and insurance providers. If Diebold is not able to make payment, the suppliers, regulatory agencies and insurance providers may draw on the pertinent bank (refer to note 15 to the consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference herein). Refer to note 13 to Diebold's condensed consolidated financial statements and note 14 to Diebold's consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference herein, for further details of guarantees. Diebold has sold finance receivables to financial institutions while continuing to service the receivables. Diebold records these sales by removing finance receivables from the condensed consolidated balance sheets and recording gains and losses in the condensed consolidated statements of income (refer to note 7 to Diebold's consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference herein).

**Capital Expenditures*****Major Ongoing Capital Expenditures***

We expect our capital expenditures between December 31, 2014 and the date of this prospectus to equal approximately \$58.0 to \$62.0 million. These capital expenditures are related to continued reinvestment of capital in connection with the Diebold transformation strategy, Diebold 2.0, specifically in the areas of innovation and back office system upgrades.

Our major ongoing capital expenditures, that is, projects that have been initiated but have not been finalized as of the date of this prospectus, are related mainly to the completion of the reinvestment of capital in connection with the Diebold transformation strategy, which is expected to culminate in early 2016. These capital expenditures will be expended primarily in North America. Currently, we finance these investments primarily with funds provided by income retained in the business, borrowings under Diebold's committed and uncommitted credit facilities, long-term industrial revenue bonds and operating and capital leasing arrangements.

***Future Capital Expenditures and Planned Capital Expenditures***

As of the date of this prospectus, Diebold's management has made commitments regarding future capital expenditures in an expected total amount of less than \$10.0 million, mainly related to Diebold's normal capital replacement cycle. We expect to fund these investments using cash from operations, borrowings under Diebold's committed and uncommitted credit facilities, long-term industrial revenue bonds and operating and capital leasing arrangements.

**Quantitative and Qualitative Discussion of Market Risk**

As of March 31, 2015, Diebold agreed to sell its equity interest in its Venezuela joint venture to its joint venture partner and recorded a \$10.3 million impairment of assets in the first quarter of 2015. On April 29, 2015, Diebold closed the sale for the estimated fair market value and recorded a \$1.0 million reversal of impairment of assets based on final adjustments in the second quarter of 2015, resulting in a \$9.3 million impairment of assets for the nine months

ended September 30, 2015. Diebold no longer has a consolidating entity in Venezuela but will continue to operate in Venezuela on an indirect basis.

Prior to the sale, Diebold's Venezuela operations consisted of a fifty-percent owned subsidiary, which was consolidated. Venezuela was measured using the U.S. dollar as its functional currency because its economy is considered highly inflationary. On March 24, 2014, the Venezuela government announced a currency exchange

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**Table of Contents**

mechanism, SICAD 2, which yielded an exchange rate significantly higher than the rates established through the other regulated exchange mechanisms. As of March 31, 2014, management determined it was unlikely Diebold would be able to convert bolivars under a currency exchange other than SICAD 2 and Diebold remeasured its Venezuela balance sheet using the SICAD 2 rate of 50.86 compared to the previous official government rate of 6.30, which resulted in a decrease of \$6.1 million to Diebold's cash balance and net losses of \$12.1 million that were recorded within foreign exchange gain (loss), net in the condensed consolidated statements of operations in the first quarter of 2014. As a result of the currency devaluation, Diebold recorded a \$4.1 million lower of cost or market adjustment related to its service inventory within service cost of sales in the condensed consolidated statements of operations in the first quarter of 2014. On February 10, 2015, the Venezuela government introduced a new foreign currency exchange platform called the Marginal Currency System, or SIMADI, which replaced the SICAD 2 mechanism, yielding another significant increase in the exchange rate. As of March 31, 2015, management determined it was unlikely that Diebold would be able to convert bolivars under a currency exchange other than SIMADI and remeasured its Venezuela balance sheet using the SIMADI rate of 192.95 compared to the previous SICAD 2 rate of 50.86, which resulted in a loss of \$7.5 million recorded within foreign exchange gain (loss), net in the condensed consolidated statements of operations in the first quarter of 2015.

Except for the currency devaluation noted above, there have been no material changes in market risk exposures since December 31, 2014.

Diebold is exposed to foreign currency exchange rate risk inherent in its international operations denominated in currencies other than the U.S. dollar. A hypothetical 10.0 percent movement in the applicable foreign exchange rates would have resulted in an increase or decrease in 2014 and 2013 year-to-date operating profit of approximately \$10.1 million and \$0.3 million, respectively. The sensitivity model assumes an instantaneous, parallel shift in the foreign currency exchange rates. Exchange rates rarely move in the same direction. The assumption that exchange rates change in an instantaneous or parallel fashion may overstate the impact of changing exchange rates on amounts denominated in a foreign currency.

Diebold's risk-management strategy uses derivative financial instruments such as forwards to hedge certain foreign currency exposures. The intent is to offset gains and losses that occur on the underlying exposures, with gains and losses on the derivative contracts hedging these exposures. Diebold does not enter into derivatives for trading purposes. Diebold's primary exposures to foreign exchange risk are movements in the euro/U.S. dollar, U.S. dollar/Brazilian real/U.S. dollar and Chinese yuan renminbi/U.S. dollar. There were no significant changes in Diebold's foreign exchange risks in 2014 compared with 2013.

Diebold manages interest rate risk with the use of variable rate borrowings under its committed and uncommitted credit facilities and interest rate swaps. Variable rate borrowings under the credit facilities totaled \$280.4 million and \$294.0 million at December 31, 2014 and 2013, respectively, of which \$50.0 million for both years was effectively converted to fixed rate using interest rate swaps. A one percentage point increase or decrease in interest rates would have resulted in an increase or decrease in interest expense of approximately \$2.3 million and \$2.4 million for 2014 and 2013, respectively, including the impact of the swap agreements. Diebold's primary exposure to interest rate risk is movements in the LIBOR, which is consistent with prior periods.

**Critical Accounting Policies and Estimates**

Management's discussion and analysis of Diebold's financial condition and results of operations are based upon Diebold's consolidated financial statements and condensed consolidated financial statements which are prepared in accordance with U.S. GAAP. The preparation of these financial statements in conformity of U.S. GAAP requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions

affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenues and expenses. Such estimates include revenue recognition, the valuation of trade and financing, finance lease receivables, inventories, goodwill, intangible assets, other long-lived assets, legal contingencies, guarantee obligations and assumptions used in the calculation of income taxes,

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**Table of Contents**

pension and post-retirement benefits and customer incentives, among others. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors. Management monitors the economic conditions and other factors and will adjust such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates.

Management believes there have been no significant changes during the nine months ended September 30, 2015 to the items that Diebold disclosed as its critical accounting policies and estimates described below and in note 1 to Diebold's consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference to Diebold's current report on Form 8-K (Items 8.01 and 9.01) dated November 23, 2015 and filed with the SEC on November 23, 2015. Management believes that, of its significant accounting policies, its policies concerning revenue recognition, allowances for credit losses, inventory reserves, goodwill, long-lived assets, taxes on income, contingencies and pensions and post-retirement benefits are the most critical because they are affected significantly by judgments, assumptions and estimates. Additional information regarding these policies is included below.

***Revenue Recognition***

Diebold records revenue when it is realized, or realizable and earned. The application of U.S. GAAP revenue recognition principles to Diebold's customer contracts requires judgment, including the determination of whether an arrangement includes multiple deliverables such as hardware, software, maintenance and/or other services. For contracts that contain multiple deliverables, total arrangement consideration is allocated at the inception of the arrangement to each deliverable based on the relative selling price method. The relative selling price method is based on a hierarchy consisting of vendor specific objective evidence, or VSOE (price sold on a stand-alone basis), if available, or third-party evidence, or TPE, if VSOE is not available, or estimated selling price, or ESP, if neither VSOE nor TPE is available. Diebold's ESP is consistent with the objective of determining VSOE, which is the price at which we would expect to transact on a stand-alone sale of the deliverable. The determination of ESP is based on applying significant judgment to weigh a variety of company-specific factors including our pricing practices, customer volume, geography, internal costs and gross margin objectives. This information is gathered from experience in customer negotiations, recent technological trends and the competitive landscape. In contracts that involve multiple deliverables, maintenance services are typically accounted for under FASB ASC 605-20, Separately Priced Extended Warranty and Product Maintenance Contracts. There have been no material changes to these estimates for the periods presented and Diebold believes that these estimates generally should not be subject to significant changes in the future. However, changes to deliverables in future arrangements could materially impact the amount of earned or deferred revenue.

For sales of software, excluding software required for the equipment to operate as intended, Diebold applies the software revenue recognition principles within FASB ASC 985-605, Software Revenue Recognition. For software and software-related deliverables (software elements), Diebold allocates revenue based upon the relative fair value of these deliverables as determined by VSOE. If Diebold cannot obtain VSOE for any undelivered software element, revenue is deferred until all deliverables have been delivered or until VSOE can be determined for any remaining undelivered software elements. When the fair value of a delivered element cannot be established, but fair value evidence exists for the undelivered software elements, Diebold uses the residual method to recognize revenue. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement consideration is allocated to the delivered elements and recognized as revenue. Determination of amounts deferred for software support requires judgment about whether the deliverables can be divided into more than one unit of accounting and whether the separate deliverables have value to the customer on a stand-alone basis. There have been no material changes to these deliverables for the periods presented. However, changes to deliverables in future arrangements and the ability to establish VSOE could affect the amount and timing of revenue recognition.





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**Table of Contents*****Allowances for Credit Losses***

Diebold maintains allowances for potential credit losses and such losses have been minimal and within management's expectations. Since Diebold's receivable balance is concentrated primarily in the financial and government sectors, an economic downturn in these sectors could result in higher than expected credit losses. The concentration of credit risk in Diebold's trade receivables with respect to financial and government customers is largely mitigated by Diebold's credit evaluation process and the geographical dispersion of sales transactions from a large number of individual customers.

***Inventory Reserves***

At each reporting period, Diebold identifies and writes down its excess and obsolete inventories to net realizable value based on usage forecasts, order volume and inventory aging. With the development of new products, Diebold also rationalizes its product offerings and will write-down discontinued product to the lower of cost or net realizable value.

***Goodwill***

Goodwill is the cost in excess of the net assets of acquired businesses. Diebold tests all existing goodwill at least annually as of November 30 for impairment on a reporting unit basis. Diebold tests for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the carrying value of a reporting unit below its reported amount. Diebold's five reporting units are defined as Domestic and Canada, Brazil, LA, AP and EMEA. Each year, Diebold may elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. In evaluating whether it is more likely than not the fair value of a reporting unit is less than its carrying amount, Diebold considers the following events and circumstances, among others, if applicable: (a) macroeconomic conditions such as general economic conditions, limitations on accessing capital or other developments in equity and credit markets; (b) industry and market considerations such as competition, multiples or metrics and changes in the market for Diebold's products and services or regulatory and political environments; (c) cost factors such as raw materials, labor or other costs; (d) overall financial performance such as cash flows, actual and planned revenue and earnings compared with actual and projected results of relevant prior periods; (e) other relevant events such as changes in key personnel, strategy or customers; (f) changes in the composition of a reporting unit's assets or expected sales of all or a portion of a reporting unit; and (g) any sustained decrease in share price.

If Diebold's qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying value, or if management elects to perform a quantitative assessment of goodwill, a two-step impairment test is used to identify potential goodwill impairment and measure the amount of any impairment loss to be recognized. In the first step, Diebold compares the fair value of each reporting unit with its carrying value. The fair value is determined based upon discounted estimated future cash flows as well as the market approach or guideline public company method. Diebold's Step 1 impairment test of goodwill of a reporting unit is based upon the fair value of the reporting unit, defined as the price that would be received to sell the net assets or transfer the net liabilities in an orderly transaction between market participants at the assessment date. In the event that the net carrying amount exceeds the fair value, a Step 2 test must be performed whereby the fair value of the reporting unit's goodwill must be estimated to determine if it is less than its net carrying amount. In its two-step test, Diebold uses the discounted cash flow method and the guideline company method for determining the fair value of its reporting units. Under these methods, the determination of implied fair value of the goodwill for a particular reporting unit is the excess of the fair value of a reporting unit over the amounts assigned to its assets and liabilities in the same manner as the allocation in a business combination.

The techniques used in Diebold's qualitative assessment and, if necessary, two-step impairment test have incorporated a number of assumptions that Diebold believes to be reasonable and to reflect market conditions forecast at the assessment date. Assumptions in estimating future cash flows are subject to a high degree of judgment. Diebold makes all efforts to forecast future cash flows as accurately as possible with the information

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**Table of Contents**

available at the time the forecast is made. To this end, Diebold evaluates the appropriateness of its assumptions as well as its overall forecasts by comparing projected results of upcoming years with actual results of preceding years and validating that differences therein are reasonable. Key assumptions, all of which are Level 3 inputs (refer to note 19 to Diebold's consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference herein), relate to price trends, material costs, discount rate, customer demand, and the long-term growth and foreign exchange rates. A number of benchmarks from independent industry and other economic publications were also used. Changes in assumptions and estimates after the assessment date may lead to an outcome where impairment charges would be required in future periods. Specifically, actual results may vary from Diebold's forecasts and such variations may be material and unfavorable, thereby triggering the need for future impairment tests where the conclusions may differ in reflection of prevailing market conditions.

Management determined that the Brazil and AP reporting units had excess fair value of approximately \$61 million or 17 percent and approximately \$114.2 million or 39 percent, respectively, when compared to their carrying amounts. The Domestic and Canada and LA reporting units had excess fair value greater than 100 percent when compared to their carrying amounts.

During the third quarter of 2013, Diebold performed an other-than-annual assessment for its Brazil reporting unit based on a two-step impairment test as a result of a reduced earnings outlook for the Brazil business unit. This was due to a deteriorating macro-economic outlook, structural changes to an auction-based purchasing environment and new competitors entering the market. Diebold concluded that the goodwill within the Brazil reporting unit was partially impaired and recorded a \$70.0 million pre-tax, non-cash goodwill impairment charge. In the fourth quarter of 2013, the Brazil reporting unit was reviewed for impairment based on a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. In addition, the remaining reporting units were reviewed based on a two-step test. These tests resulted in no additional impairment in any of Diebold's reporting units.

***Long-Lived Assets***

Impairment of long-lived assets is recognized when events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If the expected future undiscounted cash flows are less than the carrying amount of the asset, an impairment loss is recognized at that time to reduce the asset to the lower of its fair value or its net book value.

***Taxes on Income***

Deferred taxes are provided on an asset and liability method, whereby deferred tax assets are recognized for deductible temporary differences, operating loss carry-forwards and tax credits. Deferred tax liabilities are recognized for taxable temporary differences and undistributed earnings in certain jurisdictions. Deferred tax assets are reduced by a valuation allowance when, based upon the available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Determination of a valuation allowance involves estimates regarding the timing and amount of the reversal of taxable temporary differences, expected future taxable income and the impact of tax planning strategies. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Diebold operates in numerous taxing jurisdictions and is subject to examination by various federal, state and foreign jurisdictions for various tax periods. Additionally, Diebold has retained tax liabilities and the rights to tax refunds in connection with various acquisitions and divestitures of businesses. Diebold's income tax positions are based on research and interpretations of the income tax laws and rulings in each of the jurisdictions in which Diebold does

business. Due to the subjectivity of interpretations of laws and rulings in each jurisdiction, the differences and interplay in tax laws between those jurisdictions, as well as the inherent uncertainty in estimating the final resolution of complex tax audit matters, Diebold's estimates of income tax liabilities may differ from actual payments or assessments.

**Table of Contents**

Diebold assesses its position with regard to tax exposures and records liabilities for these uncertain tax positions and any related interest and penalties, when the tax benefit is not more likely than not realizable. Diebold has recorded an accrual that reflects the recognition and measurement process for the financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return. Additional future income tax expense or benefit may be recognized once the positions are effectively settled.

At the end of each interim reporting period, Diebold estimates the effective tax rate expected to apply to the full fiscal year. The estimated effective tax rate contemplates the expected jurisdiction where income is earned, as well as tax planning alternatives. Current and projected growth in income in higher tax jurisdictions may result in an increasing effective tax rate over time. If the actual results differ from estimates, Diebold may adjust the effective tax rate in the interim period if such determination is made.

**Contingencies**

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred. There is no liability recorded for matters in which the liability is not probable and reasonably estimable. Attorneys in Diebold's legal department monitor and manage all claims filed against Diebold and review all pending investigations. Generally, the estimate of probable loss related to these matters is developed in consultation with internal and outside legal counsel representing Diebold. These estimates are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. Diebold attempts to resolve these matters through settlements, mediation and arbitration proceedings when possible. If the actual settlement costs, final judgments, or fines, after appeals, differ from the estimates, the future results may be materially impacted. Adjustments to the initial estimates are recorded when a change in the estimate is identified.

**Pensions and Other Post-retirement Benefits**

Annual net periodic expense and benefit liabilities under Diebold's defined benefit plans are determined on an actuarial basis. Assumptions used in the actuarial calculations have a significant impact on plan obligations and expense. Members of the management finance committee (formerly investment committee) periodically review the actual experience compared with the more significant assumptions used and make adjustments to the assumptions, if warranted. The discount rate is determined by analyzing the average return of high-quality (i.e., AA-rated) fixed-income investments and the year-over-year comparison of certain widely used benchmark indices as of the measurement date. The expected long-term rate of return on plan assets is determined using the plans' current asset allocation and their expected rates of return based on a geometric averaging over 20 years. The rate of compensation increase assumptions reflects Diebold's long-term actual experience and future and near-term outlook. Pension benefits are funded through deposits with trustees. Other post-retirement benefits are not funded and Diebold's policy is to pay these benefits as they become due.

The following table represents assumed healthcare cost trend rates at December 31:

	2014	2013
Healthcare cost trend rate assumed for next year	7.5%	7.5%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.0%	5.0%
Year that rate reaches ultimate trend rate	2020	2019

The healthcare trend rates are reviewed based upon the results of actual claims experience. Diebold used healthcare cost trends of 7.5 percent in both 2015 and 2014 decreasing to an ultimate trend of 5.0 percent in 2020 for both medical and prescription drug benefits using the Society of Actuaries Long Term Trend Model with

**Table of Contents**

assumptions based on the 2008 Medicare Trustees projections. Assumed healthcare cost trend rates have a significant effect on the amounts reported for the healthcare plans. A one-percentage-point change in assumed healthcare cost trend rates would have the following effects:

(\$ in millions)	One-Percentage-Point Increase	One-Percentage-Point Decrease
Effect on total of service and interest cost	\$ 0.034	\$ (0.032)
Effect on other post-retirement benefit obligation	\$ 0.928	\$ (0.836)

During 2014, the Society of Actuaries released a series of updated mortality tables resulting from recent studies conducted by them measuring mortality rates for various groups of individuals. As of December 31, 2014, Diebold updated these mortality tables which reflect improved trends in longevity and therefore have the effect of increasing the estimate of benefits to be received by plan participants. Management will continue to monitor assumptions used for our actuarial projections along with any funding requirements for the plans.

**Recently Issued Accounting Guidance**

In May 2014, the FASB issued Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in GAAP when it becomes effective. The standard is effective for Diebold on January 1, 2018. Early application is permitted on the original adoption date of January 1, 2017. The standard permits the use of either the retrospective or cumulative effect transition method. Diebold is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. Diebold has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

In April 2015, the FASB issued ASU 2015-03, Interest-Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs (ASU 2015-03), which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The standard is effective for Diebold on January 1, 2016, with early adoption permitted. The adoption of ASU 2015-03 is not expected to have a material impact on the financial statements of Diebold.

In May 2015, the FASB issued ASU 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share or Its Equivalent (ASU 2015-07). The amendments in this update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. The standard is effective for Diebold on January 1, 2016, with early adoption permitted. The adoption of ASU 2015-07 is not expected to have a material impact on the financial statements of Diebold.

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Plan (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient (ASU 2015-12), which is a three-part update with the objective of simplifying benefit plan



reporting to make the information presented more useful to the reader. Part I designates contract value as the only required measure for fully benefit-responsive investment contracts (FBRIC). A FBRIC is a guaranteed investment contract between the plan and an issuer in which the issuer agrees to pay a predetermined interest rate and principal for a set amount deposited with the issuer. Part II simplifies the investment disclosure requirements for employee benefits plans. Part III provides an alternative measurement date for fiscal periods that do not coincide

**Table of Contents**

with a month-end date. This guidance is effective for fiscal years beginning after December 15, 2015. The amendments in Parts I and II of this standard are effective retrospectively. The standard is effective for Diebold on January 1, 2016, with early adoption permitted. The adoption of ASU 2015-12 is not expected to have a material impact on the financial statements of Diebold.

In September 2015, the FASB issued ASU 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments (ASU 2015-16). The amendments in this update require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments in this update require that the acquirer record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date and presented separately on the face of the income statement or disclosed in the notes by line item. The standard is effective for Diebold on January 1, 2016, with early adoption permitted. The adoption of ASU 2015-16 is not expected to have a material impact on the financial statements of Diebold.

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**Table of Contents**

**BUSINESS OF DIEBOLD AND CERTAIN INFORMATION ABOUT DIEBOLD**

**Overview**

Diebold provides the services, software and technology that connect people around the world with their money bridging the physical and digital worlds of cash conveniently, securely and efficiently. Diebold was incorporated under the laws of the state of Ohio in August 1876, succeeding a proprietorship established in 1859. Diebold has evolved to become a leading provider of exceptional self-service innovation, security and services to financial, retail, commercial and other markets. Diebold has approximately 16,000 employees with business in more than 90 countries worldwide.

**Strategy**

Diebold continues to execute its multi-year transformation, Diebold 2.0, with the primary objective of transforming Diebold into a world-class, services-led and software-enabled Company, supported by innovative hardware, which automates the way people connect with their money.

Diebold 2.0 consists of four pillars:

**Cost** Streamline the cost structure and improve near-term delivery and execution.

**Cash** Generate increased free cash flow in order to fund the investments necessary to drive profitable growth, while preserving the ability to return value to shareholders in the form of reliable dividends and, as appropriate, share repurchases.

**Talent** Attract and retain the talent necessary to drive innovation and the focused execution of the transformation strategy.

**Growth** Return Diebold to a sustainable, profitable growth trajectory.

Diebold is committed to its multi-year transformation plan that is expected to occur in three phases: 1) Crawl, 2) Walk, and 3) Run. As part of the transformation, Diebold has identified targeted savings of \$200.0 million that are expected to be fully realized by the end of 2017 and plans to reinvest approximately 50 percent of the cost savings to drive long-term growth. During the Crawl phase, Diebold was primarily focused on taking cost out of the business and reallocating a portion of these savings as reinvestments in systems and processes. Diebold engaged Accenture LLP, or Accenture, in a multi-year outsourcing agreement to provide finance and accounting and procurement business process services. Cost savings, along with working capital improvements, resulted in significantly more free cash flow. With respect to talent, Diebold attracted new leaders from top technology and services companies. Through increased collaboration with customers, Diebold has also improved its growth trajectories in its FSS and Security businesses.

During the second half of 2015, Diebold transitioned into the Walk phase of Diebold 2.0 whereby Diebold will continue to build on each pillar of cost, cash, talent and growth. The main difference in the Walk phase will be a greater emphasis on increasing the mix of revenue from services and software, as well as shaping Diebold's portfolio

of businesses.

### **Service and Product Solutions**

Diebold has two core lines of business: FSS and Security Solutions, which Diebold integrates based on its customers needs. Financial information for the service and product solutions can be found in note 18 to the condensed consolidated financial statements for the nine months ended September 30, 2015 and note 20 to the consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference herein.

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**Table of Contents*****Financial Self-Service***

A popular example of a self-service solution is the ATM. Diebold offers an integrated line of self-service solutions and technology, including comprehensive ATM outsourcing, ATM security, deposit automation, recycling and payment terminals and software. Diebold also offers advanced functionality terminals capable of supporting mobile cardless transactions and two-way video technology to enhance bank branch automation. Diebold is a global supplier of ATMs and related services and holds a leading market position in many countries around the world.

***Self-Service Support & Maintenance.*** From analysis and consulting to monitoring and repair, Diebold provides value and support to its customers every step of the way. Services include installation and ongoing maintenance of our products, OpteView® remote services, availability management, branch automation and distribution channel consulting. Additionally, service revenue includes services and parts Diebold provides on a billed-work basis that are not covered by warranty or service contract.

***Value-added Services.***

***Managed Services and Outsourcing*** Diebold provides end-to-end managed services and full outsourcing solutions, which include remote monitoring, troubleshooting for self-service customers, transaction processing, currency management, maintenance services and full support via person-to-person or online communication. This helps customers maximize their self-service channel by incorporating new technology, meeting compliance and regulatory mandates, protecting their institutions and reducing costs, all while ensuring a high level of service for their customers. Diebold provides value to its customers by offering a comprehensive array of hardware-agnostic managed services and support.

***Professional Services*** Diebold's service organization provides strategic analysis and planning of new systems, systems integration, architectural engineering, consulting and project management that encompass all facets services, software and technology of a successful self-service implementation. Diebold's Advisory Services team collaborates with our clients to help define the ideal customer experience, modify processes, refine existing staffing models and deploy technology to meet branch automation objectives.

***Multi-vendor Services*** Diebold recently sharpened its focus on securing multi-vendor services contracts in North America to further diversify its portfolio of value-added services. The total number of non-Diebold ATMs signed under contract as of September 30, 2015 is more than 11,000, which gives Diebold a solid platform for future growth.

***Self-Service Software.*** Diebold offers software solutions consisting of multiple applications that process events and transactions. These solutions are delivered on the appropriate platform, allowing Diebold to meet customer requirements while adding new functionality in a cost-effective manner.

For the software business, the recent acquisition of Phoenix has significantly enhanced Diebold's ability to capture more of the dynamic self-service market. The integration of Phoenix is tracking to plan and all of Diebold's global software activities are being coordinated through the new development center in London, Ontario.

***Self-Service Products.*** Diebold offers a wide variety of self-service solutions. Self-service products include a full range of teller automation terminals as well as ATMs capable of cash dispensing and a number of more advanced

functionalities, including check and cash deposit automation, recycling, mobile capabilities and two-way video.

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**Table of Contents*****Security Solutions***

From the safes and vaults that Diebold first manufactured in 1859 to the full range of physical and electronic security offerings it provides today, Diebold's security solutions utilize an extensive services portfolio and advanced products to help address its customers' unique needs. Diebold provides its customers with the latest technological advances to better protect their assets, improve their workflow and increase their return on investment. Diebold also provides internet banking, online payment and mobile banking security solutions aimed at preventing various types of fraud, such as phishing, pharming, and key logging. All of these solutions are backed with experienced sales, installation and service teams. Diebold is a leader in providing physical and electronic security systems as well as assisted transactions, providing total security systems solutions to financial, commercial, retail, and other markets.

***Physical Security.*** Diebold provides physical security services, facility products, pneumatic tube systems for drive-up lanes, vaults, safes, depositories, bullet-resistive items and undercounter equipment.

***Electronic Security.*** Diebold provides a broad range of electronic security services and products, as well as monitoring solutions. Diebold provides security monitoring solutions, including remote monitoring and diagnostics, fire detection, intrusion protection, managed access control, energy management, remote video management and storage, logical security and web-based solutions through its SecureStat® platform.

On October 25, 2015, Diebold announced it entered into a definitive asset purchase agreement to divest its North America-based electronic security business for an aggregate purchase price of approximately \$350.0 million in cash. Based on the successful transition of certain customer relationships, 10.0 percent of the purchase price is contingent and payable over a twelve-month period after closing. Diebold has also agreed to provide certain transition services for a \$6.0 million credit. The sale is subject to regulatory approvals and customary closing conditions, and is expected to be completed during the first quarter of 2016.

***Brazil Other***

Diebold offers election, lottery and information technology solutions to customers in Brazil. Diebold provides elections and lottery equipment, personal computer equipment, networking, tabulation and diagnostic software development, training, support and maintenance.

In the third quarter of 2015, Diebold narrowed its scope in the Brazil other business to primarily focus on lottery and elections to help rationalize our solution set in that market. These decisions enable Diebold to refocus its resources and better position itself to pursue growth opportunities in the dynamic self-service industry.

**Business Operations**

The principal raw materials used by Diebold in its manufacturing operations are steel, plastics, and electronic parts and components, which are purchased from various major suppliers. These materials and components are generally available in ample quantities.

Diebold's operating results and the amount and timing of revenue are affected by numerous factors including production schedules, customer priorities, sales volume and sales mix. During the past several years, Diebold has changed the focus of its self-service business to that of a total solutions provider.

Diebold carries working capital mainly related to trade receivables and inventories. Inventories generally are only manufactured or purchased as orders are received from customers. Diebold's normal and customary payment terms

generally range from 30 to 90 days from date of invoice. Diebold generally does not offer extended payment terms. Diebold also provides financing arrangements to customers that are largely classified and accounted for as sales-type leases. As of September 30, 2015, Diebold's net investment in finance lease receivables was \$85.9 million.



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**Table of Contents****Segments and Financial Information About Geographic Areas**

Diebold's operations are comprised of four geographic segments: NA, AP, EMEA, and LA. The four geographic segments sell and service FSS and security systems around the globe, as well as elections, lottery and information technology solutions in Brazil other, through wholly-owned subsidiaries, majority-owned joint ventures and independent distributors in most major countries. Beginning in the first quarter of 2015, LA and Brazil operations are reported under one single reportable operating segment and comparative periods have been reclassified for consistency.

Sales to customers outside the United States in relation to total consolidated net sales were \$1,712.7 million or 56.1 percent in 2014, \$1,493.4 million or 52.3 percent in 2013 and \$1,458.0 million or 48.7 percent in 2012.

Property, plant and equipment, at cost, located in the United States totaled \$445.7 million, \$413.3 million and \$468.6 million as of December 31, 2014, 2013 and 2012, respectively, and property, plant and equipment, at cost, located outside the United States totaled \$167.2 million, \$185.8 million and \$193.3 million as of December 31, 2014, 2013 and 2012, respectively.

In January 2015, Diebold announced the realignment of its Brazil and LA businesses to drive greater efficiency and further improve customer service. Beginning the first quarter of 2015, LA and Brazil operations were reported under one single reportable operating segment and comparative periods have been reclassified for consistency. The presentation of comparative periods also reflects the reclassification of certain global expenses from segment operating profit to corporate charges not allocated to segments due to the 2015 realignment activities.

Additional financial information regarding Diebold's international operations is included in note 18 of the condensed consolidated financial statements and note 20 to the consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference herein. Diebold's non-U.S. operations are subject to normal international business risks not generally applicable to domestic business. These risks include currency fluctuation, new and different legal and regulatory requirements in local jurisdictions, political and economic changes and disruptions, tariffs or other barriers, potentially adverse tax consequences and difficulties in staffing and managing foreign operations.

**Product Backlog**

Diebold's product backlog was approximately \$704.3 million and \$725.8 million as of December 31, 2014 and 2013, respectively. The backlog includes orders estimated or projected to be shipped or installed within 12 months. Although Diebold believes the orders included in the backlog are firm, some orders may be canceled by customers without penalty, and Diebold may elect to permit cancellation of orders without penalty where management believes it is in Diebold's best interests to do so. Historically, Diebold has not experienced significant cancellations within its product backlog. Additionally, over 50 percent of Diebold's revenues are derived from its service business, for which backlog information is not measured. Therefore, Diebold does not believe that its product backlog, as of any particular date, is necessarily indicative of revenues for any future period.

**Competition**

Diebold participates in many highly competitive businesses in the services, software and technology space, with a mixture of local, regional and/or global competitors in our markets. In addition, the competitive environment for these types of solutions is evolving as Diebold's customers are transforming their businesses utilizing innovative technology. Therefore, Diebold's product and service solutions must also provide cutting-edge capabilities to meet the customers

emerging needs and compete with new innovators. Diebold distinguishes itself by providing unique value with a wide range of innovative solutions to meet customers' needs.

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**Table of Contents**

Diebold believes, based upon outside independent industry surveys from Retail Banking Research, or RBR, that it is an exceptional service provider for and manufacturer of self-service solutions in the United States and internationally. Diebold maintains a global service infrastructure that allows it to provide unparalleled services and support to satisfy its customers' needs. Many of Diebold's customers are beginning to adopt branch automation solutions to transform their branches, which will improve the customer experience and enhance efficiency through the utilization of automated transactions, mobile solutions and other client-facing technologies. As the trend towards branch automation continues to build more momentum, the traditional lines of behind the counter and in front of the counter are starting to blur, which is allowing for more entrants into the market. As customer requirements evolve, separate markets will converge to fulfill new customer demand. Diebold expects that this will increase the complexity and competitive nature of the business.

Diebold's competitors in the self-service market segment include global and multi-regional manufacturers and service providers, such as NCR, Wincor Nixdorf, Nautilus Hyosung, GRG Banking Equipment, Glory Global Solutions, Oki Data and Triton Systems to a number of primarily local and regional manufacturers and service providers including, but not limited to, Fujitsu and Hitachi-Omron in AP; Hantle/GenMega in NA; KEBA in EMEA; and Perto in LA. In addition, Diebold faces competition in many markets from numerous independent ATM deployers.

In the self-service software market, Diebold, in addition to the key hardware players highlighted above, competes with several smaller, niche software companies like KAL. In the managed services and outsourcing solutions market, apart from its traditional FSS competitors, Diebold competes with a number of large technology competitors such as Fiserv, IBM and HP.

In the security service and product markets, Diebold competes with national, regional and local security companies. Of these competitors, some compete in only one or two product lines, while others sell a broad spectrum of security services and products. The unavailability of comparative sales information and the large variety of individual services and products make it difficult to give reasonable estimates of Diebold's competitive ranking in or share of the security market within the financial services, commercial, retail and government sectors. However, Diebold believes it is a very well positioned security service and solution provider to global, national, regional and local financial, commercial and industrial customers. Diebold also has a strong position in NA and in global markets as a premier security service provider that offers a full portfolio of security monitoring and managed services, as well as a full spectrum of systems integration and enterprise level capabilities.

Diebold provides elections systems, product solutions and support to the Brazilian government. Competition in this market segment is based upon technology pre-qualification demonstrations to the Brazilian government.

**Properties**

Diebold's corporate offices are located in North Canton, Ohio. Within NA, Diebold leases manufacturing facilities in Greensboro, North Carolina and has selling, service and administrative offices throughout the United States and Canada. AP owns and operates manufacturing facilities in China and India and selling, service and administrative offices in the following locations: Australia, China, Hong Kong, India, Indonesia, Malaysia, Philippines, Taiwan, Thailand, Singapore and Vietnam. EMEA owns or leases and operates manufacturing facilities in Belgium and Hungary and has selling, service and administrative offices in the following locations: Austria, Denmark, Belgium, France, Germany, Hungary, Italy, Kazakhstan, Luxembourg, Morocco, Namibia, the Netherlands, Poland, Portugal, Russia, South Africa, Spain, Switzerland, Turkey, Uganda, the United Arab Emirates and the United Kingdom. LA has selling, service and administrative offices in the following locations: Barbados, Belize, Bolivia, Chile, Colombia, Costa Rica, Dominican Republic, Ecuador, El Salvador, Guatemala, Haiti, Honduras, Jamaica, Mexico, Nicaragua, Panama, Paraguay, Peru, Uruguay and Venezuela. In addition, LA owns and operates manufacturing facilities and has

selling, service and administrative offices throughout Brazil. Diebold leases a majority of the selling, service and administrative offices under operating lease agreements.

## **Table of Contents**

Diebold considers that its properties are generally in good condition, are well maintained, and are generally suitable and adequate to carry on Diebold's business. As of September 30, 2015, there are no encumbrances on Diebold's properties.

## **Research, Development and Engineering**

Customer demand for FSS and security technologies is growing. In order to meet this demand, Diebold is focused on delivering innovation to its customers by continuing to invest in technology solutions that enable customers to reduce costs and improve efficiency. Expenditures for research, development and engineering initiatives were \$66.2 million for the nine months ended September 30, 2015 and 2014. Expenditures for research, development and engineering initiatives were \$20.0 million and \$24.5 million for the three-month periods ended September 30, 2015 and 2014, respectively, and \$93.6 million, \$92.3 million and \$85.9 million for the years ended December 31, 2014, 2013 and 2012, respectively. Since 2014, Diebold has announced a number of new innovative solutions, such as the responsive banking concept, the ActivEdge secure card reader and the world's greenest ATM, and launched a new ATM product platform. The spend decrease in the three months ended September 30, 2015 was mainly due to higher labor and material costs incurred in the third quarter of 2014 as a result of activity related to the launch of the ATM product platform.

## **Patents, Trademarks, Licenses and Domains**

Diebold owns patents, trademarks and licenses relating to certain products in the United States and internationally. Diebold also owns certain domains related to its businesses. While Diebold regards these as items of importance, it does not deem its business as a whole, or any industry segment, to be materially dependent upon any one item or group of items.

Diebold filed complaints with the U.S. International Trade Commission, or ITC, and the U.S. District Court for the Northern District of Ohio alleging that Nautilus Hyosung Inc., and its subsidiary Nautilus Hyosung America Inc., infringe Diebold patents in certain of its ATMs. Diebold is committed to protecting its investment in U.S. industry, as well as its intellectual property rights throughout its portfolio of solutions.

## **Environmental**

Compliance with federal, state and local environmental protection laws during the nine months ended September 30, 2015 and in the year 2014 had no material effect upon Diebold's business, financial condition or results of operations.

## **Employees**

### ***Headcount***

At September 30, 2015, Diebold employed approximately 16,000 associates globally. Diebold's service staff is one of the financial industry's largest, with professionals in more than 600 locations and businesses in more than 90 countries worldwide.

The following table provides a breakdown of the number of Diebold employees by geographical segments, in terms of headcount and in terms of full-time employees, for the periods presented:

	September 30, 2015			December 31, 2014			December 31, 2013			December 31, 2012		
	Associate	Full Time	Contingent Worker	Associate	Full Time	Contingent Worker	Associate	Full Time	Contingent Worker	Associate	Full Time	Contingent Worker
NA	6,195	6,051	356	5,886	5,745	457	5,784	5,656	278	7,162	0	353
AP	3,457	3,452	635	3,360	3,355	786	3,164	3,162	856	3,142	0	726
EMEA	1,482	1,440	204	1,446	1,405	217	1,320	1,311	96	1,334	0	72
LA	5,347	5,347	220	5,761	5,761	131	5,386	5,386	117	5,356	0	186
Total	16,481	16,290	1,415	16,453	16,266	1,591	15,654	15,515	1,347	16,994	0	1,337

**Table of Contents**

As of the date of this prospectus, the total headcount is about 16,000 and the total number of full-time employees is about 16,000.

***Certain Compensation Policies***

Since 1991, Diebold has maintained an equity and performance incentive plan, as amended and restated as of February 12, 2014, which we refer to as the 1991 Plan. Share-based compensation payments to certain employees are recognized based on their grant-date fair values during the period in which the employee is required to provide services in exchange for the award. Share-based compensation is primarily recognized as a component of selling and administrative expense. Total share-based compensation expense was \$1.8 million and \$5.6 million for the three months ended September 30, 2015 and 2014, respectively. Total share-based compensation expense was \$10.9 million and \$16.0 million for the nine months ended September 30, 2015 and 2014, respectively. For a more complete discussion of the components of Diebold's employee and non-employee share-based compensation programs recognized as selling and administrative expense for the years ended December 31, 2014, 2013 and 2012, see note 4 to Diebold's consolidated financial statements for the year ended December 31, 2014, which are incorporated by reference herein.

The table below shows the options outstanding and exercisable as of September 30, 2015 under the 1991 Plan.

	Number of Shares  (in millions)	Weighted- Average Exercise Price  (per share)	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value <sup>(1)</sup>  (in millions)
<b>Outstanding at January 1, 2015</b>	1.6	\$ 37.11		
Expired or forfeited	(0.3)	\$ 49.85		
Exercised	(0.1)	\$ 30.05		
Granted	0.5	\$ 32.33		
<b>Outstanding at September 30, 2015</b>	1.7	\$ 34.18	7	\$ 0.2
<b>Options exercisable at September 30, 2015</b>	0.9	\$ 35.39	5	\$ 0.2
<b>Options vested and expected to vest at September 30, 2015<sup>(2)</sup></b>	1.7	\$ 34.23	7	\$ 0.2

(1) The aggregate intrinsic value (the difference between the closing price of Diebold's common shares on the last trading day of the third quarter of 2015 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on September 30, 2015. The amount of aggregate intrinsic value will change based on the fair market value of Diebold's common shares.

(2) The options expected to vest are the result of applying the pre-vesting forfeiture rate assumption to total outstanding non-vested options.

Diebold maintains an employee stock purchase plan, or 2014 Non-Qualified Stock Purchase Plan, pursuant to which employees may purchase Diebold common shares at a discounted rate.

For a more complete discussion of the compensation of Diebold's directors and executives, see Corporate Governance Structure of Diebold Compensation Discussion and Analysis.

***Pension***

***Qualified Pension Benefits.*** Diebold has qualified pension plans covering certain U.S. employees that have been closed to new participants since 2003. Plans that cover salaried employees provide pension benefits based on the employee's compensation during the ten years before retirement. Diebold's funding policy for salaried



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**Table of Contents**

plans is to contribute annually based on actuarial projections and applicable regulations. Plans covering hourly employees and union members generally provide benefits of stated amounts for each year of service. Diebold's funding policy for hourly plans is to make at least the minimum annual contributions required by applicable regulations. Employees of Diebold's operations in countries outside of the United States participate to varying degrees in local pension plans, which in the aggregate are not significant.

***Supplemental Executive Retirement Benefits.*** Diebold has non-qualified pension plans to provide supplemental retirement benefits to certain officers. Benefits are payable at retirement based upon a percentage of the participant's compensation, as defined.

For a discussion of net periodic benefit costs for Diebold's defined benefit pension plans and other benefits for the three and nine months ended September 30, 2015 and 2014, see note 12 to Diebold's condensed consolidated financial statements for the nine months ended September 30, 2015, which are incorporated by reference herein.

During the first quarter of 2013, Diebold recognized a curtailment loss of \$1.2 million within selling and administrative expense as a result of the termination of certain executives.

In July 2013, Diebold's board of directors approved the freezing of certain pension and supplemental executive retirement plan, or SERP, benefits effective as of December 31, 2013 for U.S.-based salaried employees. Diebold recognized the plan freeze in the three-month period ended September 30, 2013 as a curtailment, since it eliminates for a significant number of participants the accrual of defined benefits for all of their future services. The impact of the curtailment includes the one-time accelerated recognition of outstanding unamortized pre-tax prior service cost of \$0.8 million within selling and administrative expense and a pre-tax reduction in accumulated other comprehensive income of \$52.6 million, attributable to the decrease in long-term pension liabilities. This curtailment event triggered a re-measurement for the affected benefit plans as of July 31, 2013 using a discount rate of 5.06 percent. The re-measurement resulted in a further reduction of long-term pension liabilities and accumulated other comprehensive income (pre-tax) related to the actuarial gain occurring during the year of \$71.0 million.

In connection with the voluntary early retirement program in the fourth quarter of 2013, Diebold recorded distributions of \$138.5 million of pension plan assets, of which \$15.8 million were paid to participants in 2014. Distributions were made via lump-sum payments out of plan assets to participants. These distributions resulted in a non-cash pension charge of \$67.6 million recognized in selling and administrative expense within Diebold's statement of operations. The non-cash pension charge included an \$8.7 million curtailment loss, a \$20.2 million settlement loss and \$38.7 million in special termination benefits. During the fourth quarter of 2012, \$62.8 million of pension plan assets were distributed to certain deferred terminated vested participants to settle certain salary plan liabilities, which resulted in \$21.9 million of additional pension expense recognized in selling and administrative expense within Diebold's statement of operations.

***Other Benefits.*** In addition to providing pension benefits, Diebold provides post-retirement healthcare and life insurance benefits (referred to as other benefits) for certain retired employees. Eligible employees may be entitled to these benefits based upon years of service with Diebold, age at retirement and collective bargaining agreements. Currently, Diebold has made no commitments to increase these benefits for existing retirees or for employees who may become eligible for these benefits in the future. Currently there are no plan assets and Diebold funds the benefits as the claims are paid. The post-retirement benefit obligation was determined by application of the terms of medical and life insurance plans together with relevant actuarial assumptions and healthcare cost trend rates.

For more detailed discussions, see note 12 to Diebold's condensed consolidated financial statements for the nine months ended September 30, 2015 and note 13 to Diebold's consolidated financial statements for the year ended

December 31, 2014, which are incorporated by reference herein.

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**Table of Contents****Insurance Coverage**

Diebold maintains insurance policies that provide limited coverage for some, but not all, of the potential risks and liabilities associated with Diebold's businesses, including crime, special crime, fiduciary, D&O, employment practices liability, errors and omissions, casualty, umbrella, property, and cargo insurance. The policies are subject to deductibles and exclusions that result in Diebold's retention of a level of risk on a self-insurance basis. For some risks, Diebold may not obtain insurance if Diebold believes the cost of available insurance is excessive relative to the risk presented. As a result of market conditions, premiums and deductibles for certain insurance policies can increase substantially, and in some instances, certain insurance may become unavailable or available only for reduced amounts of coverage. As a result, Diebold may not be able to renew its existing insurance policies or procure other desirable insurance on commercially reasonable terms, if at all. See the section of this prospectus titled "Risk Factors - Risks Relating to Diebold's Businesses."

Diebold maintains directors and officers, or D&O, insurance policies for its directors, officers, and certain employees, and with respect to equivalent positions of its subsidiaries, with a coverage, in the aggregate, of up to \$125 million annually. The D&O insurance policies cover, subject to deductibles, financial losses arising from certain breaches of duty by Diebold's directors and officers.

**Legal Proceedings**

At September 30, 2015, Diebold was a party to several lawsuits as well as several routine indirect tax claims from various taxing authorities globally that were incurred in the normal course of business, which neither individually nor in the aggregate are considered material by management in relation to Diebold's financial position or results of operations. In addition, Diebold has indemnification obligations with certain former employees and costs associated with these indemnifications are expensed as incurred. In management's opinion, Diebold's condensed consolidated financial statements would not be materially affected by the outcome of those legal proceedings, commitments or asserted claims.

During the second quarter of 2010, while conducting due diligence in connection with a potential acquisition in Russia, Diebold identified certain transactions and payments by its subsidiary in Russia (primarily during 2005 to 2008) that potentially implicated the FCPA, particularly the books and records provisions of the FCPA. As a result, Diebold conducted a global internal review and collected information related to its global FCPA compliance. In the fourth quarter of 2010, Diebold identified certain transactions within its AP operation that occurred over several prior years that also potentially implicated the FCPA. Diebold continues to monitor its ongoing compliance with the FCPA.

Diebold voluntarily self-reported its findings to the SEC and the DOJ, and cooperated with these agencies in their review. In November 2013, Diebold reached an agreement with the DOJ and the SEC to settle this matter for combined payments to the U.S. government of \$48.0 million in disgorgement, penalties, and pre-judgment interest and the appointment of an independent compliance monitor for a minimum period of 18 months. Diebold remitted the combined payments to the U.S. government.

**Indirect Tax Contingencies**

Diebold accrues non-income-tax liabilities for indirect tax matters when management believes that a loss is probable and the amounts can be reasonably estimated, while contingent gains are recognized only when realized. In the event any losses are sustained in excess of accruals, they are charged against income. In evaluating indirect tax matters, management takes into consideration factors such as historical experience with matters of similar nature, specific facts and circumstances, and the likelihood of prevailing. Management evaluates and updates accruals as matters progress

over time. It is reasonably possible that some of the matters for which accruals have not been established could be decided unfavorably to Diebold and could require recognizing future expenditures. Also, statutes of limitations could expire without Diebold paying the taxes for matters for which accruals have been established, which could result in the recognition of future gains upon reversal of these accruals at that time.

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**Table of Contents**

At September 30, 2015, Diebold was a party to several routine indirect tax claims from various taxing authorities globally that were incurred in the normal course of business, which neither individually nor in the aggregate are considered material by management in relation to Diebold's financial position or results of operations. In management's opinion, the consolidated financial statements would not be materially affected by the outcome of these indirect tax claims and/or proceedings or asserted claims.

In addition to these routine indirect tax matters, Diebold was a party to the proceedings described below:

In August 2012, one of Diebold's Brazil subsidiaries was notified of a tax assessment of approximately R\$270.0 million, including penalties and interest, regarding certain Brazil federal indirect taxes (Industrialized Products Tax, Import Tax, Programa de Integração Social and Contribution to Social Security Financing) for 2008 and 2009. The assessment alleges improper importation of certain components into Brazil's free trade zone that would nullify certain indirect tax incentives. On September 10, 2012, Diebold filed its administrative defenses with the tax authorities.

In response to an order by the administrative court, the tax inspector provided further analysis with respect to the initial assessment in December 2013 that indicates a potential exposure that is significantly lower than the initial tax assessment received in August 2012. This revised analysis has been accepted by the initial administrative court; however, this matter remains subject to ongoing administrative proceedings and appeals. Accordingly, Diebold cannot provide any assurance that its exposure pursuant to the initial assessment will be lowered significantly or at all. In addition, this matter could negatively impact Brazil federal indirect taxes in other years that remain open under statute. It is reasonably possible that Diebold could be required to pay taxes, penalties and interest related to this matter, which could be material to Diebold's consolidated financial statements. Diebold continues to defend itself in this matter.

At September 30, 2015 and December 31, 2014, Diebold had an accrual related to the Brazil indirect tax matter disclosed above of approximately \$8.4 million and \$12.5 million, respectively. The movement between periods relates to the currency fluctuation in the Brazil real.

Beginning in July 2014, Diebold challenged customs rulings in Thailand seeking to retroactively collect customs duties on previous imports of ATMs. Management believes that the customs authority's attempt to retroactively assess customs duties is in contravention of World Trade Organization agreements and, accordingly, is challenging the rulings. In the third quarter of 2015, Diebold received a prospective ruling from the United States Customs Border Protection which is consistent with our interpretation of the treaty in question. We are submitting that ruling for consideration in our ongoing dispute with Thailand. The matters are currently in the appeals process and management continues to believe that Diebold has a valid legal position in these appeals. Accordingly, Diebold has not accrued any amount for this contingency; however, Diebold cannot provide any assurance that it will not ultimately be subject to retroactive assessments.

A loss contingency is reasonably possible if it has a more than remote but less than probable chance of occurring. Although management believes Diebold has valid defenses with respect to its indirect tax positions, it is reasonably possible that a loss could occur in excess of the estimated accrual. Diebold estimated the aggregate risk at September 30, 2015 to be up to approximately \$166.9 million for its material indirect tax matters, of which approximately \$118.3 million and \$26.0 million, respectively, relates to the Brazil indirect tax matter and Thailand customs matter disclosed above. The aggregate risk related to indirect taxes is adjusted as the applicable statutes of limitations expire.

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**Table of Contents****MATERIAL AGREEMENTS OF DIEBOLD****The Business Combination Agreement**

On November 23, 2015, Diebold and Wincor Nixdorf entered into a business combination agreement concerning the combination of both companies, which we refer to as the business combination agreement. The business combination agreement comprises, among other things, agreements concerning the combination of the companies, the future positioning of Diebold, and the employees and the management structure of Diebold resulting from the business combination. Moreover, in the business combination agreement, Diebold and Wincor Nixdorf set out their mutual intentions regarding the business combination in legally binding form. See the section of this prospectus titled "The Business Combination."

**Acquisition and Divestiture**

On October 25, 2015, Diebold announced it entered into a definitive asset purchase agreement to divest its North America-based electronic security business for an aggregate purchase price of approximately \$350.0 million in cash. Based on the successful transition of certain customer relationships, 10.0 percent of the purchase price is contingent and payable over a twelve-month period after closing. Diebold has also agreed to provide certain transition services for a \$6.0 million credit. The sale is subject to regulatory approvals and customary closing conditions, and is expected to be completed during the first quarter of 2016. Additionally, Diebold is narrowing its scope in the Brazil other business to primarily focus on lottery and elections to help rationalize its solution set in that market.

As of March 31, 2015, Diebold agreed to sell its equity interest in its Venezuela joint venture to its joint venture partner and recorded a \$10.3 million impairment of assets in the first quarter of 2015. On April 29, 2015, Diebold closed the sale for the estimated fair market value and recorded a \$1.0 million reversal of impairment of assets based on final adjustments in the second quarter of 2015, resulting in a \$9.3 million impairment of assets for the nine months ended September 30, 2015. Diebold no longer has a consolidating entity in Venezuela but will continue to operate in Venezuela on an indirect basis.

On March 13, 2015, Diebold acquired all of the equity interests of Phoenix for a total purchase price of approximately \$72.9 million, including \$12.6 million of deferred cash payment payable over the next three years. Acquiring Phoenix, a leader in developing innovative multi-vendor software solutions for ATMs and a host of other FSS applications, is a foundational move to accelerate Diebold's growth in the fast-growing managed services and branch automation spaces. The results of operations for Phoenix are primarily included in the NA reportable operating segment within Diebold's condensed consolidated financial statements from the date of the acquisition. Preliminary purchase price allocations are subject to further adjustment until all pertinent information regarding the assets acquired and liabilities assumed are fully evaluated.

In the third quarter of 2014, Diebold acquired 100 percent of the equity interests of Cryptera, a supplier of Diebold's encrypting PIN pad technology and a leader in the research and development of secure payment technologies. This acquisition positioned Diebold as a significant original equipment manufacturer of secure payment technologies and allowed Diebold to own more of the intellectual property related to its ATMs. The total purchase price was approximately \$13.0 million, including a 10 percent deferred cash payment payable on the first anniversary of the acquisition. The results of operations for Cryptera are included in the EMEA segment within Diebold's condensed consolidated financial statements from the date of the acquisition.

In the second quarter of 2014, Diebold divested Eras for a sale price of \$20.0 million, including installment payments of \$1.0 million on the first and second year anniversary dates of the closing. This sale resulted in a gain of \$13.7

million recognized within gain on sale of assets, net in the condensed consolidated statement of operations. Revenue and operating profit in the nine months ended September 30, 2014 related to this divested subsidiary were \$6.0 million and \$3.0 million, respectively, and are included within the NA segment. Net income

**Table of Contents**

before taxes related to this divested subsidiary is included in continuing operations and was \$3.0 million for the nine months ended September 30, 2014. There was no impact of Eras on the three months ended September 30, 2014.

In August 2012, Diebold acquired 100 percent of the equity interest in GAS, a Brazilian Internet banking, online payment and mobile banking security company for a total purchase price of approximately \$39.0 million. The GAS solutions aim to prevent various types of fraud, such as phishing, pharming and key logging. GAS also offers clients a security information database service a consulting service that allows clients to stay up-to-date and educated on current threats in the industry. Upon acquisition, GAS was integrated into Diebold's security business.

**Debt**

As of September 30, 2015, outstanding debt balances were as follows:

(\$ in millions)	September 30, 2015	December 31, 2014	December 31, 2013
Notes payable			
Uncommitted lines of credit	\$ 68.4	\$ 24.8	\$ 43.1
Term loan	11.5		
Other	1.0	0.8	0.7
	\$ 80.9	\$ 25.6	\$ 43.8
Long-term debt			
Revolving credit facility	\$ 171.1	\$ 240.0	\$ 239.0
Senior notes	225.0	225.0	225.0
Term loan	215.6		
Industrial development revenue bonds	4.4	11.9	11.9
Other	2.2	2.9	4.3
	\$ 618.3	\$ 479.8	\$ 480.2

As of September 30, 2015, Diebold had various international short-term uncommitted lines of credit with borrowing limits of \$119.0 million. The weighted-average interest rate on outstanding borrowings on the short-term uncommitted lines of credit as of September 30, 2015, December 31, 2014 and 2013 was 2.95 percent, 2.96 percent, and 3.24 percent, respectively. Short-term uncommitted lines of credit mature in less than one year. The amount available under the short-term uncommitted lines of credit at September 30, 2015 was \$50.6 million.

In June 2015, Diebold entered into a second amendment to the credit agreement, which we refer to as the second amendment, which provides for a term loan in the aggregate principal amount of \$230.0 million with escalating quarterly principal payments and a balloon payment due upon maturity in August 2019. The weighted-average interest rate on the term loan as of September 30, 2015 was 1.75 percent, which is variable based on LIBOR. The second amendment replaced the net debt to net capitalization financial covenant with a net debt to EBITDA financial covenant and, accordingly, modified the facility fee and interest rate pricing schedules. The credit agreement continues to provide a revolving credit facility with availability of up to \$520.0 million. Diebold has the ability, subject to various approvals, to increase the borrowing limits by \$250.0 million. In August 2014, Diebold entered into the first amendment to the credit agreement and guaranty, which we refer to as the first amendment, which increased



its borrowing limits under the revolving credit facility from \$500.0 million to \$520.0 million. The first amendment also extended the maturity date of the revolving credit facility to August 2019. Up to \$50.0 million of the revolving credit facility is available under a swing line sub-facility. The weighted-average interest rate on outstanding revolving credit facility borrowings as of September 30, 2015 and December 31, 2014 was 1.57 percent and 1.69 percent, respectively, which is variable based on the LIBOR. The amount available under the revolving credit facility as of September 30, 2015 was \$348.9 million. Diebold

**Table of Contents**

incurred \$0.7 million of fees related to the second amendment in June 2015, which are amortized as a component of interest expense over the term of the facility. Diebold incurred \$1.4 million of fees related to the first amendment in the third quarter of 2014, which are amortized as a component of interest expense over the term of the credit agreement.

In March 2006, Diebold issued senior notes in an aggregate principal amount of \$300.0 million with a weighted-average fixed interest rate of 5.50 percent. Diebold entered into a derivative transaction to hedge interest rate risk on \$200.0 million of the senior notes, which was treated as a cash flow hedge. This reduced the effective interest rate from 5.50 percent to 5.36 percent. Diebold funded the repayment of \$75.0 million of the senior notes at maturity in March 2013 using borrowings under its revolving credit facility. The maturity dates of the remaining senior notes are staggered, with \$175.0 million and \$50.0 million due in March 2016 and 2018, respectively. For the \$175.0 million of Diebold's senior notes maturing in March 2016, management intends to fund the repayment through the revolving credit facility.

In 1997, industrial development revenue bonds were issued on behalf of Diebold. The proceeds from the bond issuances were used to construct new manufacturing facilities in the United States. Diebold guaranteed the payments of principal and interest on the bonds by obtaining letters of credit. The bonds were issued with a 20-year original term and are scheduled to mature in 2017. Each industrial development revenue bond carries a variable interest rate, which is reset weekly by the remarketing agents. The weighted-average interest rate on the bonds was 0.34 percent and 0.27 percent as of September 30, 2015 and December 31, 2014, respectively. During the third quarter of 2015, Diebold repaid \$7.5 million of the industrial development revenue bonds of which the remainder is expected to be repaid during the fourth quarter of 2015.

Diebold's financing agreements contain various restrictive financial covenants, including net debt to capitalization, net debt to EBITDA and net interest coverage ratios. As of September 30, 2015, Diebold was in compliance with the financial and other covenants in its debt agreements.

Maturities of long-term debt as of September 30, 2015 are as follows:

(\$ in millions)	(Unaudited) Maturities of Long-Term Debt
2016	\$ 175.5
2017	5.7
2018	50.4
2019	386.7
Thereafter	
	\$ 618.3

Interest expense on Diebold's debt instruments for the nine months ended September 30, 2015 and 2014 was \$21.4 million and \$23.5 million, respectively, and for the years ended December 31, 2014 and 2013 was \$22.4 million and \$26.9 million, respectively.

**Financing of the Business Combination**

Diebold anticipates that the total funds needed to complete the acquisition will be funded through third-party debt financing consisting of the following:

a \$1.591 billion secured term loan B credit facility (of which commitments of \$291.0 million will automatically terminate if Diebold's disposition of its electronic security business is consummated), referred to as the term loan B in this prospectus, documented in the bank credit agreement among, *inter alios*, J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC as joint lead arrangers and

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**Table of Contents**

joint bookrunners, JPMorgan Chase Bank, N.A. as administrative agent and, as lender, Credit Suisse AG, Cayman Islands Branch, as syndication agent and as a lender, and Diebold as borrower;

a \$250.0 million secured delayed draw term loan A facility, referred to as the term loan A in this prospectus, documented in the bank credit agreement;

up to \$500.0 million in aggregate principal amount of senior unsecured notes to be issued by Diebold; and

if senior unsecured notes are not issued and sold on or prior to the closing date, a \$500.0 million unsecured bridge credit agreement among, *inter alios*, J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC as joint lead arrangers and joint bookrunners, JPMorgan Chase Bank, N.A. as administrative agent and, as lender, Credit Suisse AG, Cayman Islands Branch, as syndication agent and as a lender, and Diebold as borrower, referred to as the bridge loan in this prospectus, documented in the bridge credit agreement.

Up to 175.0 million of such committed financing may be applied to the refinancing of outstanding amounts of Wincor Nixdorf debt.

A copy of each of the credit agreements, as applicable, is filed as an exhibit to the registration statement of which this prospectus forms a part.

***Replacement/Backstop Facilities***

In addition to the foregoing business combination financing, Diebold anticipates refinancing its existing \$520.0 million revolving and \$230.0 million term loan A senior unsecured credit facilities with a new revolving facility in an amount of up to \$520.0 million and a new (non-delayed draw) term loan A facility (on substantially the same terms as the term loan A) in the amount of up to \$230.0 million (such facilities to be documented in the bank credit agreement further described below) or, if such replacement credit facilities are not effectuated by the closing date of the exchange offer, amending or amending and restating the credit agreement governing its existing senior unsecured credit facilities to permit the business combination and otherwise modify certain terms thereof to be consistent with the bank credit agreement. The existing senior unsecured credit facilities, if not replaced prior to the closing date, will be secured on a pari passu basis with the new credit facilities incurred in connection the business combination. In addition, the revolving facility and non-delayed draw term loan A facility will be subject to the same maximum consolidated net leverage ratio and minimum consolidated interest coverage ratio as the delayed draw term loan A.

For a discussion of the combined company's indebtedness on a pro forma basis giving effect to the business combination financing and the anticipated refinancing of existing indebtedness, see Unaudited Pro Forma Condensed Combined Financial Information.

***Bank Credit Agreement***

***Term Loan A & Term Loan B.*** Pursuant to the terms of the bank credit agreement, the proceeds of the term loan A and term loan B will be available upon the satisfaction of certain conditions precedent to the completion of the exchange offer and, if drawn, will be used to finance, in part, the cash consideration for the exchange offer and to pay fees and expenses incurred in connection therewith. The term loan A will mature on the fifth anniversary of the date upon which certain conditions precedent are met or, if such conditions precedent are not met, August 26, 2019. The

term loan B will mature on the seventh anniversary of the closing date of the exchange offer (unless funded into escrow prior thereto, in which case it will mature seven and one-half years from such funding date).

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**Table of Contents**

***Conditions Precedent.*** The commitments of the term loan lenders to provide the term loan A and term loan B are subject to several conditions, including the consummation of the offer, the administrative agent's receipt of certain closing documents, a borrowing request from Diebold, a solvency certificate, no changes to the business combination agreement materially adverse to the arrangers or the lenders under the bank credit agreement without the consent of the arrangers, payment of fees and expenses and other conditions to completion more fully set forth in the bank credit agreement.

***Mandatory Prepayments.*** The outstanding term loans (in certain instances together with outstanding non-delayed draw term loans described under the heading "Replacement/Backstop Facilities" below) must be repaid by an amount equal to (a) 100 percent of the net cash proceeds of non-ordinary course asset sales or other dispositions of property by Diebold and its restricted subsidiaries (subject to thresholds, exceptions and reinvestment rights more fully set forth in the bank credit agreement), (b) 100 percent of the net cash proceeds of issuances or incurrences of non-permitted debt by Diebold and its restricted subsidiaries and (c) commencing with Diebold's first full fiscal year ending after completion of the exchange offer, 50 percent of annual excess cash flow of Diebold and its restricted subsidiaries (subject to stepdowns and exceptions more fully set forth in the bank credit agreement).

***Covenants and Events of Default.*** The bank credit agreement contains affirmative and negative covenants usual and customary for facilities and transaction of this type including, but not limited to: delivery of financial information; use of proceeds; delivery of notices of default; conduct of business (including maintenance of existence and rights); taxes; insurance; compliance with laws; properties and inspection; collateral matters and further assurances; maintenance of ratings; guaranties; limitations on mergers, consolidations and fundamental changes; limitations on sales of assets; limitations on investments and acquisitions; limitations on liens; limitations on transactions with affiliates; limitations on indebtedness; limitations on negative pledge clauses; limitations on restrictions on subsidiary distributions; limitations on hedge agreements; limitations on receivables indebtedness; limitations on restricted payments; limitations on certain payments of indebtedness; limitations on amendments to organizational documents; MFN requirements regarding certain additional covenants; and covenants regarding the exchange offer and the business combination.

In addition, the term loan credit agreement includes, applicable to term loan A but not term loan B, a maximum consolidated net leverage ratio and a minimum consolidated interest coverage ratio.

The bank credit agreement also contains certain events of default regarding: inaccuracy of representations and warranties, certificates or other written information in any material respect; nonpayment of principal, interest, fees or other amounts; breach of covenants; cross payment default and cross default to indebtedness or net hedging obligations in excess of \$50 million; voluntary and involuntary bankruptcy or insolvency proceedings; condemnation reasonably likely to have a material adverse effect; unpaid material judgments; certain pension and benefit events; certain environmental events reasonably expected to have a material adverse effect; change of control; and actual or asserted invalidity of the facilities documentation, guarantees or security documentation or, after effectiveness thereof, the domination agreement, or failure to maintain a perfected first priority security interest on a material portion of the collateral, in each case with grace periods, thresholds, qualifications and exceptions detailed further in the bank credit agreement.

***Bridge Credit Agreement***

***Bridge Loan.*** Pursuant to the terms of the bridge credit agreement, the proceeds of the bridge loan will be available upon the satisfaction of certain conditions precedent to the completion of the exchange offer and, if drawn, will be used to finance, in part, the cash consideration for the exchange offer and to pay fees and expenses incurred in connection therewith. The bridge loan will initially mature on the 365th day after the closing date of the exchange

offer.

**Conditions Precedent.** The commitments of the bridge lenders to provide the bridge loan are subject to several conditions, including the consummation of the offer, the administrative agent's receipt of certain closing

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**Table of Contents**

documents, payment of fees and expenses, no changes to the business combination agreement materially adverse to the arrangers or the lenders under the bridge credit agreement without the consent of the arrangers, and other conditions to completion more fully set forth in the bridge credit agreement.

***Commitment Reductions.*** The aggregate commitments of the bridge lenders to provide the bridge loan shall be permanently reduced dollar-for-dollar by an amount equal to the aggregate net cash proceeds received by Diebold or any of its restricted subsidiaries from the consummation of any debt offering or equity offering (each as described below), in each case prior to the funding of the bridge loans on the completion of the exchange offer.

A debt offering includes the incurrence of debt for borrowed money, including any issuance of notes (which would include senior unsecured notes), debt securities convertible into equity securities or bank loans by Diebold or any of its restricted subsidiaries, other than certain debt, and subject to other limitations, more fully set forth in the bridge credit agreement.

An equity offering means any issuance of equity other than certain offerings, and subject to other limitations, more fully set forth in the bridge credit agreement.

Diebold intends that, prior to the closing date of the exchange offer, the entire commitments with respect to the bridge loan will have been permanently reduced by the issuance of senior unsecured notes.

***Mandatory Prepayments.*** If the bridge loans are funded, the aggregate amount of bridge loans outstanding must be repaid by an amount equal to (a) 100 percent of the net cash proceeds of any debt offering or equity offering (each as described above) after the closing date of the exchange offer, and (b) 100 percent of the net cash proceeds of non-ordinary course asset sales or dispositions by Diebold and its restricted subsidiaries after the closing date of the exchange offer, that, in either case, are not required (or applied) to repay or reduce commitments under Diebold's term loan facilities, subject to thresholds consistent with those applicable to the bank credit agreement, as well as reinvestment rights and other exceptions more fully set forth in the bridge credit agreement.

***Covenants and Events of Default.*** The bridge credit agreement contains affirmative and negative covenants (but no financial maintenance covenants) usual and customary for bridge loan financings including, but not limited to: delivery of financial information; use of proceeds; delivery of notices of default; conduct of business (including maintenance of existence and rights); taxes; insurance; compliance with laws; properties and inspection; further assurances; maintenance of ratings; offers to repurchase upon a change of control; guaranties; limitations on mergers, consolidations and fundamental changes; limitations on sales of assets; limitations on investments and acquisitions; limitations on liens; limitations on transactions with affiliates; limitations on indebtedness; limitations on negative pledge clauses; limitations on restrictions on subsidiary distributions; limitations on hedge agreements; limitations on receivables indebtedness; limitations on restricted payments; limitations on certain payments of indebtedness; limitations on amendments to organizational documents; MFN requirements regarding certain additional covenants; and covenants regarding the exchange offer and the business combination.

The bridge credit agreement also contains certain events of default usual for bridge loan financings no more restrictive than the corresponding events of default in the bank credit agreement.



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**Table of Contents**

**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS INVOLVING DIEBOLD**

In each of 2012, 2013 and 2014, we did not engage in any related person transaction(s) requiring disclosure under Item 404 of Regulation S-K.

For the purposes of this section, the term related person means:

any person who was in any of the following categories at any time during the period for which disclosure is required (i) any director or executive officer of Diebold; or (ii) any immediate family member of a director or executive officer of Diebold, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such director or executive officer, and any person (other than a tenant or employee) sharing the household of such director or executive officer; and

any person who was in any of the following categories when a transaction in which such person had a direct or indirect material interest occurred or existed (i) a security holder who beneficially owns 5 percent or more of outstanding Diebold common shares; or (ii) any immediate family member of any such security holder, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such security holder, and any person (other than a tenant or employee) sharing the household of such security holder.

Pursuant to our director independence standards and our corporate governance guidelines, except for employment arrangements with the CEO and, if applicable, other management directors, we do not engage in transactions with directors or their affiliates if a transaction would cause an independent director to no longer be deemed independent, would present the appearance of a conflict of interest or is otherwise prohibited by law, rule or regulation. This includes, directly or indirectly, any extension, maintenance or renewal of an extension of credit to any of our directors. This prohibition also includes significant business dealings with directors or their affiliates, charitable contributions that would require disclosure in our proxy statement under the rules of the NYSE, and consulting contracts with, or other indirect forms of compensation to, a director. Any waiver of this policy may be made only by our board and must be promptly disclosed to our shareholders.

For a more detailed discussion of our corporate governance, including compensation of directors and executive officers, see the section of this prospectus titled "Corporate Governance Structure of Diebold."

Our corporate governance guidelines are available on our website at [www.diebold.com](http://www.diebold.com).

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**Table of Contents**

**GENERAL INFORMATION ABOUT DIEBOLD**

**Formation, Incorporation, Commercial Name, Fiscal Year and Registered Office**

Diebold, Incorporated provides the services, software and technology that connect people around the world with their money bridging the physical and digital worlds of cash conveniently, securely and efficiently. Diebold was incorporated under the laws of the state of Ohio in August 1876, succeeding a proprietorship established in 1859. Its entity number registered with the Ohio Secretary of State is 1276. Diebold's fiscal year ends on December 31 of each calendar year.

Diebold's registered and principal executive offices are located at 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, and its telephone number at that location is +1 (330) 490-4000.

**History and Development**

Diebold was founded as a proprietorship in 1859 in Cincinnati, Ohio and was known at the time as the Diebold Bahmann Safe Company. After relocation to Canton, Ohio in 1872, Diebold, Incorporated was incorporated in August 1876 as the successor of the proprietorship. In 1936, Diebold expanded its product line by acquiring companies that specialized in products such as rotary, visible and indexing files, and microfilming systems. Diebold became a publicly traded company in the 1930s and was listed on the New York Stock Exchange in 1964. In 1973, Diebold introduced its Total Automatic Banking System 500, or TABS 500.

In January 1994, as part of Diebold's strategy to develop its international competitiveness by actively seeking acquisitions, joint ventures and strategic alliances throughout the world, Diebold acquired the ATM distribution and certain related businesses of Hidromex, S.A. de C.V., to form Diebold Mexico, S.A. de C.V., which is engaged in the distribution and service of ATMs and certain other products in the Mexican market. Diebold also acquired a 50 percent interest in OLTP ATM Systems, C.A., which distributes, installs and services ATMs and certain other products in Venezuela. OLTP ATM Systems, C.A. was divested in 2015.

In October 1999, Diebold acquired one of Diebold's major distributors in Latin America, Procomp Amazonia Industria Eletronica, S.A., a Brazilian manufacturer and marketer of innovative technical solutions, including personal computers, servers, software, professional services and retail and banking automation equipment, for a consideration of approximately \$222.0 million. In April 2000, Diebold acquired the financial self-service assets and related development activities of European-based Groupe Bull and Getronics N.V., with businesses including ATMs, cash dispensers, other self-service terminals and related services primarily for the global banking industry, for a consideration of approximately \$147.6 million. As part of the acquisition of Groupe Bull and Getronics N.V., Diebold further expanded its service and manufacturing capabilities in the financial industry and added approximately 1,300 employees in the areas of sales, service, management and manufacturing.

During the 2000s, Diebold made investments and acquisitions preliminary in network and hardware service solutions, ATM and hardware maintenance and services, electronic voting terminals, security solutions for customers including U.S. federal government agencies, state and municipal government agencies. Notably, Diebold expanded its businesses in security and currency processing systems through the acquisition of Mosler Inc. in October 2001 and in network and hardware service solutions through the acquisition of TFE Technology Holdings, LLC in June 2004. In August 2012 Diebold acquired GAS Tecnologia for a consideration of approximately \$39.0 million to further expand in the Brazilian internet banking, online payment and mobile banking security market.

More recently, in the third quarter of 2014, Diebold acquired Cryptera, a supplier of Diebold's encrypting PIN pad technology and a leader in the research and development of secure payment technologies, for a consideration of approximately \$13.0 million. On March 13, 2015, Diebold acquired all of the equity interests of

## **Table of Contents**

Phoenix for a total purchase price of approximately \$72.9 million, including \$12.6 million of deferred cash payment payable over the next three years. Acquiring Phoenix, a leader in developing innovative multi-vendor software solutions for ATMs and a host of other FSS applications, is a foundational move to accelerate Diebold's growth in the fast-growing managed services and branch automation spaces.

As it relates to shaping the portfolio of businesses, Diebold's announcements subsequent to the third quarter are consistent with its strategy of transforming into a world-class services-led, software-enabled company, supported by innovative hardware. On October 25, 2015, Diebold announced it entered into a definitive asset purchase agreement to divest its North America-based electronic security business for an aggregate purchase price of approximately \$350.0 million in cash. Based on the successful transition of certain customer relationships, 10.0 percent of the purchase price is contingent and payable over a twelve-month period after closing. Diebold has also agreed to provide certain transition services for a \$6.0 million credit. The sale is subject to regulatory approvals and customary closing conditions, and is expected to be completed during the first quarter of 2016. Additionally, Diebold is narrowing its scope in the Brazil other business to primarily focus on lottery and elections to help rationalize its solution set in that market. These decisions enable Diebold to refocus its resources and better position itself to pursue growth opportunities in the dynamic self-service industry.

Today, Diebold has evolved to become a leading provider of exceptional self-service innovation, security and services to financial, retail, commercial and other markets. Diebold has approximately 16,000 employees with business in more than 90 countries worldwide.

## **Group Structure**

Diebold, Incorporated is the parent company of the Diebold group. Diebold's operations sell and service FSS and security systems around the globe, as well as elections, lottery and information technology solutions in Brazil, through wholly-owned subsidiaries, joint ventures and independent distributors in most major countries. For a detailed list of Diebold's subsidiaries, see [Subsidiaries](#).

**Table of Contents****Subsidiaries**

The following are the subsidiaries of Diebold at November 20, 2015. Some subsidiaries are not listed because such subsidiaries are inactive. Subsidiaries are listed alphabetically under either the domestic or international categories.

<b>Company Name</b>	<b>Jurisdiction under which organized</b>	<b>Percent of ownership interest/voting securities owned by Diebold</b>
Diebold Australia Holding Company, Inc.	Delaware	100%
Diebold China Security Holding Company, Inc.	Delaware	100%
Diebold Enterprise Security Systems, Inc.	New York	100%
Diebold Global Finance Corporation	Delaware	100%
Diebold Holding Company, Inc.	Delaware	100%
Diebold Latin America Holding Company, LLC	Delaware	100%
Diebold Mexico Holding Company, Inc.	Delaware	100%
Diebold Netherlands Holding Company, LLC	Delaware	100% <sup>(1)</sup>
Diebold Self-Service Systems	New York	100% <sup>(2)</sup>
Diebold Software Solutions, Inc.	Delaware	100%
Diebold Southeast Manufacturing, Inc.	Delaware	100%
Diebold SST Holding Company, Inc.	Delaware	100%
Diebold Transaction Services, Inc.	Delaware	100%
Impexa LLC	Texas	100% <sup>(3)</sup>
FirstLine, Inc.	California	100%
Mayfair Software Distribution, Inc.	Delaware	100%
Phoenix Interactive USA Inc.	Delaware	100% <sup>(39)</sup>
VDM Holding Company, Inc.	Delaware	100%
Verdi & Associates, Inc.	New York	100%
1932780 Ontario Inc.	Canada	100% <sup>(40)</sup>
Altus Bilisim Hizmetleri Anonim Sirketi	Turkey	100% <sup>(36)</sup>
Bitelco Diebold Chile Limitada	Chile	100% <sup>(21)</sup>
C.R. Panama, Inc.	Panama	100% <sup>(11)</sup>
Cable Print B.V.B.A.	Belgium	100% <sup>(38)</sup>
Caribbean Self Service and Security LTD.	Barbados	50% <sup>(10)</sup>
Central de Alarmas Adler, S.A. de C.V.	Mexico	100% <sup>(20)</sup>
Cryptera A/S	Denmark	100% <sup>(27)</sup>
D&G ATMS y Seguridad de Costa Rica Ltda.	Costa Rica	99.99% <sup>(34)</sup>
D&G Centroamerica y GBM de Nicaragua y Compañia Ltda.	Nicaragua	99% <sup>(32)</sup>
D&G Centroamerica, S. de R.L.	Panama	51% <sup>(30)</sup>
D&G Dominicana S.A.	Dominican Republic	99.85% <sup>(33)</sup>
D&G Honduras S. de R.L.	Honduras	99% <sup>(32)</sup>
D&G Panama S. de R.L.	Panama	99.99% <sup>(34)</sup>
DB & GB de El Salvador Limitada	El Salvador	99% <sup>(32)</sup>
DB&G ATMs Seguridad de Guatemala, Limitada	Guatemala	99% <sup>(32)</sup>
DBD EMEA Holding C.V.	The Netherlands	100% <sup>(28)</sup>
DCHC, S.A.	Panama	100% <sup>(11)</sup>

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Diebold (Thailand) Company Limited	Thailand	100% <sup>(4)</sup>
Diebold Africa (Pty) Ltd.	South Africa	100% <sup>(18)</sup>
Diebold Africa Investment Holdings Pty. Ltd.	South Africa	100% <sup>(27)</sup>
Diebold Argentina, S.A.	Argentina	100% <sup>(11)</sup>
Diebold ATM Cihazlari Sanayi Ve Ticaret A.S.	Turkey	100% <sup>(16)</sup>
Diebold Australia Pty. Ltd.	Australia	100% <sup>(4)</sup>

-201-

**Table of Contents**

<b>Company Name</b>	<b>Jurisdiction under which organized</b>	<b>Percent of ownership interest/voting securities owned by Diebold</b>
Diebold Belgium B.V.B.A	Belgium	100% <sup>(17)</sup>
Diebold Bolivia S.R. L.	Bolivia	100% <sup>(31)</sup>
Diebold Brasil LTDA	Brazil	100% <sup>(29)</sup>
Diebold Brasil Servicos de Tecnologia e Participacoes Ltda	Brazil	100% <sup>(23)</sup>
Diebold Canada Holding Company Inc.	Canada	100%
Diebold Colombia S.A.	Colombia	100% <sup>(14)</sup>
Diebold Ecuador SA	Ecuador	100% <sup>(19)</sup>
Diebold EMEA Processing Centre Limited	United Kingdom	100%
Diebold Financial Equipment Company (China), Ltd.	Peoples Republic of China	85% <sup>(25)</sup>
Diebold France SARL	France	100% <sup>(5)</sup>
Diebold Germany GmbH	Germany	100% <sup>(5)</sup>
Diebold Hungary Trading & Servicing LLC	Hungary	100% <sup>(37)</sup>
Diebold Hungary Self-Service Solutions, Ltd.	Hungary	100%
Diebold International Limited	United Kingdom	100% <sup>(5)</sup>
Diebold Italia S.p.A.	Italy	100% <sup>(13)</sup>
Diebold Kazakhstan LLP	Kazakhstan	100% <sup>(5)</sup>
Diebold Mexico, S.A. de C.V.	Mexico	100% <sup>(3)</sup>
Diebold Netherlands B.V.	The Netherlands	100% <sup>(5)</sup>
Diebold One UK Limited	United Kingdom	100%
Diebold Osterreich Selbstbedienungssysteme GmbH	Austria	100% <sup>(5)</sup>
Diebold Pacific, Limited	Hong Kong	100%
Diebold Panama, Inc.	Panama	100% <sup>(11)</sup>
Diebold Paraguay S.A.	Paraguay	100% <sup>(21)</sup>
Diebold Peru S.r.l	Peru	100% <sup>(11)</sup>
Diebold Philippines, Inc.	Philippines	100%
Diebold Physical Security Pty. Ltd.	Australia	100% <sup>(7)</sup>
Diebold Poland S.p. z.o.o.	Poland	100% <sup>(5)</sup>
Diebold Portugal Solucoes de Automatizacao, Limitada	Portugal	100% <sup>(5)</sup>
Diebold Selbstbedienyngssysteme (Schweiz) GmbH	Switzerland	100% <sup>(5)</sup>
Diebold Self-Service Solutions Limited Liability Company	Switzerland	100% <sup>(15)</sup>
Diebold Self Service Solutions Namibia (Pty) Ltd	Namibia	100% <sup>(41)</sup>
Diebold Self-Service Ltd.	Russia	100% <sup>(5)</sup>
Diebold Self-Service Solutions Industrial and Servicing Rom Srl	Romania	100% <sup>(42)</sup>
Diebold Singapore Pte. Ltd.	Singapore	100%
Diebold Software Solutions UK Ltd.	United Kingdom	100% <sup>(9)</sup>
Diebold South Africa (Pty) Ltd.	South Africa	74.9% <sup>(26)</sup>
Diebold Spain, S.L.	Spain	100% <sup>(22)</sup>
Diebold Switzerland Holding Company, LLC	Switzerland	100%
Diebold Systems Private Limited	India	100% <sup>(8)</sup>
Diebold Uruguay S.A.	Uruguay	100% <sup>(11)</sup>
Diebold Vietnam Company Limited	Vietnam	100%
Diebold Corp Systems Sdn. Bhd.	Malaysia	100%
GAS Informática Ltda.	Brazil	100% <sup>(35)</sup>

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J.J.F. Panama, Inc.	Panama	100% <sup>(11)</sup>
Phoenix Interactive (Aust) Pty Ltd.	Australia	100% <sup>(39)</sup>
Phoenix Interactive Design Inc.	Canada	100% <sup>(39)</sup>
Phoenix Interactive (UK)	United Kingdom	100% <sup>(39)</sup>
P.T. Diebold Indonesia	Indonesia	100% <sup>(6)</sup>

-202-



**Table of Contents**

<b>Company Name</b>	<b>Jurisdiction under which organized</b>	<b>Percent of ownership interest/voting securities owned by Diebold</b>
Procomp Amazonia Industria Eletronica S.A.	Brazil	100% <sup>(12)</sup>
Procomp Industria Eletronica LTDA	Brazil	100% <sup>(24)</sup>
SIAB (HK) Ltd.	Hong Kong	100% <sup>(43)</sup>
The Diebold Company of Canada, Ltd.	Canada	100%

- (1) 100 percent of voting securities are owned by Diebold Australia Holding Company, LLC, which is 100 percent owned by Diebold.
- (2) 70 percent of partnership interest is owned by Diebold Holding Company, Inc., which is 100 percent owned by Diebold, while the remaining 30 percent partnership interest is owned by Diebold SST Holding Company, Inc., which is 100 percent owned by Diebold.
- (3) 100 percent of voting securities are owned by Diebold Mexico Holding Company, Inc., which is 100 percent owned by Diebold.
- (4) 100 percent of voting securities are owned by DBD EMEA Holding C.V. (refer to 28 for ownership).
- (5) 100 percent of voting securities are owned by Diebold Self-Service Solutions Limited Liability Company, which is 100 percent owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.
- (6) 88.9 percent of voting securities are owned by Diebold, and 11.1 percent of voting securities are owned by Diebold Pacific, Limited, which is 100 percent owned by Diebold.
- (7) 100 percent of voting securities are owned by Diebold Australia Pty. Ltd., which is 100 percent owned by DBD EMEA Holding C.V. (refer to 28 for ownership).
- (8) 70.70 percent of voting securities are owned by Diebold; 21.55 percent of voting securities are owned by Diebold Self-service Solutions Limited Liability Company (refer to 15 for ownership); 7.73 percent of voting securities are owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold and the remaining .02 percent of voting securities is owned by Diebold Holding Company, Inc., which is 100 percent owned by Diebold.
- (9) 100 percent of voting securities are owned by Diebold Software Solutions, Inc., which is 100 percent owned by Diebold.
- (10) 50 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Diebold.
- (11) 100 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Diebold.
- (12) 99.99 percent of voting securities are owned by Diebold Brasil LTDA, which is 100 percent owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Diebold, while the remaining .01 percent is owned by Diebold.
- (13) 100 percent of voting securities are owned by Diebold International Limited, which is 100 percent owned by Diebold Self-Service Solutions Limited Liability Company, which is 100 percent owned by Diebold Switzerland Holding Company, LLC., which is 100 percent owned by Diebold.
- (14) 21.44 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Diebold; 16.78 percent of voting securities are owned by Diebold Panama, Inc., which is 100 percent owned by Diebold Latin America Holding Company, Inc., which is 100 percent owned by Diebold; 16.78 percent of voting securities are owned by DCHC SA, which is 100 percent owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Diebold; 13.5 percent of voting securities are owned by J.J.F. Panama, Inc, which is 100 percent owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Diebold; and the remaining 31.5 percent of voting securities are owned by C.R.

Panama, Inc., which is 100 percent owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Diebold.

- (15) 100 percent of voting securities are owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.

**Table of Contents**

- (16) 50 percent of voting securities are owned by Diebold Netherlands B.V., which is 100 percent owned by Diebold Self-Service Solutions Limited Liability Company, while the remaining 50 percent of voting securities are owned by Diebold Self-Service Solutions Limited Liability Company, which is 100 percent owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.
- (17) 10 percent of voting securities are owned by Diebold Selbstbedienungssysteme GmbH, which is 100 percent owned by Diebold Self Service Solutions Limited Liability Company, while the remaining 90 percent of voting securities are owned by Diebold Self -Service Solutions Limited Liability Company, which is 100 percent owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.
- (18) 100 percent of voting securities are owned by Diebold Africa Investment Holdings Pty. Ltd., which is 100 percent owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.
- (19) 99.99 percent of voting securities are owned by Diebold Colombia SA (refer to 14 for ownership), while the remaining 0.01 percent of voting securities are owned by Diebold Latin America Holding Company, Inc., which is 100 percent owned by Diebold.
- (20) .01 percent of voting securities are owned by Diebold, while 99.99 percent of voting securities are owned by Impexa LLC, which is 100 percent owned by Diebold Mexico Holding Company, Inc., which is 100 percent owned by Diebold.
- (21) 1 percent of voting securities are owned by Diebold, while 99 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Diebold.
- (22) 100 percent of voting securities are owned by VDM Holding Company, Inc., which is 100 percent owned by Diebold.
- (23) 99.99 percent of voting securities are owned by Diebold Canada Holding Company Inc., which is 100 percent owned by Diebold, while the remaining .01 percent is owned by Procomp Amazonia Industria Eletronica S.A. (refer to 12 for ownership).
- (24) 99.99 percent of voting securities are owned by Diebold Brasil Servicos e Participacoes Limitada (refer to 23 for ownership), while the remaining .01 percent are owned by Diebold.
- (25) 85 percent of voting securities are owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.
- (26) 74.9 percent of voting securities are owned by Diebold Africa Investment Holdings Pty. Ltd., which is 100 percent owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.
- (27) 100 percent of voting securities are owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.
- (28) 99 percent of voting securities are owned by Diebold Australia Holding Company, Inc., which is 100 percent owned by Diebold, and the remaining 1 percent is owned by Diebold Netherlands Holding Company, LLC (refer to 1 for ownership).
- (29) 99.99 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Diebold, while the remaining .01 percent are owned by Diebold.
- (30) 51 percent of voting securities are owned by Diebold Latin America Holding Company, Inc., which is 100 percent owned by Diebold.
- (31) 60 percent of voting securities are owned by Diebold Colombia, S.A. (refer to 14 for ownership) and 40 percent owned by Diebold Peru, S.r.L. (refer to 11 for ownership).
- (32) 99 percent of voting securities are owned by D&G Centroamerica, S. de R. L. (refer to 30 for ownership).
- (33) 99.85 percent of voting securities are owned by D&G Centroamerica, S. de R. L. (refer to 30 for ownership).
- (34) 99.99 percent of voting securities are owned by D&G Centroamerica, S. de R. L. (refer to 30 for ownership).
- (35) 99.99 percent of voting securities are owned by Procomp Industria Eletronica Ltda (refer to 24 for ownership), while the remaining .01 percent is owned by Diebold Brasil Ltda (refer to 29 for ownership).
- (36) 100 percent of voting securities are owned by Diebold ATM Cihazlari Sanayi Ve Ticaret A.S. (refer to 16 for ownership).
- (37)

99.98 percent of voting securities are owned by Diebold Self-Service Solutions Limited Liability Company (refer to 15 for ownership), while the remaining .02 percent is owned by Diebold Poland S.p. z.o.o. (refer to 5 for ownership).

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**Table of Contents**

- (38) 99.99 percent of voting securities are owned by Diebold, while the remaining .01 percent is owned by Diebold Holding Company, Inc., which is 100 percent owned by Diebold.
- (39) 100 percent of voting securities are owned by 1932780 Ontario Inc., which is 100 percent owned by The Diebold Company of Canada, Ltd., which is 100 percent owned by Diebold.
- (40) 100 percent of voting securities is owned by The Diebold Company of Canada, Ltd., which is 100 percent owned by Diebold.
- (41) 100 percent of voting securities are owned by Diebold Africa (Proprietary) Limited, which is 100 percent owned by Diebold Africa Investment Holdings (Proprietary) Limited, which is 100 percent owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.
- (42) 99.99 percent of voting securities are owned by Diebold Self-Service Solutions Limited Liability Company (refer to 15 for ownership), while the remaining .01 percent is owned by Diebold Switzerland Holding Company, LLC, which is 100 percent owned by Diebold.
- (43) 100 percent of voting securities are owned by Diebold Self Service Systems (refer to 2 for ownership).

**Duration and Corporate Purpose of Diebold**

Diebold was established for an unlimited period of time.

According to Article Third of Diebold's Articles of Incorporation, Diebold's objective and business purposes are to carry on a general manufacturing business, including, but not limited to, the manufacture, sale, erection, disposal of and dealing in and with all kinds of safes, locks, vaults, office equipment and systems, burglar-resisting, fire-resisting and protective materials, equipment and devices, structural materials, metal houses and all manner of steel and other metal products; to carry on any of said kinds of business, or any other, either as a manufacturer or as a wholesale or retail dealer; to acquire, by purchase, lease or in any other manner, and to construct, equip, maintain, use and operate stores, storehouses, offices, shops, factories or other works or places of business, or any property, real or personal, necessary or convenient for any purpose or business of Diebold, and freely to dispose of any thereof in any lawful manner; to apply for, acquire, register, adopt, own, hold, control and operate under, and to sell, grant or assign, or grant, lease or assign licenses or rights under, any patents, patent rights, licenses, shop rights, trademarks, trade names, copyrights, formulas, or any other rights of like nature, in connection with or for the purposes of any business of Diebold; to acquire, hold and freely dispose of, or otherwise use or deal with, shares or securities of other corporations; to make payment for any property, real or personal, or any estates or interests, therein, acquired in any manner, either with cash or with shares, bonds, or other securities of Diebold, or with other property, or with any or all thereof; to render financial assistance to any other corporation in which Diebold is interested, or which is interested in Diebold, and in connection therewith, to any extent not expressly prohibited by law, to guarantee or become surety or indemnitor for or of the performance or payment of any obligation or undertaking or the discharge of any liability of any such affiliated corporation; to act as agent, factor, jobber or broker for the manufacture or sale of any goods, merchandise or products of any kind whatsoever, of others; and generally to do any and all things, properly incident to or convenient for or in connection with any of the businesses, purposes or activities hereinabove enumerated or any other business in which Diebold may engage. However, neither the foregoing enumeration of purposes and powers, nor any other enumeration of powers elsewhere in the articles of incorporation contained, shall be deemed exclusive, nor a limitation of these powers which may be possessed or exercised by Diebold, nor shall any of the particular purposes or powers be deemed to limit, restrain, restrict or exclude any other purposes or powers, which Diebold might otherwise have, possess or exercise; but Diebold shall have and possess, and may exercise, all powers that a corporation may lawfully have, possess and exercise under the laws of the State of Ohio, and, to the extent authorized or permitted by said laws, shall have and possess, and may exercise, all capacity and powers possessed by natural persons to carry on business and perform all acts, within or without the State of Ohio.

**Transfer Agent and Registrar**

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The transfer agent and registrar for Diebold common shares is Wells Fargo Shareowner Services. The address and telephone number of Wells Fargo Shareowner Services are: P.O. Box 64874, St. Paul, MN 55164-0874, Tel: +1 (855) 598-5492.

-205-

**Table of Contents**

**Independent Registered Public Accounting Firm**

KPMG LLP is Diebold's independent registered public accounting firm. The financial statements of Diebold as of December 31, 2014 and 2013 and for each of the three years in the three-year period ended December 31, 2014 have been audited by KPMG LLP in accordance with the standards of the Public Company Accounting Oversight Board (United States). See the section of this prospectus titled "Experts." The address of KPMG LLP is Suite 2600, 1375 East Ninth Street, Cleveland, Ohio 44114.

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**Table of Contents**

**DESCRIPTION OF DIEBOLD COMMON SHARES AND APPLICABLE REGULATIONS**

*The following description of material terms of the common shares of Diebold is a summary of certain terms, does not purport to be complete and is qualified in its entirety by reference to the applicable provisions of the ORC, and to the articles of incorporation and the code of regulations of Diebold, which are filed as exhibits to this prospectus.*

**Authorized Shares; Outstanding Shares**

Diebold is authorized to issue 125,000,000 common shares, par value \$1.25 per share, of which 64,993,700 shares were outstanding as of November 20, 2015, and approximately 77,933,936 are expected to be outstanding upon completion of the business combination, assuming that all of the outstanding Wincor Nixdorf ordinary shares are validly tendered in the offer and not properly withdrawn. As of November 20, 2015, Diebold held 14,692,056 of its common shares in treasury. Diebold is also authorized to issue 1,000,000 serial preferred shares, without par value, which we refer to as the serial preferred shares, of which none were outstanding as of November 20, 2015 or are expected to be outstanding upon completion of the business combination. All outstanding shares are fully-paid.

Except as otherwise expressly required by law, the Diebold common shares and all rights thereunder will be governed by and construed in accordance with the laws of the State of Ohio, United States of America.

**Shares Reserved For Issuance**

Diebold has common shares reserved for issuance in connection with its Amended and Restated 1991 Equity and Performance Incentive Plan, as amended and restated as of February 12, 2014, or the 1991 Plan. To cover the exercise and/or vesting of its share-based payments, Diebold generally issues new shares from its authorized, unissued share pool, but it may also issue shares from treasury. The number of common shares that may be issued pursuant to the 1991 Plan was 9,126,005, of which 5,532,005 shares and 4,808,252 shares were available for issuance at December 31, 2014 and September 30, 2015, respectively.

**Diebold Common Shares**

***Dividends***

The holders of Diebold common shares are entitled to receive such dividends as Diebold's directors from time to time may declare out of funds legally available. Entitlement to dividends is subject to the preferences granted to other classes of securities Diebold has or may have outstanding in the future, including any serial preferred shares, and may be restricted by the terms of Diebold's debt instruments.

Diebold may not issue any certificates for fractions of shares upon any occasion of the declaration, issuance and distribution of a dividend payable in shares; but all such fractions to which any shareholder might otherwise be entitled in connection with any such declaration, issuance, distribution or exchange will be eliminated and disposed of by such method, authorized, permitted or not prohibited by law, as may be determined by Diebold's board of directors. Notwithstanding the foregoing, if the conditions to the offer are satisfied or, where permissible, waived, the offer will be consummated in exchange for new Diebold common shares, with each Wincor Nixdorf ordinary share converted into 0.434 Diebold common shares (in addition to the cash component of \$38.98 per Wincor Nixdorf ordinary share).

***Voting Rights; Amendments to the Articles of Incorporation***



The holders of Diebold common shares are entitled to one vote for each share upon all matters presented to the shareholders, and, upon proper notice, are entitled to cumulative voting rights (if invoked) in the election of directors.

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**Table of Contents**

Under the ORC, shareholders may adopt an amendment to the articles of incorporation by the affirmative vote of the holders of shares entitling them to exercise two-thirds of the voting power of the corporation on the proposal, unless the articles otherwise provide. Diebold's articles of incorporation do not alter this default amendment process.

Under Section 1701.71 of the ORC, an amendment to the articles of incorporation that purports to do any of the following with respect to Diebold common shares would require the separate approval of the shareholders affected by the amendment: (i) increase or decrease the par value of the issued and unissued shares (if the amendment would reduce or eliminate the stated capital of the corporation), (ii) change issued stock of a class into a lesser number of shares or into the same or a different number of shares of any other class theretofore or then authorized (or so change any other class of capital stock if the amendment would reduce or eliminate the stated capital of the corporation), (iii) change the express terms of, or add express terms to, the shares of a class in any manner substantially prejudicial to the holders of such shares, (iv) change the express terms of issued shares of any class senior to the particular class in any manner substantially prejudicial to the holders of shares of the particular class, (v) authorize shares of another class that are convertible into, or authorize the conversion of shares of another class into, such class, or authorize the directors to fix or alter conversion rights of shares of another class that are convertible into such class, (vi) provide that the stated capital of the corporation will be reduced or eliminated as a result of an amendment described under (i) or (ii) above, or provide, in the case of an amendment described in under (v) above, that the stated capital of the corporation will be reduced or eliminated upon the exercise of such conversion rights, (vii) change substantially the purpose of the corporation, or provide that thereafter an amendment to the corporation's articles of incorporation may be adopted that changes substantially the purposes of the corporation, or (viii) change the corporation into a nonprofit corporation. Under Section 1701.83 of the ORC, if a combination or majority share acquisition involves the issuance or transfer by the acquiring corporation of a number of its shares that would entitle holders of such shares to exercise one-sixth or more of the voting power of the corporation after the consummation of such transaction, the transaction must be approved at a meeting held for the purpose by an affirmative vote of two-thirds of the voting power of the corporation, or a different proportion of the voting power not less than a majority, as the articles of incorporation provide.

Section 1701.70 of the ORC sets forth certain instances in which the directors of a corporation may adopt an amendment to the articles of incorporation, including (i) when and to the extent authorized by the articles of incorporation, determining the rights of a class of shares that has not yet been issued, (ii) authorizing sufficient shares to satisfy the conversion rights of convertible security holder and/or of option rights holders as set forth in the articles of incorporation or approved by requisite shareholder vote, (iii) reducing the number of authorized shares in response to redemptions or surrenders of shares, (iv) eliminating any reference to a change of shares following an amendment to the articles of incorporation changing such shares, and (v) eliminating, following a merger in which the surviving or new corporation is a domestic corporation, any provisions pertaining exclusively to that merger and any other appropriate changes required by that elimination. The ORC also provides for several other instances in which the directors of a corporation may adopt an amendment to the articles of incorporation that applies to corporations that have more than 100 shareholders of record, were created on or after May 16, 2002, or have passed amendments to the articles of incorporation authorizing the directors to adopt such amendments to the articles of incorporation. These include (i) changing the name of the corporation, (ii) changing the location within the State of Ohio of the corporation's principal place of business, and (iii) under certain circumstances, increasing the number of authorized shares and decreasing the par value of shares as necessary to execute a stock dividend or stock split, as applicable.

***Meetings of Shareholders***

Annual shareholder meetings are held at a time and place designated by the board of directors or, in the absence of a designation by the board of directors, the Chairman of the Board, the CEO, the President or the Secretary. The board of directors may also choose to hold the meeting solely by means of communications equipment that enables the

shareholders (and proxyholders) to participate in the meeting and to vote on matters submitted to the shareholders.

-208-

## **Table of Contents**

Special meetings of shareholders may be called by the Chairman of the Board, the CEO, the President or by the board of directors or by written order of a majority of the directors or by the executive committee, if there is one. Special meetings can also be called by the Chairman of the Board, the CEO, the President, the Vice President, or the Secretary, when requested in writing by the holders of a majority of the shares of the corporation at the time entitled to exercise voting power in the election of directors.

Written notice indicating the time, place, and purpose of every annual or special meeting must be given to each Diebold shareholder of record entitled to vote at such meeting between seven and 60 days prior to the meeting.

### ***Conversion Rights***

No conversion, redemption or sinking fund provisions apply to Diebold common shares, and the holders of Diebold common shares are not subject to calls or assessments by Diebold.

### ***Preemptive Rights***

Holders of Diebold common shares are not entitled to preemptive or subscription rights with respect to any sale, exchange, offering or issuance of shares or other securities of Diebold.

### ***Cumulative Voting***

Upon proper notice, the holders of Diebold common shares are entitled to cumulative voting rights (if invoked) in the election of directors.

### ***Form and Certification***

Diebold common shares are registered shares, uncertificated and held in book-entry form through The Depository Trust Company, 55 Water Street, New York, NY 10041, and will also be represented by global certificates deposited with Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany.

### ***Existing Quotation***

Diebold common shares are listed and traded on the NYSE under the trading symbol DBD.

### ***Transferability***

Diebold common shares are transferable in accordance with applicable law. As of the consummation of the offer, and subject to applicable law, trading of Diebold common shares will not be subject to any prohibitions on disposals or any restrictions with respect to the transferability of the Diebold common shares.

### ***Transfer Agent, Paying Agent and Registrar***

The transfer agent and registrar for Diebold common shares is Wells Fargo Shareowner Services. The address and telephone number of Wells Fargo Shareowner Services are: P.O. Box 64874, St. Paul, MN 55164-0874, Tel: +1 (855) 598-5492

### **Serial Preferred Shares**

The Diebold board of directors is authorized to issue, by resolution and without any action by shareholders, up to 1,000,000 serial preferred shares. All serial preferred shares will be of equal rank. Dividends on serial preferred shares will be cumulative and will have a preference to Diebold common shares. Each share of each

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**Table of Contents**

series will be identical with all other shares of such series, except as to the date from which dividends are cumulative. So long as any serial preferred shares are outstanding, no dividends may be paid on, and Diebold may not redeem or retire, any Diebold common shares or other securities ranking junior to the serial preferred shares unless all accrued and unpaid dividends on the serial preferred shares will have been paid. In the event of a liquidation, dissolution or winding up, holders of serial preferred shares will be entitled to receive, before any amounts are paid or distributed in respect of any securities junior to the serial preferred shares, the preferential amount fixed by the board of directors, plus the amount of all accrued and unpaid dividends. The holders of serial preferred shares will be entitled to one vote for each share of such stock upon all matters presented to the shareholders and, except as otherwise provided or required by law, the holders of serial preferred shares and the holders of Diebold common shares will vote together as one class on all matters. The board of directors will have the power to establish the designations, dividend rate, conversion rights, terms of redemption, liquidation price payable, sinking fund terms and all other preferences and rights (except voting rights) of any series of serial preferred shares. Any issuance of serial preferred shares may adversely affect certain rights of the holders of Diebold common shares and may render more difficult certain unsolicited or hostile attempts to take over Diebold.

**Changes in Authorized Share Capital**

Diebold is authorized to issue 125,000,000 common shares, par value \$1.25 per share, of which 64,993,700 Diebold common shares were outstanding as of November 20, 2015, and approximately 77,933,936 are expected to be outstanding upon completion of the business combination, assuming that all of the outstanding Wincor Nixdorf ordinary shares are validly tendered in the offer and not properly withdrawn. As of November 20, 2015, Diebold held 14,692,056 of its common shares in treasury. Diebold is also authorized to issue 1,000,000 serial preferred shares, without par value, which we refer to as the serial preferred shares, of which none were outstanding as of November 20, 2015 or are expected to be outstanding upon completion of the business combination. All outstanding shares are fully-paid.

Under the amended and restated articles of incorporation, adopted at a meeting of the board of directors on February 10, 1989, Diebold was authorized to issue 26,000,000 shares consisting of 1,000,000 serial preferred shares without par value and 25,000,000 common shares, with a par value of \$1.25 per share.

A meeting of the shareholders held on April 3, 1996 increased Diebold's authorized number of common shares from 25,000,000 to 125,000,000, holding the par value at \$1.25 per share.

A meeting of the board of directors held on January 28, 1999 established a series of 125,000 serial preferred shares designated as series A junior participating preferred shares.

**General Provisions Governing a Change in Authorized Share Capital; Issuance of Shares**

The ORC provides that the authorized number of shares of an Ohio corporation must be set forth in the articles of incorporation. Under the ORC, Diebold's shareholders may authorize an additional number of shares by approving an amendment to the articles of incorporation in the manner described under Voting Rights; Amendments to the Articles of Incorporation.

Section 1701.14 of the ORC provides that, except as otherwise provided by law, the articles of incorporation, or the code of regulations, the directors of a corporation may determine the time when, the terms under which, and the considerations for which the corporation issues, disposes of, or receives subscriptions for, its shares, including treasury shares. Under Diebold's code of regulations, the board of directors has authority to make such rules and regulations as it deems expedient concerning the issuance, transfer and registration of certificates for shares and the

shares represented thereby. The board of directors may at any time, by resolution, provide for the opening of transfer books for the making and registration of transfers of shares of Diebold in any State of the United States or in any foreign country, and may employ and appoint and remove, at its discretion, any agent or agents to keep the records of its shares or to transfer or to register shares, or to perform all of said functions, at any place that the board of directors may deem advisable.

## **Table of Contents**

According to the NYSE listed company manual, shareholder approval is required prior to the issuance of common stock, or of securities convertible into or exercisable for common stock, in any transaction or series of related transactions if:

the common stock has, or will have upon issuance, voting power equal to or in excess of 20 percent of the voting power outstanding before the issuance of such stock or of securities convertible into or exercisable for common stock; or

the number of shares of common stock to be issued is, or will be upon issuance, equal to or in excess of 20 percent of the number of shares of common stock outstanding before the issuance of the common stock or of securities convertible into or exercisable for common stock.

However, shareholder approval will not be required for any such issuance involving (a) any public offering for cash, or (b) any bona fide private financing, so long as such private financing involves a sale of (i) common stock, for cash, at a price at least as great as each of the book and market value of the issuer's common stock, or (ii) securities convertible into or exercisable for common stock, for cash, if the conversion or exercise price is at least as great as each of the book and market value of the issuer's common stock. Shareholder approval is, however, required prior to an issuance that will result in a change of control of the issuer.

Under the ORC, any merger, consolidation or sale of substantially all of the assets of a corporation must be approved by the board of directors and then by an affirmative vote of two-thirds of the voting power of the corporation. If a combination or majority share acquisition involves the issuance or transfer by the acquiring corporation of a number of its shares that would entitle holders of such shares to exercise one-sixth or more of the voting power of the corporation after the consummation of such transaction, the transaction must be approved at a meeting held for this purpose by an affirmative vote of two-thirds of the voting power of the corporation, or a different proportion of the voting power not less than a majority, as the articles of incorporation provide.

## **General Provisions Governing a Liquidation of Diebold; Liquidation Distributions**

Section 1701.86 of the ORC provides that a corporation may be voluntarily dissolved by an affirmative vote of the holders of shares entitling them to exercise two-thirds of the voting power of the corporation on such proposal. In the event of such dissolution, the corporation must provide notice of the dissolution via certified mail to all creditors and claimants against the corporation. If Diebold were to dissolve and, accordingly, be liquidated, holders of Diebold common shares would be entitled to share in any assets of Diebold remaining after satisfaction in full of its liabilities and satisfaction of such dividend and liquidation preferences of holders of other classes of securities of Diebold, including any serial preferred shares.

## **Purchase of Own Shares**

The board of directors can authorize Diebold to purchase or to redeem shares of Diebold at any time and for any reason in exchange for consideration determined by the board of directors and not specifically prohibited by law. Diebold has a share repurchase plan that was established in 1997. As of September 30, 2015, Diebold had repurchased 13,450,772 of the 15,876,949 shares currently approved for repurchase under the share repurchase plan.

## **Exclusion of Minority Shareholders**



Under Section 1701.80 of the ORC, a subsidiary corporation may be merged into a parent corporation owning 90 percent or more of each class of the outstanding shares of the subsidiary upon approval of each board of directors. The agreement need not be adopted by the shareholders of either corporation.

Section 1701.801 of the ORC provides a parallel provision for parent corporations merging into a subsidiary of which it owns 90 percent or more of each class of the outstanding shares. In these instances, the merger agreement must be approved by both boards of directors, as well as an affirmative two thirds vote of the shareholders of the disappearing parent corporation. There need not be approval by the shareholders of the surviving subsidiary.

## **Table of Contents**

### **Advance Notification Requirements**

For business to be properly requested by a Diebold shareholder to be brought before an annual meeting, the shareholder must:

be a shareholder of record of Diebold at the time of the giving of the notice for such annual meeting;

be entitled to vote at such meeting;

have given timely notice thereof in writing to the secretary of Diebold; and

have delivered a proxy statement and form of proxy to the holders of at least the percentage of shares of Diebold entitled to vote required to approve such business that the shareholder proposes to bring before the annual meeting and included in such materials the proposal solicitation notice, if the shareholder, or the beneficial owner on whose behalf any business is brought before the meeting, has provided Diebold with such a proposal solicitation notice.

To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of Diebold not less than 60 nor more than 90 calendar days prior to the first anniversary of the date on which Diebold first mailed its proxy materials for the preceding year's annual meeting of shareholders; provided, however, that if the date of the annual meeting is advanced more than 30 calendar days prior to or delayed by more than 30 calendar days after the anniversary of the preceding year's annual meeting, notice by the shareholder to be timely must be so delivered not later than the close of business on the later of the 90th calendar day prior to such annual meeting or the 10th calendar day following the day on which public announcement of the date of such meeting is first made.

### **Reporting Requirements for Shareholders, Directors and Officers**

Holders of Diebold common shares are subject to certain reporting requirements under the Exchange Act.

Shareholders owning more than 5 percent of any class of equity securities registered pursuant to Section 12 of the Exchange Act must comply with disclosure obligations under Section 13 of the Exchange Act. Sections 13(d) and 13(g) of the Exchange Act require any person or group of persons who owns or acquires beneficial ownership of more than 5 percent of certain classes of equity securities to file ownership reports with the SEC on either Schedule 13D or (for passive investors) the short form Schedule 13G.

If the shareholder is required to file a report on Schedule 13D, such a report must include information on, inter alia, the acquisition of securities by which the shareholder exceeded the 5 percent threshold and be filed within 10 days after the acquisition. The schedule is filed with the SEC and is provided to the issuer, as well as to each stock exchange on which the security is traded. Schedule 13D is often filed in connection with a tender offer. Any material changes in the facts contained in the schedule necessitates the prompt filing of an amendment. Schedule 13G is a shorter alternative to Schedule 13D, which is available to beneficial owners of more than 5 percent of a class of securities that are considered passive investors. Generally, passive investors are investors that do not intend to control or change the control of a company. A Schedule 13G filing has different information and timing requirements than a Schedule 13D filing.

A filer must, among other things, amend a Schedule 13G promptly upon acquiring beneficial ownership of more than 10 percent of a registered class of equity securities and must thereafter promptly amend the Schedule 13G upon increasing or decreasing its beneficial ownership by more than 5 percent of the class. A Schedule 13G filer must change to filing Schedule 13D within 10 days after beneficial ownership first equals or exceeds 20 percent of the class and is prohibited from voting or acquiring additional securities of the class until 10 days after the Schedule 13D is filed. Directors and officers of the issuer are not eligible to use Schedule 13G.

Directors and officers of the issuer with a registered class of equity securities, and any person or group that has beneficial ownership of more than 10 percent of such class, face additional requirements regarding the

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**Table of Contents**

disclosure of ownership and equity trading. Each such director, officer, person or group will be considered an insider under Section 16(a) of the Exchange Act and the rules and regulations promulgated thereunder. Insiders must make an initial filing on Form 3 within 10 days after the filer's becoming an insider and must disclose beneficial ownership of all securities of the issuer. Insiders must also file Form 4 reports disclosing transactions resulting in a change in beneficial ownership within two business days following the execution date of the transaction, except for limited types of transactions eligible for deferred reporting on Form 5. In addition, insiders are required to report on Form 5 within 45 days after the issuer's fiscal year-end any transactions or holdings that should have been, but were not, reported on Form 3 or 4 during the issuer's most recent fiscal year and any transactions eligible for deferred reporting.

If Diebold common shares are admitted to trading on the Frankfurt Stock Exchange, Diebold will be subject to the provisions of the German Securities Trading Act (*Wertpapierhandelsgesetz*) applicable to German domestic issuers (*Inlandsemittenten*) governing disclosure requirements for shareholdings. See the section of this prospectus titled "Comparison of Holders' Rights: Disclosure of Significant Ownership of Shares."

**Certain Requirements Regarding Business Combinations; Anti-Takeover Statutes*****Authorization and Approval in Effecting a Combination or Majority Share Acquisition***

Section 1701.83 of the ORC requires directors of the acquiring corporation to authorize a business combination or majority share acquisition that involves the issuance or transfer by the acquiring corporation of a number of its shares that would entitle holders of such shares to exercise one-sixth or more of the voting power of the corporation after the consummation of such transaction. Such a transaction must be approved at a meeting held for the purpose by an affirmative vote of two-thirds of the voting power of the corporation, or a different proportion of the voting power not less than a majority, as the articles of incorporation provide. Diebold's articles of incorporation do not specify a different proportion of the voting power to approve such a transaction. Notice of a meeting for such purpose, accompanied by a copy or summary of the proposed combination or majority share acquisition, must be given to all shareholders. The directors of the acquiring company may abandon such combination or majority share acquisition on the ground that Section 1701.83 has not been complied with, if authorized to do so by the terms of the combination or majority share acquisition.

***Business Combinations with Interested Shareholders***

Chapter 1704 of the ORC applies to a broad range of business combinations between an Ohio corporation and an interested stockholder. Chapter 1704 is triggered by the acquisition of 10 percent of the voting power of a subject Ohio corporation. The prohibition imposed by Chapter 1704 continues indefinitely after the initial three-year period unless the subject transaction is approved by the requisite vote of the shareholders or satisfies statutory conditions relating to the fairness of consideration received by shareholders who are not interested in the subject transaction. During the initial three-year period, the prohibition is absolute absent prior approval by the board of directors of the acquisition of voting power by which a person became an interested stockholder or absent approval of the subject transaction. Chapter 1704 may be made inapplicable to a company by its articles of incorporation. Diebold's articles of incorporation do not provide that this statute is inapplicable to Diebold.

***Control Share Acquisition***

Section 1701.831 of the ORC also provides protection to shareholders against unfriendly and coercive takeover efforts. Section 1701.831 provides that certain notice and informational filings and special shareholder meeting and voting procedures must be complied with prior to completion of a proposed control share acquisition, which is defined as any acquisition of an issuer's shares which would entitle the acquirer, immediately after such acquisition, directly or

indirectly, to exercise or direct the exercise of voting power of the issuer in the election of directors within certain ranges of voting power. Assuming compliance with the notice and information filings prescribed by statute, the proposed control share acquisition may be made only if, at a duly convened special meeting of shareholders, the acquisition is approved by both a majority of the voting

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**Table of Contents**

power of the issuer represented at the meeting and a majority of the voting power remaining after excluding the combined voting power of the intended acquirer and the directors and officers of the issuer. Section 1701.831 may be made inapplicable to a company by its articles of incorporation. Diebold's articles of incorporation do not provide that this statute is inapplicable to Diebold.

***Ohio Anti-Greenmail Statute***

Pursuant to Section 1707.043 of the ORC, a public corporation formed in Ohio may recover profits that a shareholder makes from the sale of the corporation's securities within 18 months after making a proposal to acquire control or publicly disclosing the possibility of a proposal to acquire control. The corporation may not, however, recover from a person who proves either (i) that his sole purpose in making the proposal was to succeed in acquiring control of the corporation and there were reasonable grounds to believe that he would acquire control of the corporation or (ii) that his purpose was not to increase any profit or decrease any loss in the securities. This statute may be made inapplicable to a company by its articles of incorporation or code of regulations. Neither of Diebold's articles of incorporation or code of regulations provide that this statute is inapplicable to Diebold.

***Tender Offer Statute***

Section 1707.041 of the ORC requires any person making a tender offer for a corporation having its principal place of business in Ohio to comply with certain filing, disclosure and procedural requirements. The disclosure requirements include a statement of any plans or proposals that the offeror, upon gaining control, may have to liquidate the subject company, sell its assets, effect a merger or consolidation, establish, terminate, convert, or amend employee benefit plans, close any plant or facility of the subject company or of any of its subsidiaries or affiliates, or make any other major change in its business, corporate structure, management personnel, or policies of employment.

***Authority and Duties of Directors***

Section 1701.59 of the ORC provides that except where the law, the articles, or the regulations of a corporation require action to be authorized or taken by shareholders, all of the authority of a corporation is exercised by or under the direction of its directors. For their own government, the directors may adopt bylaws that are not inconsistent with the articles or the regulations. The selection of a time frame for the achievement of corporate goals shall be the responsibility of the directors.

Under the ORC, each executive officer and director occupies a position of trust in relation to his or her corporation. Such relationship imposes fiduciary duties, which include a duty of loyalty and a duty of care. Each executive officer and director must consider a broad spectrum of interests. Section 1701.59 of the ORC provides that a director, in determining what he reasonably believes to be in the best interests of the corporation, will consider the interests of the corporation's shareholders and, in his or her discretion, may consider the interests of the corporation's employees, suppliers, creditors and customers and certain other interests. Therefore, in evaluating compliance with the duty of care, Ohio courts apply the business judgement rule and will not inquire into the wisdom of actions taken by directors in the absence of fraud, bad faith or abuse of discretion. If executive officers or directors breach their duties to the corporation, they may be liable to the corporation for damages. Pursuant to Section 1701.59(E) of the ORC, a director is liable in damages only if it is proved by clear and convincing evidence that the action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the corporation or undertaken with reckless disregard for the best interests of the corporation. However, this does not affect the duties of a director who is acting in some other capacity. Section 1701.13 of the ORC and Article XIII of Diebold's code of regulations provide for the indemnification of Diebold's directors, officers and employees in certain circumstances described in the section of this prospectus titled "Comparison of Holders' Rights."



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**Table of Contents****CORPORATE GOVERNANCE STRUCTURE OF DIEBOLD****Overview**

Diebold has a single-tier governing system. Its primary governing body, the board of directors, sets the policies of Diebold and directs its activities in accordance with Diebold's articles of incorporation, its code of regulations, the ORC, and other applicable laws and regulations. The board of directors has delegated certain of its authorities to committees, including Diebold's Audit Committee, the Board Governance Committee, the Compensation Committee, the Finance Committee, and the Technology Strategy and Innovation Committee. Diebold's directors are elected by the shareholders of Diebold and hold office for a term of one year from the date of the annual meeting of shareholders or until election or qualification of a successor. Diebold's code of regulations requires that the board of directors be composed of not more than 10 persons and not less than five persons. Diebold intends to increase the size of its board of directors following the closing date as described in the section of this prospectus titled "Corporate Governance Structure of Diebold after the Business Combination." For more information on the directors of Diebold, see "Directors" below.

Diebold's board of directors elects executive officers of Diebold from time to time. The term of office of the executive officers is one year and until their respective successors are elected and qualified, except if any such officer is elected to fill a vacancy, who will serve until the first meeting of the board of directors after the next annual meeting of shareholders. According to Article V of Diebold's code of regulations, the CEO has responsibility for the general and active management of Diebold's business and the general powers and duties of management usually vested in the chief executive officer of an Ohio corporation. The CEO may employ and discharge employees and agents, except for those that must be appointed by the board of directors, and may delegate these powers. The Chairman of the Board presides at all meetings of the shareholders and of the directors. Since 2006, Diebold has separated the roles of its CEO and its Chairman of the Board positions, but may reevaluate the separation after 2015. For more information on the executive officers of Diebold, see "Executive Officers" below.

Under the ORC, each executive officer and director occupies a position of trust in relation to his or her corporation. Such relationship imposes fiduciary duties, which include a duty of loyalty and a duty of care. Each executive officer and director must consider a broad spectrum of interests. Section 1701.59 of the ORC provides that a director, in determining what he reasonably believes to be in the best interests of the corporation, will consider the interests of the corporation's shareholders and, in his or her discretion, may consider the interests of the corporation's employees, suppliers, creditors and customers and certain other interests. Therefore, in evaluating compliance with the duty of care, Ohio courts apply the business judgment rule and will not inquire into the wisdom of actions taken by directors in the absence of fraud, bad faith or abuse of discretion. If executive officers or directors breach their duties to the corporation, they may be liable to the corporation for damages. Pursuant to Section 1701.59(E) of the ORC, a director is liable in damages only if it is proved by clear and convincing evidence that the action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the corporation or undertaken with reckless disregard for the best interests of the corporation. However, this does not affect the duties of a director who is acting in some other capacity. Under Rule 23.1 of the Ohio Rules of Civil Procedure, or the ORCP, a shareholder may bring a derivative action on behalf of a corporation to enforce the rights of the corporation. The ORCP requires, amongst other things, that the derivative plaintiff make a demand on the directors of the corporation to assert the corporate claim before the suit may be prosecuted by the derivative plaintiff, unless the derivative plaintiff pleads sufficient reasons for his or her not making such an effort. Further, the derivative plaintiff must fairly and adequately represent the interests of the shareholders similarly situated in enforcing the right of the corporation. Section 1701.13 of the ORC and Article XIII of Diebold's code of regulations provide for the indemnification of Diebold's directors, officers and employees in certain circumstances described in the section of this prospectus titled "Comparison of Holders Rights."



Pursuant to Section 1701.60 of the ORC, no transaction is void or voidable because it is between or affects the corporation and one or more of its directors or officers or in which one or more of such directors or officers have a financial or personal interest, if (1) the material facts as to his or her relationship or interest and the

**Table of Contents**

transaction are disclosed and a majority of disinterested directors consents; (2) the material facts are disclosed as to his or her relationship or interest and the transaction and a majority of shares entitled to vote thereon consents; or (3) the transaction is fair to the corporation at the time it is authorized by the board of directors, a committee of the board of directors or the shareholders.

Under applicable law, certain actions by Diebold must be approved by the shareholders of Diebold. For a more detailed discussion, see the sections of this prospectus titled Description of Diebold Common Shares and Applicable Regulations and Comparison of Holders Rights.

**Directors**

Unless otherwise indicated in this prospectus, the business address of each director of Diebold is Diebold, Incorporated, 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, and their telephone number at that location is +1 (330) 490-4000. Diebold's directors hold office for a term of one year from the date of the annual meeting of shareholders or until election or qualification of a successor. The directors of Diebold are:

<b>Name, Term and Age</b>	<b>Position, Principal Occupation, Business Experience and Directorships Last Five Years, and Qualifications to Serve</b>
<b>Patrick W. Allender</b>	<u>February 2007</u> : Retired Executive Vice President, Chief Financial Officer and Secretary, Danaher Corporation, Washington, D.C. (diversified manufacturing).

Director since 2011

Currently a director of Brady Corporation, Milwaukee, Wisconsin (identification solutions) since 2007, where he serves as Chair of the Finance Committee, and a member of the Audit and Nominating Committees; and Colfax Corporation, Fulton, Maryland (diversified manufacturing) since 2008, where he serves as Chair of the Governance Committee and a member of the Audit Committee.

Age 69

Chair of our Audit Committee and member of our Finance Committee.

Mr. Allender's 18 years as Chief Financial Officer of a large publicly-traded company with global operations provides our board with valuable expertise in financial reporting and risk management. In addition, as a result of Mr. Allender's public accounting background, including as audit partner of a major accounting firm, he is exceptionally qualified to serve as Chair of our Audit Committee.

<b>Phillip R. Cox</b>	<u>1972 Present</u> : President and Chief Executive Officer, Cox Financial Corporation, Cincinnati, Ohio (financial planning and wealth management services).
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Director since 2005

Age 67

Currently a director of Cincinnati Bell Inc., Cincinnati, Ohio (telecommunications) since 1993, where he has served as Chairman of the Board since 2003 and where he serves as a member of the Audit and Finance, Compensation, and Governance and Nominating Committees; Touchstone Investments, Cincinnati, Ohio (mutual fund company) since 1993, where he has served as Chairman of the Board since 2008; and The Timken Company, Canton, Ohio (engineered steel products) since 2004, where he has served as a member of the Audit Committee since 2004, and served as Chair of the Finance Committee from 2004 2011.

Chair of our Compensation Committee and member of our Board Governance Committee.

Mr. Cox's 43 years of experience as a president and Chief Executive Officer in the financial services industry, as well as his experience as a director on the boards of several government-regulated businesses, a global manufacturing company, and the Federal Reserve Bank of Cleveland, provides the board with experience relevant to many key aspects of our business. Mr. Cox's experience as a Chief Executive Officer also imparts appropriate insight into executive compensation and succession planning issues that are ideal for the Chairman of our Compensation Committee.

**Table of Contents**

<b>Name, Term and Age</b>	<b>Position, Principal Occupation, Business Experience and Directorships Last Five Years, and Qualifications to Serve</b>
<b>Richard L. Crandall</b>	<u>2001 Present</u> : Managing Partner, Aspen Venture LLC, Aspen, Colorado (venture capital and private equity); <u>2007 Present</u> : Executive Chairman, Pelstar LLC, Chicago, Illinois (medical equipment manufacturing and sales); <u>1995 Present</u> : Chairman, Enterprise Software Roundtable, Aspen, Colorado (CEO roundtable for software industry).

Director since 1996

Age 72

Currently a director of R.R. Donnelley & Sons Company, Chicago, Illinois (interactive communications provider) since January 2012, where he serves as a member of the Governance, Responsibility and Technology Committee. Formerly a director of Novell, Inc. (infrastructure software) from 2003 2011, where he served as Chairman of the Board from 2008 2011; Claymore Dividend & Income Fund, Lisle, Illinois (management investment company) from 2004 2010; and Platinum Energy Solutions, Houston, Texas (energy services) from 2012 2013.

Chair of our Technology Strategy and Innovation Committee and member of our Board Governance Committee.

Mr. Crandall s extensive experience as an entrepreneur, leader and board member with several companies in the information technology and technology fields, and in the financial industry, including serving as chairman of a \$900 million global information technology business, brings diversity of thought to our board. Further, during his 19 years on our board, Mr. Crandall has provided immeasurable assistance to our technology-driven businesses. Mr. Crandall s background in the financial services industry and his information technology experience provides perspective on technology risks facing us, as well as our technology-related strategies.

<b>Gale S. Fitzgerald</b>	<u>December 2008</u> : Retired President and director, TranSpend, Inc., Bernardsville, New Jersey (total spend optimization).
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Director since 1999

Age 64

Currently a director of Health Net, Inc., Woodland Hills, California (managed healthcare) since 2001, where she serves as Chair of the Finance Committee and a member of the Audit Committee; and Cross Country Healthcare, Inc. Boca Raton, Florida (healthcare staffing) since 2007 where she serves as Chair of the Governance and Nominating Committee and a member of the Audit Committee.

Chair of our Board Governance Committee and member of our Audit Committee.

Ms. Fitzgerald's international experience as Chief Executive Officer in the information technology industry, Chief Executive Officer of a business unit of International Business Machines and the President and Chief Executive Officer of two privately-held consulting companies brings a well-rounded and diverse perspective to our board discussions and provides significant insight in critical areas that impact our company, including information technology, supply chain management, procurement solutions, human resources and compensation, strategic planning and operations management. With over 20 years of multiple board and committee experiences, Ms. Fitzgerald provides valuable insight to our board processes and deliberations, and she provides a unique point of view to our Board Governance and Audit Committees.

-217-

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**Table of Contents**

<b>Name, Term and Age</b>	<b>Position, Principal Occupation, Business Experience and Directorships Last Five Years, and Qualifications to Serve</b>
<b>Gary G. Greenfield</b>	<u>2013 Present</u> : Partner, Court Square Capital Partners, New York, New York (private equity); <u>2007 2013</u> : Chairman, CEO and President, Avid Technology, Inc., Burlington Massachusetts (digital media and entertainment).

Director since 2014

Age 60

Formerly a director of Vocus, Inc., Beltsville, Maryland (marketing and public relations software) where he served as Chair of the Nominating and Governance Committee from 2008 2014.

Member of our Finance and Technology Strategy and Innovation Committees.

Mr. Greenfield's proven senior executive experience in high technology industries, coupled with his exceptional ability to grow markets, both domestic and international, and develop products, provides the board with experience relevant to many key aspects of our business. Mr. Greenfield's strong skills at developing company vision and strategies in the evolving software development field strengthen the proficiency of our board in this area.

<b>Andreas W. Mattes</b>	<u>2013 Present</u> : President and Chief Executive Officer, Diebold, Incorporated; <u>2011 2013</u> : Senior Vice President, Global Strategic Partnerships, Violin Memory (computer storage systems); <u>2008 2011</u> : Senior Vice President and General Manager of Enterprise Services for the Americas, Hewlett-Packard Co. (computer technologies).
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Director since 2013

Age 54

As President and Chief Executive Officer of Diebold, Mr. Mattes' day-to-day leadership provides him with intimate knowledge of our operations that are a vital component of our board discussions.

<b>Robert S. Prather, Jr.</b>	<u>2012 Present</u> : Managing Director, Heartland Media (television broadcast); <u>1992 2012</u> : President and Chief Operating Officer, Gray Television, Inc. (television broadcast).
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Director since 2013

Age 71

Mr. Prather currently serves as lead independent director of GAMCO Investors, Inc. (asset management and financial services). Previously, Mr. Prather served as director of Bull Run Corporation (sports marketing and management), Draper Holdings Business Trust (television broadcasting trust), and Ryman Hospitality Properties, Inc. (real estate investment trust).

Member of our Audit and Finance Committees.

Mr. Prather brings significant acumen to the board as a result of his extensive, broad-based business background, and critical leadership and board roles in diverse industries. Particularly, Mr. Prather's long-term experience within the financial and investment services market brings valuable insight to the board. In addition, his knowledge and familiarity with the specific needs of companies within regulated industries further strengthens the proficiency of our board in that area.

-218-

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**Table of Contents**

<b>Name, Term and Age</b>	<b>Position, Principal Occupation, Business Experience and Directorships Last Five Years, and Qualifications to Serve</b>
<b>Rajesh K. Soin</b>	<u>1998 Present</u> : Chairman of the board and Chief Executive Officer, Soin International LLC, Beavercreek, Ohio (investment holding company); <u>2002 2008</u> : <u>Chairman of the Board and Chief Executive Officer, MTC Technologies, Inc. (military defense systems).</u>

Director since 2012

Member of our Compensation and Technology Strategy and Innovation Committees.

Age 67

Mr. Soin's experience as an entrepreneur is a tremendous asset. Mr. Soin has extensive experience in India, where we continue to focus on growth in that emerging market, and his engineering and software development background brings additional technical expertise to our board. Further, Mr. Soin's significant government contracting experience as the founder and Chairman of MTC Technologies Inc., a NASDAQ listed company before being acquired by BAE Systems, provides additional perspective in helping us grow our security business.

<b>Henry D.G. Wallace</b>	<u>August 2013 Present</u> : Non-executive Chairman of the Board, Diebold, Incorporated; <u>January 2013 August 2013</u> : Executive Chairman of the Board, Diebold, Incorporated
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Director since 2003

Currently a director of Lear Corporation, Southfield, Michigan (automotive components) since 2005, where he has served as non-executive Chairman of the Board since August 2010 and where he serves as a member of the Governance & Nominating, and Compensation Committees. Mr. Wallace also served as director of Hayes Lemmerz International Inc. (steel and aluminum wheels) from 2003 until February 2012; and Ambac Financial Group, Inc., New York, New York (financial guarantee insurance holding company) from 2004 until March 2013.

Age 70

Non-executive Chairman of the board and member of our Board Governance and Compensation Committees.

Mr. Wallace's experience in various senior leadership positions, including Chief Financial Officer of Ford Motor Company and President and Chief Executive Officer of Mazda Motor Corporation, bring a broad understanding of managing a global business. Further, Mr. Wallace's financial expertise, extensive experience in Europe, Latin America and Asia, and his demonstrated leadership on the boards of several publicly traded companies, is a tremendous asset to our board. As a result of Mr. Wallace's background as a Chief Financial Officer, he is exceptionally qualified to serve as our current non-executive Chairman of the Board and on our Board Governance and Compensation Committees, as



well as previously serving as Chair of our Audit Committee in 2012.

**Table of Contents**

<b>Name, Term and Age</b>	<b>Position, Principal Occupation, Business Experience and Directorships Last Five Years, and Qualifications to Serve</b>
<b>Alan J. Weber</b>	<u>2007</u> Present: Chief Executive Officer, Weber Group LLC, Greenwich, Connecticut (investment advisory); <u>2009</u> <u>2013</u> : Operating Partner, Arsenal Capital Partners, LLC, New York, New York (private equity).

Director since 2005

Age 66

Currently a director of Broadridge Financial Solutions, Inc., Lake Success, New York (investor communications, securities processing, and outsourcing) since 2007, where he serves as a member of the Audit Committee, and as Chairman of the Compensation Committee; and Sandridge Energy, Inc., Oklahoma City, Oklahoma (energy exploration and production) since 2013, where he serves as Chairman of the Nominating and Governance Committee.

Chair of our Finance Committee and member of our Audit Committee.

Mr. Weber's experience as a Chief Executive Officer and Chief Financial Officer in the financial industry, as well as 27 years of experience at Citibank, including 10 years as an Executive Vice President, provides a tremendous depth of knowledge of our customers and our industry. Further, Mr. Weber's experience as Chief Financial Officer of Aetna, Inc., an insurance services company, brings extensive financial expertise to both our Audit Committee and our Finance Committee.

**Compensation of Directors**

The following director compensation is determined by the board at the recommendation of the Board Governance Committee. With respect to non-employee directors, it is our goal to provide directors with fair and competitive compensation, while ensuring that their compensation is closely aligned with stockholder interests and with our performance.

The annual retainer received by the directors during 2014 remained the same as those paid in 2013. Accordingly, during 2014, our non-employee directors received an annual retainer of \$65,000 for their service as directors. Our non-executive Chairman of the Board received an additional annual retainer of \$100,000 (increased from \$90,000 effective May 1, 2014).

In addition to their annual retainers, our non-employee directors also received the following annual committee fees for their participation as members or as Chairs of one or more board committees:

	<b>Member</b>	<b>Chair</b>
Audit Committee	\$ 11,000	\$ 25,000
Compensation Committee	\$ 7,500	\$ 20,000
Board Governance Committee	\$ 7,500	\$ 15,000

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Investment Committee <sup>(1)</sup>	\$ 3,000	\$ 10,000
Technology Strategy and Innovation Committee	\$ 7,500	\$ 15,000

(1) In April 2015, the board formed the Finance Committee, which replaced our former Investment Committee. The varying fee amounts are intended to reflect differing levels of responsibility, meeting requirements and fiduciary duties. The fees for a director who joins or leaves the board or assumes additional responsibilities during the year are pro-rated for his or her period of actual service.

A director may elect to defer receipt of all or a portion of his or her cash compensation pursuant to the Deferred Compensation Plan No. 2 for directors.

-220-

**Table of Contents**

In addition to cash compensation, each non-employee director may also receive equity awards under our 1991 Plan. The aim of the board is to provide a balanced mix of cash and equity compensation to our directors that targets the directors' total pay at the median of a peer group of companies in similar industries and of comparable size and revenue. This peer group is the same one used by our Compensation Committee for benchmarking executive compensation, which is discussed in more detail below in Compensation Discussion and Analysis Role of Peer Companies and Competitive Market Data

Prior to 2007, our non-employee directors received stock option awards under the 1991 Plan. Those stock options that vested prior to December 31, 2005 are entitled to reload rights, under which an optionee can elect to pay the exercise price using previously owned shares and receive a new option at the then-current market price for a number of shares equal to those surrendered. The reload feature is only available, however, if the optionee agrees to defer receipt of the balance of the option shares for at least two years.

Beginning in 2007, our non-employee directors were awarded deferred common shares instead of stock options. We believe deferred shares strengthen the directors' ties to shareholder interests by providing awards that more effectively build stock ownership and ensure that the directors' long-term economic interests are aligned with those of other shareholders. In addition, the non-employee directors are subject to the Director Stock Ownership Guidelines, as discussed below.

In 2014, each non-employee director was awarded 3,162 deferred common shares, subject to a one year vesting condition. Each award approximated \$125,000 in value.

The following table details the cash retainers and fees received by our non-employee directors during 2014, as well as the aggregate grant date fair value of stock grants awarded during 2014 pursuant to our 1991 Plan:

**2014 Director Compensation**

<b>Name</b>	<b>Fees Earned or Paid in Cash<sup>(1)</sup> (\$)</b>	<b>Stock Awards<sup>(2)</sup> (\$)</b>	<b>All Other Compensation<sup>(3)</sup> (\$)</b>	<b>Total (\$)</b>
Patrick W. Allender	93,334	124,425	14,400	232,159
Roberto Artavia <sup>(4)</sup>	81,000	124,425	7,557	212,982
Bruce L. Byrnes <sup>(4)</sup>	82,667	124,425	17,620	224,712
Phillip R. Cox	85,333	124,425	26,360	236,118
Richard L. Crandall	82,833	124,425	26,762	234,020
Gale S. Fitzgerald	85,000	124,425	25,900	235,325
Gary G. Greenfield <sup>(5)</sup>	48,333	124,425	2,727	175,485
Robert S. Prather, Jr.	78,000	124,425	7,557	209,982
Rajesh K. Soin	79,000	124,425	11,295	214,720
Henry D. G. Wallace	175,667	124,425	28,315	328,407
Alan J. Weber	84,333	124,425	25,900	234,658

**Table of Contents**

- (1) This column reports the amount of cash compensation earned in 2014 for board and committee service, including board retainer amounts discussed above and the following committee fees earned in 2014 (partial amounts reflect pro-rated fees based on time of actual committee service during 2014, as well as an increase in committee and committee chair fees effective as of May 1, 2014):

Name	Audit Committee (\$)	Board Governance Committee (\$)	Compensation Committee (\$)	Investment Committee <sup>(6)</sup> (\$)	Technology Strategy and Innovation Committee (\$)
Patrick W. Allender	21,667	6,667			
Roberto Artavia <sup>(4)</sup>	11,000				5,000
Bruce L. Byrnes <sup>(4)</sup>	11,000	6,667			
Phillip R. Cox			17,333	3,000	
Richard L. Crandall			7,333	1,000	9,500
Gale S. Fitzgerald		12,667	7,333		
Gary G. Greenfield <sup>(5)</sup>					5,000
Robert S. Prather, Jr.	11,000			2,000	
Rajesh K. Soin		6,667	7,333		
Henry D. G. Wallace		6,667	7,333		
Alan J. Weber	11,000			8,333	

- (2) This column represents the aggregate grant date fair value computed in accordance with FASB Accounting Standards Codification, or ASC, Topic 718 for deferred shares granted to our non-employee directors in 2014, as further described above. Each director received 3,162 deferred shares as of April 24, 2014, with a closing price of our common shares on that date of \$39.35. The actual value a director may realize will depend on the stock price on the date the deferral period ends. As of December 31, 2014, the aggregate number of vested and unvested deferred shares held by our current directors was: Mr. Allender, 13,312; Mr. Artavia, 7,362; Mr. Byrnes, 16,112; Mr. Cox, 23,712; Mr. Crandall, 24,062; Ms. Fitzgerald, 23,312; Mr. Greenfield, 3,162; Mr. Prather, 7,362; Mr. Soin, 10,612; Mr. Wallace, 25,412; and Mr. Weber, 23,312. In addition, as of December 31, 2014, the aggregate number of common shares issuable pursuant to options outstanding held by current directors was: Mr. Cox, 9,000; Mr. Crandall, 9,000; Ms. Fitzgerald, 9,000; Mr. Wallace, 9,000; and Mr. Weber, 9,000.
- (3) This column represents dividend equivalents paid in cash on deferred shares.
- (4) Messrs. Artavia and Byrnes resigned from the board of directors in 2015.
- (5) Mr. Greenfield was elected to the board of directors at the 2014 annual meeting of shareholders on April 24, 2014.
- (6) In April 2015, the board formed the Finance Committee which replaced our former Investment Committee.

**Director Stock Ownership Guidelines**

The board updated its stock ownership guidelines in 2013 to better align with the practices of our peer group (discussed further below under [Role of Peer Companies and Competitive Market Data](#) under [Compensation Discussion and Analysis](#) ). Each non-employee director is expected to own common shares of Diebold valued at least five times the annual retainer and the directors are not permitted to sell any vested shares prior to meeting this ownership level. These ownership guidelines are intended to build stock ownership among non-employee directors and ensure that their long-term economic interests are aligned with those of other shareholders. As reflected in the

section of this prospectus titled Shareholder Structure; Beneficial Ownership of Diebold Common Shares Security Ownership of Diebold Directors and Management, the majority of our directors have exceeded the ownership guidelines, while our directors who were appointed most recently are on track to achieve the ownership guidelines within the next few years.

-222-

**Table of Contents****NYSE Corporate Governance**

Diebold intends to comply with the applicable NYSE corporate governance requirements.

**Executive Officers**

Unless otherwise indicated in this prospectus, the business address of each executive officer of Diebold is Diebold, Incorporated, 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, and their telephone number at that location is +1 (330) 490-4000. Diebold's board of directors elects executive officers of Diebold from time to time. The term of office of the executive officers is one year and until their respective successors are elected and qualified, except in the case of any such officer elected to fill a vacancy, who serve until the first meeting of the board of directors after the next annual meeting of shareholders. The following table summarizes information regarding executive officers of Diebold:

**Name, Age, Title and Year Elected to Present Office**

Andreas W. Mattes

President and Chief Executive Officer since 2013

Age 54

**Other Positions Held Last Five Years**

2011 June 2013: Senior Vice President, Global Strategic Partnerships, Violin Memory (computer storage systems); 2008 2011: Senior Vice President and General Manager of Enterprise Services for the Americas, Hewlett-Packard Co. (computer technologies)

With more than 25-years of experience in corporate management, executive oversight, mergers and acquisitions, growth strategies and equity management, Mr. Mattes has a strong record of driving growth and improving profitability in large, global businesses in the information technology and telecommunications industries primarily with Hewlett-Packard Co., or HP, and Siemens AG, or Siemens.

Prior to taking on a full-time advisory role in 2011, Mr. Mattes held a series of senior leadership positions at a number of high-tech companies, including HP where he oversaw the outsourcing and applications services business. Most recently, he served as the senior vice president and general manager, Enterprise Services for the Americas.

Mr. Mattes spent the majority of his career holding a variety of senior leadership positions from 1985 to 2005 at Siemens, including the role as chief executive officer of Siemens Communications Inc., USA.

Mr. Mattes currently serves on the advisory board of Violin Memory. Mattes also served as a member of the board of directors of Radvision (video conferencing software design), and as chairman of MphasiS Limited (infrastructure and business process outsourcing).

As CEO of Diebold, Mr. Mattes is responsible for driving Diebold's global strategies and performance in the integrated self-service, security and services business.

-223-



**Table of Contents**

**Name, Age, Title and Year Elected to Present Office**

Stefan E. Merz

Senior Vice President, Strategic Projects since 2013

Age 51

Christopher A. Chapman

Senior Vice President and Chief Financial Officer since 2014

Age 41

**Other Positions Held Last Five Years**

2011 August 2013: Vice President, Sales, Strategy and Operations, Enterprise Group, Hewlett-Packard Co. (computer technologies); 2009 2011: Vice President Strategy and Operations, Enterprise Operations, Enterprise services for Americas, Hewlett-Packard Co.

Prior to his current role at Diebold, Mr. Merz held a series of senior leadership positions at HP. Most recently, he served as vice president of sales strategy and operations at HP Enterprise Group. In this role, he was responsible for planning and optimizing sales and field selling costs, compensation design and effectiveness and sales productivity. In addition, he oversaw major transformational initiatives.

Before his time at HP, Mr. Merz worked at Siemens, where he spent 13 years in sales, marketing and strategy working in Germany as well as in the United States. In his most recent role at Siemens, he served as vice president of strategy and marketing for the Communications division. In this position he was responsible for defining the organization's enterprise services strategy and growth initiatives.

As Senior Vice President for Strategic Projects, Mr. Merz is responsible for driving Diebold's transformation strategy, helping execute on Diebold's multi-year realignment plan and identifying other areas of improvement that will drive future growth.

2011 June 2014: Vice President, Global Finance, 2004 2011: Vice President, Controller, International Operations

Mr. Chapman joined Diebold in 1996 and has served in various financial leadership roles within Diebold's finance organization.

Most recently, Mr. Chapman served as the vice president, global finance where he was responsible for the financial oversight of Diebold's global operations, including North America, Asia Pacific, EMEA, Latin America, Brazil, global supply chain and development and global financial planning and analysis. Prior to that, Mr. Chapman served as vice president, controller, international operations.

As Senior Vice President and Chief Financial Officer, Mr. Chapman is responsible for Diebold's global financial systems and related processes.

-224-

**Table of Contents**

**Name, Age, Title and Year Elected to Present Office**

**Other Positions Held Last Five Years**

Jonathan B. Leiken

2005 - May 2014: Partner, Jones Day (global legal services)

Senior Vice President, Chief Legal Officer and Secretary since 2014

Mr. Leiken previously worked as a partner at the global law firm Jones Day. While at Jones Day, Mr. Leiken served as one of Diebold's leading external counsel on various litigation and investigative matters.

Age 44

Prior to joining Jones Day, Mr. Leiken served as a federal prosecutor, working as an assistant United States attorney in the criminal division of the U.S. Attorney's Office for the Southern District of New York in the United States Department of Justice.

Mr. Leiken oversees Diebold's global legal function and global corporate compliance program, and serves as the corporate secretary to Diebold's Board of Directors.

John D. Kristoff

Prior to his current position, Mr. Kristoff was vice president of investor relations. He joined Diebold in 1989 to assist in Diebold's public relations efforts and has served in a variety of management positions within the communications and investor relations areas. Prior to joining Diebold, Mr. Kristoff served in the corporate communications division of B.F. Goodrich, Akron, Ohio.

Vice President, Chief Communications Officer since 2006

Age 48

As Vice President and Chief Communications Officer, Mr. Kristoff is responsible for overseeing Diebold's global communications function, including investor relations, global events, internal and external communications, such as public relations, social and digital media, advertising, and Diebold's corporate marketing and brand functions.

Sheila M. Rutt

Ms. Rutt joined Diebold in October 2000 as director of organizational development and was subsequently promoted to vice president, human resources, for Diebold North America, and in 2002 to vice president,

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Vice President, Chief Human Resources Officer since  
2005

global human resources.

Age 47

Prior to joining Diebold, Ms. Rutt held various human resource positions, including director of human resources for LuK Inc., in Wooster, Ohio.

As Vice President and Chief Human Resources Officer, Ms. Rutt is responsible for managing human resource initiatives across Diebold, providing leadership for domestic and international programs for Diebold's approximately 16,000 employees.

-225-

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**Table of Contents****Certain Information Regarding Directors and Executive Officers**

None of the directors and the executive officers of Diebold has, during the last five years (1) been convicted in a criminal proceeding (excluding minor traffic violations or similar misdemeanors), particularly of any fraudulent offences, (2) been a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such laws, (3) been associated with any bankruptcy, receivership or liquidation acting in its capacity as director or executive officer of Diebold or in the capacity of any of the positions set out above, (4) been the subject of official public incriminations and/or sanctions by statutory or legal authorities (including designated professional bodies) or (5) been disqualified by a court from acting as a member of the administrative, management, or supervisory body of an issuer, or from acting in the management or conduct of the affairs of any issuer. There are no conflicts of interest or potential conflicts of interest between the directors and the executive officers *vis-à-vis* Diebold and their private interests, membership in governing bodies of companies, or other obligations.

We maintain change-in-control agreements for our executive officers, including for our Named Executive Officers, or NEOs (except for Mr. Mattes, whose change-in-control protection is included in his employment agreement, discussed in more detail under Compensation Discussion and Analysis Executive Compensation Mattes Employment Agreement and Recent Developments ), that provide our executives with the potential for continued employment (or benefits) for three years following a change-in-control. The change-in-control agreements and the employment agreement of Mr. Mattes include post-termination non-compete obligations. In addition, our Senior Leadership Severance Plan provides coverage to executives that are involuntarily terminated other than for cause or upon certain constructive terminations, in each case separate from a change-in-control. For a more detailed discussion, including the individuals benefiting from such plans, policies and agreements, see Compensation Discussion and Analysis Benefits and Perquisites, Compensation Discussion and Analysis Executive Compensation Mattes Employment Agreement, and Recent Developments. There are no such change-in-control or severance arrangements or post-termination obligations with respect to our directors.

There is no family relationship, either by blood, marriage or adoption, between any of the directors or executive officers of Diebold, either among themselves or in relation to the respective other group.

**Prospective Senior Executive of Diebold**

Pursuant to the business combination agreement, Diebold and Wincor Nixdorf have agreed that Alan Kerr will be appointed as the head of the Software line of business and member of the executive committee of the combined company. Mr. Alan Kerr, age 59, has served as executive vice president, software, for Diebold, Incorporated, since August 2014. He is responsible for building the strategy and the organization necessary to generate profitable, sustainable growth surrounding innovation in software solutions and services. Prior to joining Diebold, he served as executive vice president of field operations at a business process automation software company, Kofax, from May 2008 to July 2012, where he was responsible for all global customer-facing functions and revenue. Mr. Kerr served as vice president of sales and vice president of global operations at HP Software from January 2006 to May 2008, where he contributed to establishing HP's growth strategy and restructured HP Software's sales operations. Between April 1995 and December 2005, Mr. Kerr was an officer and held various executive roles at Peregrine Systems, Ascential Software and Informix. Mr. Kerr studied Civil Engineering at Strathclyde University, Scotland.

**Meetings of Shareholders**

Annual shareholder meetings are held at a time and place designated by the board of directors or, in the absence of a designation by the board of directors, the Chairman of the Board, the CEO, the President or the

## **Table of Contents**

Secretary. The board of directors may also choose to hold the meeting solely by means of communications equipment that enables the shareholders (and proxyholders) to participate in the meeting and to vote on matters submitted to the shareholders.

Special meetings of shareholders may be called by the Chairman of the Board, the CEO, the President or by the board of directors or by written order of a majority of the directors or by the executive committee, if there is one. Special meetings can also be called by the Chairman of the Board, the CEO, the President, the Vice President, or the Secretary, when requested in writing by the holders of a majority of the shares of the corporation at the time entitled to exercise voting power in the election of directors.

Written notice indicating the time, place, and purpose of every annual or special meeting must be given to each Diebold shareholder of record entitled to vote at such meeting between seven and 60 days prior to the meeting.

## **Corporate Governance**

### ***Board Leadership Structure***

Since 2006, we have separated the roles of our CEO and our Chairman of the Board. Diebold intends to maintain the separation between its CEO and Chairman of the Board positions for the time being and at least through 2015, and may evaluate it thereafter. Otherwise, the board does not have a specific policy with respect to separating versus combining these roles, or whether the Chairman should be an employee or non-employee director. As such, the board, primarily under the guidance of the Board Governance Committee, will continue to periodically review our leadership structure to determine whether to maintain this separation after 2015 in light of applicable corporate governance standards, market practices, our specific circumstances and needs, and any other factors that may be relevant to the analysis.

### ***Board and Director Assessments***

The Board Governance Committee oversees the board and director assessment program, as noted below in Board Committees and Composition. When taken together, the following assessment program provides a holistic review of the role, performance and function of the full board, the Chairman and each director, in relation to Diebold's needs, challenges and opportunities. The assessment program includes:

***Full Board Self-Assessment.*** Annual self-assessment that includes a comprehensive questionnaire including a wide-range of topics designed to provide a holistic evaluation of the performance of the board in light of the needs of Diebold. Each director is required to complete the questionnaire. The results are reviewed and discussed by the Board Governance Committee, and any proposed actions are then reported to the full board of directors.

***Committee Assessments.*** Annual assessment of each board committee's performance over the prior year, as led by the applicable Committee Chair. Results are reviewed by the respective Committee Chairs, and discussed with the applicable Committee members, and any proposed actions are then reported to the full board of directors.

***Chairman Assessment.*** Annual assessment of the Chairman of the Board that includes a comprehensive questionnaire including relevant topics necessary to provide a thorough analysis of the Chairman's performance and role in leading the board in its responsibilities and obligations. Each director completes the questionnaire anonymously. The results are reviewed by the Chairman and the Board Governance Committee, and any proposed actions are then reported to the full board of directors.

***Individual Director Assessment.*** Annual assessment of each individual director, including of themselves, that includes a comprehensive questionnaire including relevant topics necessary to provide



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**Table of Contents**

a thorough analysis of each director's performance on the board. Each director completes the questionnaires anonymously with respect to the other directors. The results are reviewed by the Chairman, who delivers feedback to each individual director.

***Board Meetings and Executive Sessions***

During 2014, the board held five meetings in person. All of our current directors attended 75 percent or more of the aggregate of all meetings of the board and the board committees on which they served during 2014. Due to scheduling conflicts with other professional obligations, Mr. Artavia attended 66 percent of the aggregate of the total board and committee meetings on which he served in 2014. Mr. Artavia did not stand for reelection to the board in 2015.

In accordance with the NYSE's corporate governance standards, our independent directors regularly meet in executive session without management present, generally following each regularly-scheduled board meeting. In addition, on occasion, our independent directors will meet in executive session prior to the start of a board meeting.

***Board Risk Oversight***

The board and the board committees collectively play an active role in overseeing management of Diebold's risks, and in helping Diebold establish an appropriate risk tolerance. The board oversees Diebold's risk strategy and effectiveness; however, management is responsible for identifying risks inherent in our business, as well as implementing and supervising day-to-day risk management. Accordingly, the board and the appropriate committees receive regular reports from our senior management on areas of material risk to us, including operational, financial, strategic, compliance, competitive, reputational, legal and regulatory risks. The board also meets with senior management as part of each board meeting, and more frequently as needed, to discuss strategic planning, including the key risks inherent in our short- and long-term strategies. Senior management then provides the board with periodic updates throughout the year with respect to these strategic initiatives, and the impact and management of these key risks.

In addition, each board committee is responsible for evaluating certain risks within its area of responsibility and overseeing the management of such risks. The entire board is then informed about such risks and management's response to each risk through regular committee reports delivered by the committee chairs.

We also have robust internal dialog among our operations, finance, compliance, treasury, tax, legal and internal audit departments, among others, whenever a potential risk arises. These discussions are escalated to our CEO, Chief Financial Officer, Corporate Controller, Chief Legal Officer, Chief Ethics and Compliance Officer, Chief Human Resources Officer, Chief Communications Officer, and/or Vice President, Internal Audit and other Vice President leads of our various divisions and regions, as appropriate, with open lines of communication among them, the various committees of the board and the entire board.

We believe that the board's approach and continued evaluation of its risk oversight, as described above, optimizes its ability to assess the various risks, make informed cost-benefit decisions, and approach emerging risks in a proactive manner for Diebold. We also believe that our board leadership structure complements our risk management structure because it allows our independent directors to exercise effective oversight of the actions of management in identifying risks and implementing effective risk management policies and controls.

**Table of Contents*****Board Committees and Composition***

The board's current standing committees are the Board Governance Committee, the Audit Committee, the Compensation Committee, the Finance Committee, and the Technology Strategy and Innovation Committee. The Finance Committee was formed by the board in April 2015 and replaced our former Investment Committee. The following is a summary of our committee structure and membership:

<b>Name</b>	<b>Audit Committee</b>	<b>Board Governance Committee</b>	<b>Compensation Committee</b>	<b>Finance Committee</b>	<b>Technology Strategy and Innovation Committee</b>
Patrick W. Allender					
Phillip R. Cox					
Richard L. Crandall					
Gale S. Fitzgerald					
Gary G. Greenfield					
Robert S. Prather, Jr					
Rajesh K. Soin					
Henry D. G. Wallace.					
Alan J. Weber Chairperson	Member	Financial expert			

**Audit Committee**

This committee is a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, or the Exchange Act. The committee's current charter is available on our web site at <http://www.diebold.com>.

The current members of the Audit Committee are Patrick W. Allender, Chair, Gale S. Fitzgerald, Robert S. Prather, Jr. and Alan J. Weber, all of whom are independent under the NYSE Rules and applicable SEC requirements. In addition, the board has determined that Mr. Messrs. Allender and Weber are audit committee financial experts within the meaning of such term under Item 407(d)(5) of Regulation S-K. This committee met in person or telephonically eight times during 2014, and had informal communications between themselves and management, as well as with our independent auditors, at various other times during the year.

**Board Governance Committee**

This committee's functions include reviewing the qualifications of potential director candidates and making recommendations to the board to fill vacancies or consider the appropriate size of the board. This committee makes recommendations regarding corporate governance principles, the composition of the board committees, and the directors' compensation for their services on the board and on board committees. This committee leads and oversees all of the board assessments, including the committee assessments with respect to process and design, as described

above in Board and Director Assessments. This committee also oversees director orientation and education, as described in Director Orientation and Education below. The committee's current charter is available on our web site at <http://www.diebold.com>.

## **Table of Contents**

The current members of the Board Governance Committee are Gale S. Fitzgerald, Chair, Phillip R. Cox, Richard L. Crandall and Henry D. G. Wallace, all of whom are independent. This committee met in person or telephonically five times during 2014, and had informal communications between themselves and management at various other times during the year.

### **Compensation Committee**

This committee administers our executive pay program. The role of the committee is to oversee our equity plans (including reviewing and approving equity grants to executive officers) and to annually review and approve all pay decisions relating to executive officers. This committee also determines and measures achievement of corporate and individual goals, as applicable, by the executive officers under our short- (annual) and long-term incentive plans, and makes recommendations to the board for ratification of such achievements. This committee reviews the management succession plan and proposed changes to any of our benefit plans, such as retirement plans, deferred compensation plans and 401(k) plans. For a narrative description of the committee's processes and procedures for the consideration of executive officer compensation, and for further discussion of the committee members, see Compensation Discussion and Analysis below. The committee's current charter is available on our web site at <http://www.diebold.com>.

The current members of the Compensation Committee are Phillip R. Cox, Chair, Rajesh K. Soin and Henry D. G. Wallace, all of whom are independent under the NYSE rules and applicable SEC requirements. This committee met in person or telephonically four times during 2014, and had informal communications between themselves and management, as well as the committee's independent compensation consultant, at various other times during the year.

### **Finance Committee**

Upon the recommendation of the Board Governance Committee, this committee was formed by the board in April 2015 and replaced our former Investment Committee. This committee's functions include making recommendations to the board with respect to material or other significant transactions, Diebold's capital structure, customer financing activities and funding plans, significant financial exposures and contingent liabilities, major insurance programs, employee benefit plan trust investment policies, administration and performance, and dividends, stock splits and stock repurchases. The committee's current charter is available on our web site at <http://www.diebold.com>.

The current members of the Finance Committee are Alan J. Weber, Chair, Patrick W. Allender, Gary G. Greenfield and Robert S. Prather, Jr. This committee met in person or telephonically twice since April 2015, and had informal communications between themselves and management at various other times during the year.

### **Technology Strategy and Innovation Committee**

Upon the recommendation of the Board Governance Committee, this committee was formed by the board in April 2014, and its functions include overseeing Diebold's technology goals and strategies. Specifically, the committee focuses on overseeing strategies regarding innovation, competitive differentiation, customer and market understanding, research and development and engineering programs, security and privacy dimensions, as well as partnering and acquisition proposals. The committee's current charter is available on our web site at <http://www.diebold.com>.

The members of the Technology Strategy and Innovation Committee are Richard L. Crandall, Chair, Gary G. Greenfield and Rajesh K. Soin. This committee met in person or telephonically three times in 2014.



**Table of Contents**

***Director Independence***

Diebold's board of directors determined that each of Patrick W. Allender, Phillip R. Cox, Richard L. Crandall, Gale S. Fitzgerald, Gary G. Greenfield, Robert S. Prather, Jr., Rajesh K. Soin, Henry D. G. Wallace and Alan J. Weber, has no material relationship with Diebold (either directly or as a partner, shareholder or officer of an organization that has a relationship with us) and is independent under Diebold's director independence standards, the NYSE director independence standards, and the SEC independence requirements, as applicable and as currently in effect. Andreas W. Mattes does not meet these independence standards because he is employed as our President and CEO.

In making the independence determinations, the board of directors considered the following:

Mr. Crandall serves on the board of directors of R.R. Donnelley & Sons Company, which provided printing services related to Diebold's proxy statement for the 2014 annual meeting of shareholders for a fee of approximately \$31,000. The board of directors determined that the provision of these services and Mr. Crandall's board membership did not create a material relationship or impair the independence of Mr. Crandall.

Mr. Weber serves on the board of directors of Broadridge Financial Solutions, Inc., which provided processing, mailing and tabulation services for Diebold's proxy statement in 2014 for a fee of approximately \$154,000. The board of directors determined that the provision of these services and Mr. Weber's board membership did not create a material relationship or impair the independence of Mr. Weber.

Mr. Cox serves as President and CEO of Cox Financial Corporation, which may act as the broker with respect to certain supplemental disability benefits purchased by our employees, at their own expense and election, from certain insurance companies. Diebold is not a client or customer of Cox Financial Corporation and does not participate in the employee's decisions. Cox Financial does not receive any remuneration from Diebold. The board determined that the provision of these brokerage services to Diebold employees, at their own expense and election, for purposes of their long term disability insurance coverage, did not create a material relationship or impair the independence of Mr. Cox.

***Communications with Directors***

Shareholders and interested parties may communicate with our committee chairs or with our non-employee directors as a group, by sending an email to:

Audit Committee [auditchair@diebold.com](mailto:auditchair@diebold.com)

Board Governance Committee [bdgovchair@diebold.com](mailto:bdgovchair@diebold.com)

Compensation Committee [compchair@diebold.com](mailto:compchair@diebold.com)

Independent directors nonmanagementdirectors@diebold.com

Communications may also be directed in writing to such person or group at Diebold, Incorporated, Attention: Corporate Secretary, 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077. The board has approved a process for handling communications we receive that are addressed to non-employee members of the board. Under that process, the Corporate Secretary will review all such communications and determine whether communications require immediate attention. The Corporate Secretary will forward communications, or a summary of communications, to the appropriate director or directors.

A majority of the independent directors of the board approved this process for determining which communications are forwarded to various members of the board.

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**Table of Contents*****Compensation Committee Interlocks and Insider Participation***

The members of the Compensation Committee during the year ended December 31, 2014 were Phillip R. Cox, Chair, Richard L. Crandall, Gale S. Fitzgerald, Rajesh K. Soin and Henry D. G. Wallace. Except with respect to Mr. Wallace's temporary executive status during the period between our prior CEO stepping down in January 2013 until Mr. Mattes assumed the chief executive officer role (as previously disclosed in our 2014 annual proxy statement), no member of the Compensation Committee is or has been an employee of Diebold. In addition, no member of the Compensation Committee has had any relationships requiring disclosure by us under the SEC's rules requiring disclosure of certain relationships and related person transactions. No officer or employee of Diebold served as a director or member of a compensation committee (or other committee serving an equivalent function) of any other entity, the executive officers of which served as a director of Diebold or member of the Compensation Committee during 2014.

***Director Orientation and Education***

All new directors participate in a director orientation program. The Board Governance Committee oversees this introduction and orientation process where the new director meets with key senior management personnel and takes a tour through our global solutions center to improve his or her understanding of our business and global products and solutions. In addition, the orientation process educates the new director on our strategic plans, significant financial matters, core values, including ethics and compliance programs (and also including our Code of Business Ethics), corporate governance practices and other key policies and practices.

***Code of Ethics***

All of the directors, executive officers and employees of Diebold are required to comply with certain policies and protocols concerning business ethics and conduct, which we refer to as our Code of Business Ethics, or Code. On June 1, 2015, we adopted a new Code applicable to all directors, officers, employees, contractors and agents of Diebold. The Code has been released and is available to all employees as of June 1, 2015. The Code amends and restates the prior Code of Business Ethics and updates the policies designed to promote the purposes outlined for a code of ethics in Item 406 of Regulation S-K. The Code covers topics such as reporting violations, maintaining a respectful work environment, fair dealing, confidentiality, anti-corruption, compliance with laws, preparation of business and financial documents, data privacy, conflicts of interests, company resources, sustainability, public communications and limitations of the Code, among others. The Code applies not only to Diebold, but also to all of those domestic and international companies in which Diebold owns or controls a majority interest. The Code describes certain responsibilities that the directors, executive officers and employees have to Diebold, to each other and to Diebold's global partners and communities including, but not limited to, compliance with laws, conflicts of interest, intellectual property and the protection of confidential information. The Code is available on Diebold's website at [www.diebold.com](http://www.diebold.com).



**Table of Contents****Compensation Discussion and Analysis**

Our Compensation Committee, or the committee, has oversight responsibility for the development and administration of our executive compensation policies and programs. This Compensation Discussion and Analysis describes the material components of our executive pay program for our NEOs, identified below, and explains how and why the committee arrived at specific compensation policies and decisions for our NEOs in 2014. Our current named executive officers include Messrs. Mattes, Chapman and Merz and Ms. Rutt.

<b>Name</b>	<b>Title</b>
Andreas (Andy) W. Mattes	President and Chief Executive Officer
Christopher A. Chapman	Senior Vice President and Chief Financial Officer
George S. Mayes, Jr. <sup>(1)</sup>	Executive Vice President and Chief Operating Officer
Stefan E. Merz	Senior Vice President, Strategic Projects
Sheila M. Rutt	Vice President, Chief Human Resources Officer

(1) Mr. Mayes, former Executive Vice President and Chief Operating Officer, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ). Our 2014 executive compensation structure consists of three primary components: base salary, annual cash bonus incentives, and long-term incentives. Within the long-term incentive component, we utilize a mix of vehicles, as shown below.

Our compensation structure for senior leadership is as follows:

***Executive Summary******2014 Company Highlights***

During 2014, Mr. Mattes and other senior leadership, including the other NEOs, implemented the strategy to transform Diebold into a world-class, services-led and software enabled company, supported by innovative hardware, which automates the way people connect with their money. The transformation strategy, referred to as Diebold 2.0, follows a Crawl, Walk, Run approach that requires the core business operations to be stabilized in the Crawl phase while building the foundation for future growth in the Walk and Run phases. Diebold continues to execute Diebold 2.0 with the primary objective of transforming Diebold into a world-class, services-led and software-enabled company, supported by innovative hardware, which automates the way people connect with their money.

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**Table of Contents**

Diebold 2.0 consists of four pillars:

***Cost*** Streamline the cost structure and improve near-term delivery and execution.

***Cash*** Generate increased free cash flow in order to fund the investments necessary to drive profitable growth, while preserving the ability to return value to shareholders in the form of reliable dividends and, as appropriate, share repurchases.

***Talent*** Attract and retain the talent necessary to drive innovation and the focused execution of the transformation strategy.

***Growth*** Return Diebold to a sustainable, profitable growth trajectory.

Fiscal 2014 marked the first full year of executing our business transformation strategy, which encompassed foundational changes required to stabilize Diebold and improve performance trends. We executed on the *Crawl* phase of Diebold 2.0 in 2014 and ended the year with solid operational performance. During the second half of 2015, Diebold transitioned into the *Walk* phase of Diebold 2.0 whereby Diebold will continue to build on each pillar of cost, cash, talent and growth. Accordingly, the committee believes that the executive pay program for our NEOs in 2014 was designed to incentivize and achieve our pay-for-performance goals, and was instrumental in helping us execute on this portion of our transformation strategy based on the committee's executive pay philosophy and its evaluations of the following, among other factors:

The NEOs' respective roles in executing our short- and long-term strategic goals related to our transformation; and

Achievement of the following 2014 financial results (discussed in more detail below under *2014 Compensation Elements* ), among others:

Non-GAAP operating profit, or OP (OP is generally the GAAP operating profit of Diebold, adjusted to exclude restructuring charges, non-routine income and expenses, and impairment charges);

Free cash flow, or FCF (FCF is net cash generated from our operating activities and available for execution of our business strategy, excluding capital expenditures); and

Non-GAAP earnings per share, or EPS (non-GAAP EPS is net income per share, excluding restructuring charges, non-routine income and expenses, and a non-cash impairment charge).

The committee believes that using non-GAAP financial metrics is a better indication of our base-line performance, and that the exclusion of restructuring charges, non-routine expenses and income and impairment charges, permits

evaluation and comparison of results for our core business operations. Also, management internally assesses Diebold's performance and provides external guidance to our investors on a non-GAAP basis.

***2014 Say-on-Pay Vote***

At the 2014 annual meeting of shareholders, the advisory vote to approve the executive compensation program for our NEOs received strong support (96.7 percent of votes cast). Management and the committee considered this strong support of the current pay structure by our shareholders in their compensation program discussions throughout 2014.

Based on our say-on-pay results, the committee expects to continue to apply the same principles in determining future executive compensation policies and programs. The committee is dedicated to continuous improvement to the executive pay program, consistent with its overall compensation strategy, and will continue to review and evaluate market trends and best practices in designing and implementing elements of our compensation program.

**Table of Contents*****Executive Compensation Best Practices***

We maintain best practice executive compensation governance standards. Some of our following guidelines and policies are described in more detail below under **Other Compensation Policies** or elsewhere in this **Compensation Discussion and Analysis**:

<b>What We Do (Best Practice)</b>	<b>What We Don't Do/Don't Allow</b>
ü Set stock ownership guidelines for executives and directors.	X No hedging or pledging of company stock by executives or directors.
ü Review tally sheets for executives.	X No dividends are paid on unearned performance shares.
ü Disclose performance goals for incentive payments.	X No change-in-control severance multiple in excess of three times salary and target bonus.
ü Set maximum payout caps on our annual and long-term incentives.	X No future excise tax gross-ups upon a change in control (except for current grandfathered arrangements).
ü Pay for performance with 84 percent of our Chief Executive Officer's total pay opportunity being performance-based at risk compensation.	X No re-pricing or cash buyout of underwater stock options is allowed.
ü Cap performance share payments if three-year shareholder return is negative, regardless of our ranking.	X No enhanced retirement formulas.
ü Limit perquisites and other benefits, and do not include income tax gross-ups.	X No market timing with granting of equity awards.
ü Through the committee's independent consultant, engage in an ongoing assessment of Diebold's compensation practices against the market, Diebold's competition, and other applicable metrics.	
ü Incorporate general severance and change-in-control provisions that are consistent with market practice, including double-trigger requirements for change-in-control protection.	
ü Perform an annual compensation risk assessment.	
ü Hire an independent consultant reporting directly to the Compensation Committee.	
ü Enforce strict trading policies, incentive plan clawback policies, and blackout periods for executives and directors.	

***Our Compensation Strategy***

Our executive pay program is specifically designed to:

Focus on performance metrics that align executives and management with the creation of long-term shareholder value through performance-based compensation, including the direct utilization of total shareholder return, or TSR;

-235-

**Table of Contents**

Utilize metrics that are balanced and support our four pillar strategy of Cost, Cash, Growth and Talent related to Diebold 2.0;

Encourage decision-making in alignment with our business strategies, with goal-setting based on a philosophy of continuous improvement, commitment to becoming a top tier performer and supporting our longer-term business transformation strategy;

Reflect industry standards, offer globally competitive program design and pay opportunities, and balance our need for talent with our need to maintain reasonable compensation costs; and

Attract, motivate, and retain executive talent willing to commit to building long-term shareholder value. As provided in more detail below, we generally target total compensation opportunity at or near the size-adjusted 50th percentile of our compensation peer group (for more detail on our peer group, see [Role of Peer Companies and Competitive Market Data](#) below). The NEOs may be above or below the 50th percentile based on their experience, performance, potential, and impact on shareholder value. Our compensation structure will continue to evolve in support of our strategic business transformation under Diebold 2.0.

The following table summarizes key elements of our 2014 executive compensation program:

<b>Element</b>	<b>Primary Propose</b>	<b>Key Characteristics</b>
<b>Base Salary</b>	To compensate the executive fairly and competitively for the responsibility level of the position.	Fixed compensation.
<b>Annual Cash Bonus</b>	To motivate and reward organizational and individual achievement of annual strategic financial and individual objectives.	Variable compensation component. The 2014 primary performance components are:
	Our plan is intended to appropriately motivate the behaviors and performance results needed to accomplish our strategic transformation related to Diebold 2.0.	50% Corporate non-GAAP OP
		30% Corporate FCF
		20% Key initiatives

<b>Long-Term Incentives</b>	To align executives with shareholder interests, to reinforce long-term value creation, and to provide a balanced portfolio of long-term incentive opportunity.	A minimum level of performance is required to earn a bonus.  Variable compensation component. Reviewed and granted annually.
<i>Performance-Based Shares Annual LTI Grants</i>	<i>To motivate the appropriate behaviors to provide superior total shareholder return, or TSR, over the long term.</i>	<i>TSR relative to peers and the S&amp;P 400 mid-cap companies over a 3 year performance period.</i>
<i>Performance Shares Special Transformation Grant</i>	<i>To support our multi-year strategic transformation related to Diebold 2.0 and to retain key executives.</i>	<i>Non-GAAP EPS performance in 2014 and 2015. FCF performance in 2016.</i>
<i>Stock Options</i>	<i>To motivate the appropriate behaviors to increase shareholder value above the exercise price.</i>	<i>Stock price growth above the exercise price.</i>
<i>Restricted Stock Units (RSUs)</i>	<i>To motivate the appropriate behaviors to increase shareholder value and promote a base-level of executive retention.</i>	<i>Stock price growth. Subject to 3 year cliff vesting.</i>

**Table of Contents**

<b>Element</b>	<b>Primary Propose</b>	<b>Key Characteristics</b>
<b>Health/Welfare Plan and Retirement Benefits</b>	To provide competitive benefits promoting employee health and productivity and support financial security.	Fixed compensation component.
<b>Limited Perquisites and Other Benefits</b>	To provide limited business related benefits, where appropriate.	Fixed compensation component.
<b>Change-in-Control Protection</b>	To retain executives and provide management continuity in event of actual or threatened change-in-control and to bridge future employment if terminated following a change-in-control of Diebold.	Fixed compensation component; only paid in the event the executive's employment is terminated following a change-in-control of Diebold.
<b>Severance Protection</b>	To bridge future employment if terminated other than for cause.	Fixed compensation component; only paid in the event the executive's employment is terminated other than for cause.

***2014 NEO Compensation Highlights Target Compensation Structure***

The Committee approved the following key compensation items in 2014, each discussed further in 2014 Compensation Elements below. During the first half 2014, Mr. Chapman served as interim Chief Financial Officer until he was promoted to Chief Financial Officer in June 2014. The discussion below includes the aggregate compensation changes for him.

**Pay Component  
Base Salary****Summary**

Mr. Mattes, Mr. Mayes, and Ms. Rutt each received 10 percent increases to recognize individual performance and to move their salaries closer to the competitive 50th percentile of the peer group.

Mr. Chapman's salary was increased approximately 25 percent to recognize his promotion to Senior Vice President and Chief Financial Officer.

Mr. Merz's salary remained the same in 2014 because he joined Diebold in the fall of 2013.

**Target Annual Cash Bonus**

Mr. Mattes' target bonus percentage remained the same as in 2013 when he was appointed as CEO.



Mr. Mayes' and Ms. Rutt's target bonuses were increased to 85 percent and 60 percent of salary, respectively, to move their annual targeted cash compensation closer to the competitive 50th percentile of our peer group.

Mr. Merz's target bonus remained the same in 2014 because he joined Diebold in the fall of 2013.

Mr. Chapman's target bonus was increased to 100 percent of base salary to recognize his promotion to Senior Vice President and Chief Financial Officer.

-237-

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**Table of Contents**

**Pay Component**

**Long-Term Incentives (LTI)**

**Summary**

2014 LTI value mix: 50 percent performance-based shares; 30 percent stock options; and 20 percent RSUs.

Mr. Chapman's LTI target was increased to 150 percent of base salary to recognize his promotion to Senior Vice President and Chief Financial Officer.

Special performance-based transformation grant that is earned if performance goals critical to our multi-year transformational strategy (i.e., Diebold 2.0) are achieved. The performance metrics are non-GAAP EPS for 2014 and 2015, and FCF for 2016. For more detail, see Long-Term Incentives Special Performance-Based Transformation Grant below.

**Total Compensation**

As noted above, we generally target total compensation opportunity at or near the size-adjusted 50th percentile of our peer group, while considering each NEO's experience, performance, potential, and impact on shareholder value. Overall, the committee believes targeted pay should be heavily weighted on variable at-risk compensation and longer-term components, as the following pie charts illustrate.

***Total Compensation Mix***

***At Risk Compensation***

**Table of Contents**

In addition, the committee approved the following 2014 targets as a percent of salary for the Annual Cash Bonus and LTI program:

Name	Salary	Target Annual Cash	
		Bonus Incentive (% of Salary)	Target LTI (% of Salary)
Andreas W. Mattes	\$ 852,500	120%	400%
Christopher A. Chapman	\$ 330,000	100%	80%
George S. Mayes, Jr. <sup>(1)</sup>	\$ 550,000	85%	250%
Stefan E. Merz	\$ 325,000	75%	100%
Sheila M. Rutt	\$ 338,778	60%	100%

(1) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ).

**2014 NEO Compensation Highlights Actual Earned Compensation**

The Committee approved the following compensation items in 2014, each discussed further in 2014 Compensation Elements below:

Pay Component	Comment
<b>Actual Earned Annual Cash Bonus</b>	Mr. Mattes received \$1,779,509.

Mr. Chapman received \$574,035.

Mr. Mayes received \$813,216.

Mr. Merz received \$424,003.

Ms. Rutt received \$353,583.

**LTI** Performance-based LTI share grant for the 2012-2014 performance period: No payout was earned, based on the performance / payout scale approved by the committee at the start of the performance period. Our three-year TSR was 30.04%, which ranked at the 25th percentile versus the S&P 400 Midcap companies, and at

the 33rd percentile versus our custom peer group (the minimum performance required for threshold payout was at the 35th percentile).

Special performance-based transformation grant: We achieved non-GAAP EPS in 2014 of \$1.73, representing 93.51 percent of the 2014 target of \$1.85. As a result, each NEO earned 93.51 percent of their target opportunity for 2014. The committee certified 2014 results and approved the following shares:

Mr. Mattes received 29,307 shares.

Mr. Chapman received 1,989 shares.

Mr. Mayes received 11,817 shares.

Mr. Merz received 3,072 shares.

Ms. Rutt received 2,911 shares.

## **Table of Contents**

### ***Compensation Decision Process***

#### ***Role of the Compensation Committee***

The Committee is responsible to our board for oversight of our executive compensation programs. The committee consists of independent directors and is responsible for the review and approval of all aspects of our program. Among its duties, the committee is responsible for:

Reviewing and assessing competitive market data from the independent compensation consultant, discussed below;

Reviewing and approving incentive goals, objectives and compensation recommendations for the NEOs;

Evaluating the competitiveness of each executive's total compensation package; and

Approving any changes to the total compensation package for the NEOs including, but not limited to, base salary, annual cash bonus incentives, LTI award opportunities and payouts, and retention programs.

Following review and discussion, the committee submits recommendations to the board for ratification. The committee is supported in its work by the Chief Human Resources Officer and staff, and an independent compensation consultant, discussed in [Role of the Independent Compensation Consultant](#) below. For additional information regarding the committee's duties and responsibilities, see [Corporate Governance Board Risk Oversight](#) and [Corporate Governance Compensation Committee](#) above.

#### ***Role of the Independent Compensation Consultant***

The Committee retains an independent compensation consultant, Aon Hewitt, in accordance with the committee's charter. The consultant reports directly to the committee. The committee retains sole authority to hire or terminate Aon Hewitt, approve its compensation, determine the nature and scope of services, and evaluate performance. A representative of Aon Hewitt attends Committee meetings, as requested, and communicates with the committee Chair between meetings. The committee makes all final decisions.

Aon Hewitt's specific compensation consultation roles include, but are not limited to, the following:

Advise the committee on executive compensation trends and regulatory developments;

Provide a total compensation study for executives against the companies in our peer group and recommendations for executive pay;

Provide advice to the committee on governance best practices, as well as any other areas of concern or risk;

Serve as a resource to the committee Chair for meeting agendas and supporting materials in advance of each meeting;

Review and comment on proxy disclosure items, including the Compensation Discussion and Analysis ;

Advise the committee on management s pay recommendations; and

From time to time, Aon Hewitt is also engaged by the Board Governance Committee to review and provide compensation recommendations for non-employee directors.

The Committee has assessed the independence of Aon Hewitt, as required under NYSE listing rules. The committee has also considered and assessed all relevant factors, including but not limited to those set forth in Rule 10C-1(b)(4)(i) through (vi) under the Exchange Act, that could give rise to a potential conflict of interest with respect to Aon Hewitt. Based on this review, there are no conflicts of interest raised by the work performed by Aon Hewitt.

**Table of Contents**

***Role of Management***

Our Chief Human Resources Officer serves as management's primary contact with the committee and attends all Committee meetings. For executives other than the CEO position, our CEO and Chief Human Resources Officer make pay recommendations to the committee based on market pay comparisons and an analysis of each executive's individual performance. No member of our management team, including the CEO, has a role in making pay recommendations to the committee for his or her own position.

***Role of Peer Companies and Competitive Market Data***

Annually, the committee reviews competitive total compensation market data provided by Aon Hewitt. To assess competitive pay levels, the committee first annually reviews and approves our peer group composition. The following peer group criteria are considered:

Company size: Approximately 0.5 to 2.5 times Diebold's annual revenues, with a focus on market capitalization of 0.2 to 5 times Diebold's market capitalization, as a secondary reference;

Direct competitors for business and management talent;

Companies covered by the investment analysts that track Diebold;

Companies that include Diebold in their compensation peer group; and

Global companies that design, manufacture, and service products for their customers.

In October 2013, Aon Hewitt conducted a total compensation study to assist with 2014 compensation decisions. The committee approved the following compensation peer group:

Actuant Corp	Flowserve Corp.	NCR Corp.
Benchmark Electronics Inc.	Global Payments Inc.	Outerwall Inc. (formerly Coinstar)
Brady Corp.	Harris Corp.	Pitney Bowes Inc.
The Brinks Company	International Game Technology	Sensata Technologies
Coinstar Inc.	Intuit Inc. <sup>(1)</sup>	SPX Corp.
Convergys Corp <sup>(1)</sup>	Lexmark International	The Timken Company
DST Systems	Logitech International SA	Unisys Corp.
Fidelity National Information Services	Mettler-Toledo International Inc.	The Western Union Company
Fiserv, Inc.		Woodward Inc.

(1) Denotes new peer company.

Aon Hewitt benchmarks total compensation opportunities for each of our NEOs using peer company proxy data, as well as published and private compensation survey data. Size-adjusted market values for comparable executive compensation were developed using regression analysis. This statistical technique accounts for revenue size differences within the peer group and develops an estimated market value for a similar-size company as Diebold. The size-adjusted 50th percentile for total compensation is a key reference point for the committee.

***Timing of Compensation Decisions***

Pay recommendations for our executives, including the NEOs, are typically made by the committee at its first scheduled meeting of the year, normally held in February. This meeting is normally held around the same time we report our fourth quarter and year-end financial results for the preceding fiscal year and provide our financial guidance for the upcoming year. This timing allows the committee to have a complete financial performance picture prior to making compensation decisions.

Decisions with respect to prior year performance, performance for other relevant periods and any resulting award payouts, as well as annual equity awards, base salary increases and target performance levels for the



**Table of Contents**

current year and beyond, are also typically made at this meeting. Generally, any increases in base salary approved at this meeting are made effective in the next pay period. Further, any equity awards recommended by the committee at this meeting are then reviewed by the board and, if approved, are dated as of the date of the board meeting held the following day. As such, the committee does not time the grants of options or any other equity incentives to the release of material non-public information.

The exceptions to this timing are awards to executives who are promoted or hired from outside Diebold during the year. These executives may receive salary increases or equity awards effective or dated, as applicable, as of the date of their promotion or hire.

***Determination of CEO Compensation***

At the February Committee meeting, in executive session without management present, the committee reviews and evaluates CEO performance, and determines achievement level, for the prior fiscal year. The committee also reviews competitive compensation data. The committee presents pay recommendations for the CEO to the independent members of the board. During executive session, the board conducts its own review and evaluation of the CEO's performance taking into consideration the recommendations of the committee.

***2014 Compensation Elements******Base Salary***

Base salaries are designed to recognize and reward the skill, competency, experience and performance an executive brings to his or her position. Salary changes result primarily from a comparison against competitive market data, individual and company performance, internal equity considerations, promotions, and the executive's specific responsibilities. The committee reviews salaries for our executive officers annually.

For 2014, the committee reviewed competitive market data and individual performance assessments for the NEOs and approved the following base salary changes:

<b>Name</b>	<b>2013 Salary</b>	<b>2014 Salary</b>	<b>Increase %</b>
Andreas W. Mattes	\$ 775,000	\$ 852,500	10%
Christopher A. Chapman	\$ 263,000	\$ 330,000	25% <sup>(1)</sup>
George S. Mayes, Jr. <sup>(2)</sup>	\$ 500,000	\$ 550,000	10%
Stefan E. Merz	\$ 325,000	\$ 325,000	0% <sup>(3)</sup>
Sheila M. Rutt	\$ 307,980	\$ 338,778	10%

(1) Represents an increase to \$280,000 effective March 1, 2014 in recognition of Mr. Chapman's duties as principal financial officer, and an increase to \$330,000 effective June 18, 2014 to reflect his promotion to Senior Vice President and Chief Financial Officer.

(2) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments).

(3) Mr. Merz was hired on August 1, 2013 and did not receive an increase in 2014.

***Annual Cash Bonus Plan***

Our NEOs are eligible to earn cash incentive awards under our Annual Cash Bonus Plan, approved by shareholders in 2010, and which renewal was approved by shareholders at the 2015 annual shareholder meeting. Payout under the Annual Cash Bonus Plan for our NEOs depends on corporate and individual performance against pre-determined performance objectives approved by the committee at the beginning of the fiscal year.

Target opportunities: Individual NEO targets (as a percent of base salary) are approved by the committee at the beginning of the fiscal year. Actual cash bonuses may range from 0 percent to 200 percent of target

**Table of Contents**

(generally 40 percent of target is earned at threshold performance, 100 percent of target is earned as target performance, and 200 percent of target is earned at maximum performance). For 2014, based on a thorough review and comparison against competitive market data, the committee approved the following targets:

Name	Target Incentive (% of Salary)	Target Incentive (\$)	% of Target Total Comp Opportunity
Andreas W. Mattes	120%	\$ 1,023,000	19%
Christopher A. Chapman	100% <sup>(1)</sup>	\$ 330,000 <sup>1</sup>	29%
George S. Mayes, Jr. <sup>(2)</sup>	85%	\$ 467,500	20%
Stefan E. Merz	75%	\$ 243,750	27%
Sheila M. Rutt	60%	\$ 203,267	23%

- (1) The Committee approved an increase to 60 percent effective March 1, 2014 to reflect Mr. Chapman's duties as principal financial officer, and an increase to 100 percent effective June 18, 2014 to reflect his promotion to Senior Vice President and Chief Financial Officer. The actual payout under the Annual Cash Bonus Plan is based on base salary and target incentive at year end.
- (2) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments).

**Financial performance metrics:** For 2014, to support the first full year of our multi-year business transformation related to Diebold 2.0, the committee approved Corporate OP and FCF as the financial performance metrics for each NEO. The committee also approved a minimum performance level requirement for OP, below which no bonuses will be paid, regardless of the performance level attained for FCF or individual key initiatives (see Long-Term Incentives).

Performance Measure <sup>(1)</sup>	Organizational			Payout as			
	Level	Weighting	Threshold <sup>(1)</sup>	Target <sup>(1)</sup>	Maximum <sup>(1)</sup>	Actual	% of Target
OP <sup>(2)</sup>	Corporate	50%	\$ 145	\$ 170	\$ 196	\$ 182	148%
FCF	Corporate	30%	\$ 91	\$ 107	\$ 123	\$ 125	200%
Key Initiatives <sup>(3)</sup>	Individual	20%	varies	varies	varies	varies	varies

- (1) Payment opportunities are extrapolated between threshold, target, and maximum performance: 0 percent payout below threshold; 40 percent payout at threshold; 100 percent payout at target; and 200 percent payout at maximum. Dollars are shown in millions.
- (2) A minimum-required performance level of \$135 million for OP was approved by the committee. If 2014 performance falls below this level, then no bonuses are paid, regardless of 2014 FCF or key initiative performance levels.
- (3) Disclosing the qualitative and quantitative performance measures for key initiatives, which we do not otherwise disclose publicly, would cause us competitive harm by potentially disrupting our customer relationships and providing competitors with insight to our specific strategy. We establish threshold, target, and maximum performance levels that are difficult to achieve, but reasonable based on a thorough review of the external

economic environment and our internal business transformation strategy.

Key initiative performance metrics: For 2014, the committee approved certain key initiatives for each NEO. These key initiatives are intended to drive strategic and operating results. Similar to the committee's assessment of financial performance, the committee's assessment of key initiative performance generally excludes non-recurring/extraordinary items.

<b>Name</b>	<b>Key Initiatives</b>
Andreas W. Mattes	Execute business transformation strategy related to Diebold 2.0
	Achieve growth strategy / results
	Investment community relations
	Critical leadership team review

**Table of Contents**

<b>Name</b>	<b>Key Initiatives</b>
Christopher A. Chapman	Business process outsourcing, or BPO  Treasury debt refinancing / restructuring  Cost savings initiatives (current and future)
George S. Mayes, Jr.	Investment community relations Execute business transformation strategy related to Diebold 2.0  New platform launch  Successful BPO and IT blueprint rollout
Stefan E. Merz	Prepare future growth and ensure proof of concept Execute business transformation strategy related to Diebold 2.0  Transformation Management Office and cost savings  Strategic mergers and acquisitions with successful integrations
Sheila M. Rutt	Sales excellence Leadership team review  Leadership goal alignment

Human Resources, or HR, tower of the BPO

Systemic workforce planning

HR process upgrade

2014 actual bonuses earned: Based on the previous table showing the approved performance achievement levels and the percentage of target earned, the table below summarizes earned dollar amounts by NEO:

Name	2014 Actual Bonus <sup>(1)</sup>	2014 Target Bonus	Actual as % of Target
Andreas W. Mattes	\$ 1,779,509	\$ 1,023,000	174%
Christopher A. Chapman	\$ 574,035	\$ 330,000	174%
George S. Mayes, Jr. <sup>(2)</sup>	\$ 813,216	\$ 467,500	174%
Stefan E. Merz	\$ 424,003	\$ 243,750	174%
Sheila M. Rutt	\$ 353,583	\$ 203,267	174%

(1) Assumes maximum payout on key initiatives.

(2) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ).

#### ***Long-Term Incentives***

We believe in a balanced approach to LTI compensation. Our annual LTI grants to NEOs include a mix of performance shares, stock options, and RSUs, as discussed above in 2014 NEO Compensation Highlights Target Compensation Structure. In this balanced approach, the committee strikes a balance of awards based on the full value of our shares, awards tied solely to stock price appreciation, and awards tied to performance metrics, including stock price growth. This approach aligns our LTI compensation with market practice, mitigates risk and enhances alignment of our executives with our shareholders. For illustration of the impact of termination, death, disability and change in control on these various awards, see the Benefits and Perquisites Change-in-Control Protection below. These awards are also subject to our other compensation policies generally, such as our Clawback Policy, each as discussed in Other Compensation Policies below.

**Table of Contents**

To determine annual grant levels for the NEOs, the committee subjectively considers individual performance, potential future contributions to our business, internal equity, and competitive market values between the 50th and 75th percentiles of our peer group, in addition to management's recommendations. The committee approves long-term incentive grants at the regular February Committee meeting, and actual grants are generally made effective on the day of the February Board Meeting. For 2014, the long-term incentive grants included the following components:

**Regular performance shares:** These awards are earned based on a three-year performance period that measures our TSR ranking relative to our peer group and the S&P 400 Midcap Index, each weighted equally. The number of shares earned at the completion of the performance period may range from 0 percent to 200 percent of target, based on our relative ranking against the two groups. This performance-based portion of our long-term compensation program meets three key objectives of our compensation strategy: (1) to focus on performance metrics that drive shareholder value, (2) to achieve top tier performance, and (3) to require a minimum performance level before incentive compensation is earned. The minimum performance requirement is 35th percentile, at which 25 percent of target may be earned against each of the peer group and S&P 400 grouping. The maximum performance requirement is 80th percentile, at or above which 200 percent of target may be earned. No dividends are paid until shares are earned.

For the performance shares covering the 2012-2014 performance period, no payout was earned because Diebold's 2012-2014 TSR ranked at the 25th percentile versus the S&P 400 Midcaps and the 33rd percentile versus our peer group, falling below the minimum threshold performance requirement of 35 percent.

**Stock options:** Provide value based solely on stock price appreciation. Grants of stock options have a ten-year term and vest ratably over a three-year period. The exercise price is based on the closing price of our common shares on the grant date and is valued using the Black-Scholes stock option valuation method.

**RSUs:** Provide a base level of retention value in our executive compensation program, and incentive for building shareholder value. RSUs provide additional value if our stock price appreciates. RSU grants cliff vest at the end of three years to enhance retention following the grant date. Dividend equivalents are paid on time-based RSU awards.

**2014 Grants.** The committee performed a thorough review of competitive market data, individual and company performance, and management's recommendations. Based on the review and the committee's objective to deliver 50th percentile total compensation opportunity relative to our peer group, and consistent with the committee's philosophy with respect to LTI pay mix, as discussed above in 2014 NEO Compensation Highlights Target Compensation Structure, the committee approved the following equity grants to NEOs in 2014:

Name	Stock	Performance-Based	
	Options	LTI Shares	RSUs
Andreas W. Mattes	154,766	26,181	20,166
Christopher A. Chapman	10,166	3,312	1,325
George S. Mayes, Jr. <sup>(1)</sup>	62,405	20,328	8,131
Stefan E. Merz	14,750	4,805	1,922
Sheila M. Rutt	15,376	5,009	2,003

(1) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments).

**Long-Term Incentives Special Performance-Based Transformation Grant**

The Committee in consultation with the board determined in early 2014 that certain members of our leadership team should receive a special equity grant to incentivize and retain them through the execution of the multi-year business transformation strategy related to Diebold 2.0. Therefore, the committee approved a special



**Table of Contents**

one-time performance-based transformation grant, or the Transformation Grant, that could be potentially earned over a three-year period (in annual increments) as the Diebold 2.0 transformational strategy progresses. For NEOs other than our CEO, one-third of the grant may be paid out for each of 2014, 2015, and 2016 if pre-approved performance metrics are achieved. Our CEO's Transformation Grant was awarded in two separate grants, one in 2014 and one in 2015, in accordance with share limits under the 1991 Plan. The CEO's 2014 Transformation Grant may be paid if the 2014 metrics are achieved, and half of the 2015 grant may pay out for each of 2015 and 2016 if the pre-approved performance metrics are achieved. Payouts of this special performance-based Transformation Grant for 2014 are noted in 2014 NEO Compensation Highlights Actual Earned Compensation above.

Key features of the special performance-based Transformation Grant include:

<b>Feature</b>	<b>Description</b>										
Performance periods and Metrics	Year 1: 2014 EPS (for actual results see 2014 NEO Compensation Highlights Actual Compensation Earned above)  Year 2: 2015 EPS <sup>(1)</sup>  Year 3: 2016 FCF <sup>(1)</sup>										
Payout opportunity	Below minimum: No payout  Minimum: 90 percent of target  Maximum: 110 percent of target   Payout opportunity for financial performance between 90 percent and 110 percent of the target goal is interpolated on a straight-line basis										
Target opportunity <sup>(2)</sup>	<table border="0"> <tr> <td style="padding-right: 20px;">Andreas W. Mattes</td> <td>400 percent of salary<sup>(3)</sup></td> </tr> <tr> <td>Christopher A. Chapman</td> <td>80 percent of salary</td> </tr> <tr> <td>George S. Mayes, Jr.<sup>(4)</sup></td> <td>250 percent of salary</td> </tr> <tr> <td>Stefan E. Merz</td> <td>100 percent of salary</td> </tr> <tr> <td>Sheila M. Rutt</td> <td>100 percent of salary</td> </tr> </table>	Andreas W. Mattes	400 percent of salary <sup>(3)</sup>	Christopher A. Chapman	80 percent of salary	George S. Mayes, Jr. <sup>(4)</sup>	250 percent of salary	Stefan E. Merz	100 percent of salary	Sheila M. Rutt	100 percent of salary
Andreas W. Mattes	400 percent of salary <sup>(3)</sup>										
Christopher A. Chapman	80 percent of salary										
George S. Mayes, Jr. <sup>(4)</sup>	250 percent of salary										
Stefan E. Merz	100 percent of salary										
Sheila M. Rutt	100 percent of salary										

- (1) Disclosing the qualitative performance metric targets for years 2015 and 2016 of the Transformation Grant, which we do not otherwise disclose publicly, would cause us competitive harm by potentially disrupting our customer relationships and providing competitors with insight to our specific strategy. We establish threshold, target, and maximum performance levels that are difficult to achieve, but reasonable based on a thorough review of the external economic environment and our internal business transformation strategy.

- (2) Represents the NEO's LTI target percentage of salary effective January 15, 2014.
- (3) Due to certain annual limits under the 1991 Plan, Mr. Mattes' Transformation Grant was provided in two separate grants, with the first grant in 2014 covering the 2014 performance period (31,341 shares at target), and the second grant in 2015 covering the 2015 and 2016 performance period (62,684 shares at target).
- (4) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments).

***Compensation Decisions For 2015***

To ensure the compensation structure supported the business transformation strategy related to Diebold 2.0, the committee performed a thorough review of incentive plan alignment and unvested equity. Based on this review, the committee determined that certain design changes to the LTI structure were needed to retain critical executives and recruit strong leaders to fill important strategic roles. The design changes included, but are not limited to:

Revising the metrics for the performance-based LTI share plan to three-year non-GAAP cumulative EBITDA and our relative TSR performance compared against the S&P 400; and

Refining the peer groups used to measure TSR performance (TSR portion is capped at 125 percent if the three-year TSR result is negative, regardless of ranking).

**Table of Contents**

In February, 2015, the committee approved the following 2015 NEO target compensation structure:

Name	Salary	Target Annual Cash	
		Bonus Incentive (% of Salary)	Target LTI (% of Salary)
Andreas W. Mattes	\$ 937,500	140%	400%
Christopher A. Chapman	\$ 450,000	100%	175%
Stefan E. Merz	\$ 400,000	80%	100%
Sheila M. Rutt	\$ 350,000	75%	100%

**Benefits and Perquisites**

We provide executives with medical, dental, long-term disability, and life insurance under the same programs used to provide benefits to all U.S.-based associates. Our executives may buy additional life insurance coverage at their own expense. The maximum life insurance coverage that may be purchased by an executive is \$1.5 million. Our executives personal benefits are not tied to individual or company performance and changes to these benefits reflect the changes to the benefits of all U.S.-based associates.

**Deferred Compensation**

Our executives, including the NEOs may elect to defer receipt of compensation from the Annual Cash Bonus Plan and performance-based shares pursuant to our Deferred Incentive Compensation Plan No. 2 (as discussed below under Executive Compensation Non-Qualified Deferred Compensation Plans ). Current investment choices under the plan for cash deferrals (cash bonuses and dividends on deferred performance shares) mirror those in our 401(k) plan, except it does not include Diebold common shares. Our deferred compensation plan does not provide participants with additional pay, but merely provides a tax deferred investment vehicle. Moreover, we do not guarantee any specific rate of return and do not contribute to the return that may be earned.

**Retirement**

We maintain qualified and non-qualified retirement programs. Our executives, including the NEOs, participate in our qualified defined benefit (pension) and defined contribution (401(k)) plans on the same terms as all U.S.-based associates. In 2013, we amended the pension plan to cease future benefit accruals for all participants after December 31, 2013.

We also have four non-qualified supplemental retirement plans: (1) the Pension Supplemental Executive Retirement Plan, or Pension SERP, (2) the Pension Restoration Supplemental Executive Retirement Plan, or Pension Restoration SERP, (3) the 401(k) Restoration Supplemental Executive Retirement Plan, or 401(k) Restoration SERP, and (4) the 401(k) Supplemental Executive Retirement Plan, or 401(k) SERP. These plans are described in detail below under Executive Compensation 2014 Pension and Retirement Benefits. Participation in the 401(k) Restoration SERP is based on the annual IRS compensation limits. Participation in the other plans is limited to executive officers in positions that help develop, implement and modify our long-term strategic plan, as nominated by the CEO and approved by the committee; however, we closed the Pension SERP, Pension Restoration SERP and 401(k) SERP to any new participants effective December 31, 2013 and also amended these Plans to cease future benefit accruals after December 31, 2013. In addition, we provided immediate vesting under our 401(k) SERP for all active participants effective as of December 31, 2013.



**Table of Contents**

The participation status of our NEOs in the SERPs is summarized below:

<b>Named Executive Officer</b>	<b>401(k) SERP</b>	<b>401(k) Restoration SERP</b>	<b>Pension SERP</b>	<b>Pension Restoration SERP</b>
Andreas W. Mattes		X		
Christopher A. Chapman				X
George S. Mayes, Jr. <sup>(1)</sup>	X	X		
Stefan E. Merz		X		
Sheila M. Rutt		X	X	X

(1) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ).

**Perquisites**

We provide our executives with limited perquisites. The committee believes that these benefits are set at a reasonable level, are highly valued by recipients, have limited cost to Diebold, are part of a competitive reward system, and help in attracting and retaining top management talent. Perquisites received by executives include the following, the values of which differ based on an executive's reporting level:

A local country club membership is maintained by Diebold for business purposes. Access to this membership is generally available on an individual basis only to our CEO, Mr. Mattes, as it is believed Diebold will benefit from the business development and networking opportunities provided to Mr. Mattes by this corporate club membership;

Reimbursement for financial planning services up to \$12,000 for Mr. Mattes, up to \$10,000 for Mr. Chapman, Mr. Mayes, and Ms. Rutt, and up to \$7,500 for Mr. Merz; and

A complete annual physical exam (assessment of overall health, screening and risk reviews for chronic diseases, exercise and dietary analysis, and other specialty consultations), which helps protect in small measure the investment we make in these key individuals.

The Committee periodically reviews our practices in this area and makes any necessary adjustments based on market trends and the cost to provide these benefits.

**Change-in-Control Protection**

We maintain change-in-control agreements for our executive officers, including the NEOs (except for Mr. Mattes, whose change-in-control protection is included in his employment agreement, discussed in more detail under

Employment Agreements below), that provide our executives with the potential for continued employment (or benefits) for three years following a change-in-control. As a result, these agreements help retain these executives and provide for management continuity in the event of an actual or threatened change-in-control of Diebold. They also

help ensure that our executives' interests remain aligned with shareholders' interests during a time when their continued employment may be in jeopardy. Finally, they provide some level of income continuity should an executive's employment be terminated without cause in connection with a change-in-control.

The agreements provide:

Severance of two times base salary for agreements entered into before 2011. Severance of two times base salary and target bonus for agreements entered after 2011;

One year of continued participation in our employee retirement income, health and welfare benefit plans, including perquisites; and

One year of additional service for determining the executives' non-qualified retirement benefits in the 401(k) Restoration SERP, to the extent applicable.

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**Table of Contents**

Change-in-control benefits are only paid upon the occurrence of two events. First, there must be a change-in-control of Diebold, as defined in the agreements. Second, an executive must be terminated without cause or he or she must terminate his or her own employment for good cause, as described in the agreements. In this manner, benefits are only paid to executives if they are adversely affected by a change-in-control, consistent with the agreements' objectives.

The Committee periodically reviews our policy with respect to these change-in-control agreements, and engages its independent compensation consultant to provide a competitive analysis of our practices. The committee has determined that this type of agreement is still a valued component of overall compensation for purposes of attracting and retaining quality executive officers and, as such, the committee approved the continued award of these agreements to new executives.

Aon Hewitt's market review of our change-in-control benefits in late 2011 reflected that defining "pay" in a change-in-control setting to include only base salary was below market. Therefore, the committee determined, beginning in 2012, that any new change-in-control agreements provided to executives would define "pay" to include base salary and target bonus.

In addition, the agreements in place prior to 2012 provide a tax gross-up for any excise tax imposed under Section 280G of the Internal Revenue Code covering severance amounts payable under any other agreement, plan or arrangement. However, the committee decided that, beginning in 2012, any new change-in-control agreements will no longer provide a tax gross-up feature for any excise tax imposed under Section 280G of the Internal Revenue Code. The change-in-control provisions in Mr. Mattes' employment agreement reflect these new compensation policies.

The Committee does not account for the value of these agreements when making other compensation decisions.

On July 24, 2015, Diebold entered into change-in-control agreements with named executive officers Christopher A. Chapman, Stefan E. Merz and Sheila M. Rutt. These change-in-control agreements replace the prior agreements with Mr. Chapman and Ms. Rutt and provide change-in-control benefits consistent with customary governance and compensation practices, including the elimination of the excise tax gross-up provisions. For more information on the revised terms of the change-in-control agreements, see [Recent Developments](#).

***Severance Protection***

Our Senior Leadership Severance Plan provides coverage to executives that are involuntarily terminated other than for cause or upon certain constructive terminations, in each case separate from a change-in-control. These benefits also provide a consistent approach to ensuring reinforcement of an executive's confidentiality, non-competition and non-solicitation obligations. Our Senior Leadership Severance Plan provides for the following:

Severance of two times salary and target bonus for the CEO, and one and a half times salary and target bonus for the other NEOs, as well as a pro-rated bonus payment in the year of termination, based on actual performance;

Two years of continued participation in our employee health and welfare benefit plans for our CEO, and one and one-half years of continued participation for the other NEOs (excluding perquisites and any qualified or non-qualified pension or 401(k) plans);

Vesting of all outstanding unvested options, which shall remain exercisable for three months;

Pro-rata vesting of all outstanding restricted stock, RSUs and performance shares (to the extent such performance awards are earned); and

Professional outplacement services for a limited time period.



## **Table of Contents**

Effective July 24, 2015, Diebold amended and restated its Senior Leadership Severance Plan, or, as amended and restated, the Severance Plan. For more information on the revised terms of the Severance Plan, see [Recent Developments](#).

### ***Employment Agreements***

Historically, in order to attract high-quality candidates we have entered into formal employment agreements with our President and CEO, and when those positions have been held by separate individuals, with both our President and our CEO. Accordingly, in June 2013, we entered into an employment agreement with Mr. Mattes (for a summary of this agreement, see the discussion in [Mattes Employment Agreement](#) following the [2014 Grants of Plan-Based Awards Table](#) below). No other NEO has an employment agreement other than the change-in-control agreements.

### ***Other Compensation Policies***

#### ***Clawback Policy***

In addition to any other rights or remedies legally available to us, all of our equity plans include provisions that allow us to cancel awards or [claw back](#) any shares received pursuant to awards or the exercise of stock options for certain specified conduct that is deemed detrimental to Diebold. To the extent that an executive has already received value for such awards, these provisions also allow us to seek reimbursement of such value directly from the executive or through the garnishment of salary or cash bonus. Examples of such detrimental conduct include:

Engaging, directly or indirectly, in any activity in competition with us, in any product, service or business activity for which the executive had any direct responsibility or direct involvement during the two previous years.

Soliciting one of our employees to terminate his or her employment with us.

Unauthorized disclosure of confidential, proprietary or trade secret information obtained during employment with us.

Failure to promptly disclose and assign any interest in any invention or idea conceived during the executive's employment and related to any of our actual or anticipated business, research or development work.

Any activity that results in a termination for cause, including gross neglect and any act of dishonesty constituting a felony.

In addition, the committee has implemented a separate and independent Clawback Policy, effective August 2, 2012, which provides an additional avenue to recover excessive performance-based incentive compensation paid during a three-year look-back period in the event of willful act of misconduct resulting in an obligation on Diebold to prepare a financial accounting restatement due to a material noncompliance with any reporting requirement under the U.S. federal securities laws.

***Trading Policy***

Under our Trading Policy, each employee, officer and director of Diebold is prohibited from buying or selling our securities when he or she is aware of material, non-public information about Diebold, or information about other public companies which he or she learns as our employee or director. These individuals are also prohibited from providing such information to others. In addition, this policy prohibits employees, officers and directors from pledging Diebold stock, engaging in short sales of Diebold stock, and from buying or selling any derivative securities related to Diebold stock.

## **Table of Contents**

### ***Company-Imposed Black-Out Periods***

As noted above, if an executive is in possession of material non-public information, he or she is prohibited from trading in our stock. Apart from these trading restrictions, we also impose routine black-out periods that prohibit executives, including the NEOs, from trading during the period that begins two weeks prior to the end of each quarter and extends through the first business day following our next scheduled quarterly earnings release. These self-imposed black-out periods are an example of good corporate governance and help to protect both us and the individual from allegations of insider trading violations.

However, our black-out policy was not intended to penalize employees for this type of positive corporate behavior, and in the past the committee has approved a cash distribution to employees, including NEOs, who were barred from exercising stock options prior to their expiration due to extended company-imposed black-out periods. No such exceptions were made during 2014.

### ***Stock Ownership Guidelines***

The Committee believes that stock ownership guidelines reinforce executive and shareholder alignment. Our executive stock ownership guidelines are:

CEO: 5x salary

CFO, COO and Section 16 Officers: 3x salary

Other CEO direct reports: 1.5x salary

The Committee monitors progress towards achievement for the stated guidelines annually. In determining an executive's stock holdings, we count the shares beneficially owned, including the after-tax value of RSUs, shares deferred pursuant to our deferred compensation program, and shares owned through our 401(k) savings plan. Outstanding stock options and unearned performance shares do not count towards the executives' stock ownership guidelines.

### ***Limitations on Deductibility of Compensation***

Section 162(m) of the Internal Revenue Code generally limits the deductibility of executive compensation paid by publicly-held corporations to \$1 million per year for the CEO and the next three most highly compensated executive officers, excluding the CFO. The \$1 million limitation does not apply to compensation that qualifies as performance-based. We consider the tax and accounting impact of all compensation, and our annual and long-term incentive plans have been designed so that awards granted under such plans may be able to qualify as performance-based compensation. To the extent possible and consistent with the goals and philosophy of compensation stated throughout, the committee endeavors to limit the impact of Section 162(m) of the Code. The committee also believes that the tax deduction is only one of several relevant considerations in setting compensation and that the tax deduction limitation should not be permitted to compromise Diebold's ability to design and maintain executive compensation arrangements that will attract and retain the executive talent to compete successfully. Accordingly, achieving the desired flexibility in the design and delivery of compensation may result in compensation that in certain cases is not deductible for federal income tax purposes.



**Table of Contents****Executive Compensation**

The table below summarizes the total compensation earned by each of our NEOs for the fiscal years ended December 31, 2014, 2013 and 2012, as applicable. The amounts shown include compensation for services in all capacities that were provided to us.

**2014 Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Bonus <sup>(1)</sup> (\$)	Stock Awards <sup>(2)</sup> (\$)	Option Awards <sup>(3)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(4)</sup> (\$)	Change in Pension Value and Non-	All Other Compensation <sup>(6)</sup> (\$)	Total (\$)
							qualified Deferred Compensation <sup>(5)</sup> (\$)		
Andreas W. Mattes President and Chief Executive Officer	2014	836,106		2,900,655	1,044,825	1,779,509		206,842	6,767,937
	2013	408,365	370,980	2,104,265	813,747	529,973		95,732	4,323,062
	2012								
Christopher A. Chapman Senior Vice President, Chief Financial Officer	2014	301,019		410,137	68,631	574,035	135,094	25,343	1,514,259
	2013	239,238		190,651	57,095	184,100		20,366	691,450
	2012								
George S. Mayes, Jr. <sup>(7)</sup> Executive Vice President and Chief Operating Officer	2014	539,423		2,472,994	421,296	813,216		195,922	4,442,851
	2013	468,674		722,114	336,051	525,000		193,797	2,245,636
	2012	360,797		488,880	264,500	149,093		175,522	1,438,792
	2012								
Stefan E. Merz Senior Vice President, Strategic Projects	2014	325,000		616,051	99,577	424,003		36,935	1,501,566
	2013								
	2012								
Sheila M. Rutt Vice President and Chief Human	2014	332,263		609,310	103,803	353,583	241,343	44,489	1,684,791
	2013								
	2012								

- (1) As disclosed, this column represents that portion of Mr. Mattes' annual cash bonus in 2013 that did not qualify for inclusion in the Non-Equity Incentive Plan Compensation column above.
- (2) This column represents the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, for performance-based LTI shares, the Transformation Grant, and RSUs awarded to the NEOs in 2014. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For the performance-based LTI shares, such amounts are calculated based on the probable outcome of the relevant performance conditions as of the grant date using a Monte Carlo simulation model. For the Transformation Grant, such amounts are calculated based on the probable outcome of the relevant performance conditions as of the grant date, as detailed in Footnote 5 to the 2014 Grants of Plan-Based Awards Table below. For more information regarding 2014 awards, including the assumptions used in calculating the fair value of performance shares, see the 2014 Grants of Plan-Based Awards Table below. The maximum number of performance-based LTI shares that may be earned is also reflected below under the 2014 Grants of Plan-Based Awards Table, the grant date fair value of which would be: for Mr. Mattes; \$2,219,625; for Mr. Chapman, \$280,791; for Mr. Mayes, \$1,723,408; for Mr. Merz, \$407,368; and for Ms. Rutt, \$424,663. The maximum number of Transformation Grant shares that may be earned is also reflected below under the 2014 Grants of Plan-Based Awards Table, the aggregate grant date fair value of which would be: for Mr. Mattes, \$1,212,834; for Mr. Chapman, \$246,971; for Mr. Mayes, \$1,467,157; for Mr. Merz, \$381,446; and for Ms. Rutt, \$361,478. The specific terms of the performance-based LTI shares, the Transformation Grant, and RSUs are discussed in more detail in Compensation Discussion and Analysis above. These maximum amounts reflect the grant date fair value for these awards, and do not necessarily correspond to the actual value that will be realized by the NEOs.
- (3) This column represents the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, for options awarded to the NEOs in 2014. For more information regarding 2014 grants, see the 2014 Grants of Plan-Based Awards Table below. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. The assumptions used in calculating the fair value of these stock options can be found under Note 4 to the Consolidated Financial Statements for the year ended December 31, 2014, which are incorporated by reference herein. The specific terms of the stock options are discussed in more detail above under Compensation Discussion and Analysis. These amounts reflect the grant date fair value for these awards, and do not necessarily correspond to the actual value that will be realized by the NEOs.
- (4) This column reflects amounts earned by the NEOs under our Annual Cash Bonus Plan for the 2014 fiscal year, but that were not actually paid out until February 2015.

**Table of Contents**

- (5) These amounts shown are the difference (to the extent positive) between the actuarial present value of pension benefits as of December 31, 2014 based on a 4.21 percent discount rate and the RP-2014 Mortality Table for non-annuitants without collar adjustment with MP-2014 fully generational mortality improvement projection and the actuarial present value of pension benefits as of December 31, 2013 based on a 5.09 percent discount rate and the RP-2000 Combined Healthy Mortality Table with mortality improvement to December 31, 2013 based on Scale AA. Further, the values were determined assuming the probability is nil that the NEO will terminate, retire, die or become disabled before their normal retirement date. There was no above-market or preferential interest earned by any NEO in 2014 on non-qualified deferred compensation. The increases in pension values shown above are attributable to the decrease in the discount rate from December 31, 2013 to December 31, 2014 and to the change in mortality assumption to better reflect current and future mortality improvements.
- (6) For 2014, the amounts reported for All Other Compensation consist of amounts provided to the NEOs as outlined in the table below, with respect to: (a) for Mr. Mattes, housing allowances and expenses in connection with his relocation to Ohio, (b) amounts contributed for the executive by us under our 401(k) plan and any non-qualified defined contribution plan, including taxes attributable to such non-qualified defined contribution plan, for which the executive is a participant, (c) financial planning services/tax assistance, (d) dividend equivalents paid on unvested RSUs, and (e) other. For NEOs, as applicable, the amount in column (e) reflects expenses related to Diebold's sales awards recognition program (Mr. Mattes, \$8,891; Mr. Chapman, \$6,272; Mr. Mayes, \$6,272; and Mr. Merz, \$6,377), as well as life insurance benefits (Mr. Mattes, \$1,620; Mr. Chapman \$623; Mr. Mayes, \$1,205; Mr. Merz, \$790, and Ms. Rutt, \$743), and the approximate value of an annual physical exam provided to our executives (Mr. Mattes, \$3,475; Mr. Merz, \$3,896, and Ms. Rutt, \$1,513).
- (7) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ).

Named Executive Officer	All Other Compensation				
	(a)	(b)	(c)	(d)	(e)
Andreas W. Mattes	76,945	60,938	12,000	42,974	13,986
Christopher A. Chapman		9,360		9,087	6,895
George S. Mayes, Jr. <sup>(1)</sup>		149,527	10,000	28,918	7,447
Stefan E. Merz		17,912		7,960	11,063
Sheila M. Rutt		19,723	7,616	14,895	2,256

- (1) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ).

**Table of Contents****2014 Grants of Plan-Based Awards Table**

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards: Number of Shares of Stock or Units <sup>(3)</sup>	All Other Option Awards: Number of Securities Underlying Option Awards <sup>(4)</sup>	Exercise or Base Price of Option Awards <sup>(5)</sup>	Grant Date Fair Value of Stock and Option Awards <sup>(5)</sup>
		Thresh. (\$)	Target (\$)	Max. (\$)	Thresh. (#)	Max. (#)	Target (#)				
Andreas W. Mattes <sup>(6)</sup>	1/15/14				28,207	31,341	34,476				1,102,576
	2/11/14								154,766	34.13	1,044,825
	2/11/14							20,166			688,266
	2/11/14				6,546	26,181	52,362				1,109,813
	2/11/14	491,040	1,023,000	2,046,000							
Christopher A. Chapman	1/15/14				5,744	6,382	7,021				224,519
	2/11/14								10,166	34.13	68,631
	2/11/14							1,325			45,222
	2/11/14				828	3,312	6,624				140,396
	2/11/14	132,000	330,000	660,000							
George S. Mayes, Jr. <sup>(7)</sup>	1/15/14				34,122	37,913	41,705				1,333,779
	2/11/14								62,405	34.13	421,296
	2/11/14							8,131			277,511
	2/11/14				5,082	20,328	40,656				861,704
	2/11/14	187,000	467,500	935,000							
Stefan E. Merz	1/15/14				8,872	9,857	10,843				346,769
	2/11/14								14,750	34.13	99,577
	2/11/14							1,922			65,598
	2/11/14				1,202	4,805	9,610				203,684
	2/11/14	113,750	243,750	487,500							
Sheila M. Rutt	1/15/14				8,407	9,341	10,276				328,616
	2/11/14								15,376	34.13	103,803
	2/11/14							2,003			68,362
	2/11/14				1,253	5,009	10,018				212,332
	2/11/14	81,304	203,267	406,534							



- (1) These columns present information about the potential payout under our Annual Cash Bonus Plan for fiscal year 2014. The actual amount paid in February 2015 is reflected above in the *2014 Summary Compensation Table* under the Non-Equity Incentive Plan Compensation column. For a more detailed description of the related performance measures for our Annual Cash Bonus Plan, see above under Compensation Discussion and Analysis.
- (2) These columns present information about performance-based LTI shares awarded during 2014 pursuant to the 1991 Plan (shown with the February 11, 2014 grant date) as well as the Transformation Grant (shown with the January 15, 2014 grant date). For each respective grant type, specific performance measures will be calculated over the three-year period beginning on January 1, 2014 and ending on December 31, 2016, except with respect to the Transformation Grant for Mr. Mattes which is calculated over the 2014 performance period. No amount is payable unless the threshold performance is met. For performance-based LTI shares granted, the maximum award amount of 200 percent of the target amount, will be earned only if we achieve maximum performance pursuant to that grant's specific performance measures. For the Transformation Grant, the maximum award amount of 110 percent of the target amount, will be earned only if we achieve maximum performance pursuant to that grant's specific performance measures. For a more detailed description of the performance-based LTI shares, the Transformation Grant, and the related performance measures, see above under Compensation Discussion and Analysis.
- (3) This column presents information about RSUs awarded during 2014 pursuant to the 1991 Plan. For a more detailed description of the RSUs, see above under *Compensation Discussion and Analysis*.
- (4) All stock option grants were new and not granted in connection with an option re-pricing transaction, and the terms of the stock options were not materially modified in 2014. For a more detailed description of the stock options, see above under Compensation Discussion and Analysis.
- (5) For the performance-based LTI shares, the fair value of \$42.39 per share as of the grant date was calculated using a Monte Carlo simulation model, and such values reflect the total amount that we would expect to expense in our financial statements over the awards' three-year performance period, based on the probable outcome of the performance conditions, excluding the effect of estimated forfeitures, in accordance with FASB ASC Topic 718. The assumptions used in calculating the fair value of the performance-based LTI shares were as follows: (a) an expected performance period of three years; (b) a risk-free interest rate of 0.4 percent, which is the interest rate for a zero-coupon U.S. government bond, with a maturity of three years; (c) volatility of 30.6 percent, calculated using the daily

**Table of Contents**

ending stock price for the equivalent period to the expected term prior to grant date; and (d) a dividend yield of 3.85 percent as of the grant date. For the Transformation Grant, except for Mr. Mattes, the fair value of \$34.18 per share is calculated based upon the probable outcome of all three performance periods for 2014, 2015 and 2016, respectively, as follows: (a) 2014 (100 percent of the 2014 performance period plus 50 percent of the 2015 performance period, plus 33 1/3 percent of the 2016 performance period), (b) 2015 (50 percent of the 2015 performance period plus 33 1/3 of the 2016 performance period), and (c) 2016 (33 1/3 percent of the 2016 performance period), the total of such value reflects the total amount that we would expect to expense in our financial statements for the total of all three performance periods. For the Transformation Grant for Mr. Mattes, the fair value of \$34.18 per share is calculated by based upon the probable outcome for the 2014 performance period at 100 percent. For RSUs, the fair value is calculated using the closing market price of the shares on the February 11, 2014 grant date of \$34.13, and such value reflects the total amount that we would expect to expense in our financial statements over the awards three-year vesting period. For stock options, the fair value was calculated using the Black-Scholes value on the grant date of \$6.75, calculated in accordance with FASB ASC Topic 718. The assumptions used in calculating the fair value of these stock options can be found under Note 3 to the Consolidated Financial Statements for the year ended December 31, 2014, which are incorporated by reference herein.

- (6) For additional information regarding the Transformation Grant awarded to Mr. Mattes on January 15, 2014, see the discussion above in the Compensation Discussion and Analysis.
- (7) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ).

**Mattes Employment Agreement**

In June 2013, we entered into an employment agreement with Mr. Mattes in connection with his appointment as our President and CEO. The agreement has an initial term of two years and automatically renews for one-year terms unless either party gives the other at least six months notice of non-renewal prior to the scheduled expiration date. Pursuant to the agreement, Mr. Mattes is entitled to receive an annual base salary of \$775,000 for the first year and will be eligible for annual incentive awards as determined by Diebold in its sole discretion; provided that, for 2013, any annual incentive award for Mr. Mattes will be paid on a pro rata basis, based upon a guaranteed minimum payout of at least 100 percent of the target opportunity. Under the agreement, Mr. Mattes also received an inducement grant of \$500,000 in the form of Diebold's common shares, subject to an obligation to repay 100 percent of such shares (or equivalent value) to Diebold in the event that he voluntarily terminated his employment prior to the first year anniversary of the agreement, and repay 50 percent of such shares in the event that he voluntarily terminated his employment prior to the second anniversary of the agreement. Additionally, Mr. Mattes is eligible to participate in Diebold's long-term equity incentive plan as determined by Diebold in its sole discretion.

Under the terms of the agreement, if Mr. Mattes is terminated without cause (as defined in the agreement) or he terminates his employment for good reason (as defined in the agreement and subject to Diebold's right to cure), in either case other than in the two-year period following a change-in-control (as defined in the agreement), assuming he otherwise satisfies certain conditions, he will be entitled to receive, among other things, (i) a lump sum amount equal to any unpaid salary and accrued vacation pay and unreimbursed business expenses, (ii) a lump sum amount equal to two times his annual base salary and annual incentive award at target, (iii) a lump sum pro rata amount, if any, equal to the actual annual incentive that would have been payable to him based on Diebold's actual performance against applicable goals and his personal goals/key initiatives (based on his assumed target level performance), and (iv) continuation of medical, dental, vision and Company-paid basic life insurance coverage for 24 months, and (A) any outstanding and unvested stock options will immediately vest, (B) any restrictions on unvested RSUs will immediately lapse on a pro rata basis and (C) all unearned performance-based shares and performance units will be paid out on a pro rata basis (except with respect to Transformation Grant shares as noted above in Benefits and Perquisites Change-in-Control Protection ).

In addition, in connection with a change-in-control, the term of Mr. Mattes' employment will automatically be extended to the second anniversary of the change-in-control. If, during the two-year period following a change in control, Mr. Mattes is terminated without cause or he terminates his employment for good reason, assuming he otherwise satisfies certain conditions, he will be entitled to receive, among other things, (i) a lump sum amount equal to any unpaid salary and accrued vacation pay and unreimbursed business expenses, (ii) a lump sum amount equal to two times Mr. Mattes' annual base salary and annual incentive award at target, (iii) a lump sum pro rata amount, if any, equal to the actual annual incentive that would have been payable to him based on

**Table of Contents**

Diebold's actual performance against applicable goals and his personal goals/key initiatives (based on his assumed target level performance), and (iv) continuation of medical, dental, vision and Company-paid basic life insurance coverage for 24 months, and (A) any outstanding and unvested stock options will immediately vest, (B) any restrictions on unvested RSUs will immediately lapse, and (C) all unearned performance-based shares and performance units will become non-forfeitable at 100 percent of target (except with respect to Transformation Grant shares as noted above in Benefits and Perquisites Change-in-Control Protection ).

The employment agreement also provides that Mr. Mattes will not (i) compete with Diebold for a period of two years after the termination of his employment or (ii) solicit employees of Diebold for a period of three years after the termination of his employment. Mr. Mattes' employment agreement does not provide for any tax gross-ups for any excise tax that may be imposed under Section 280G of the Internal Revenue Code.

On July 24, 2015, Diebold entered into an Amended and Restated Executive Employment Agreement with Mr. Mattes that made certain revisions to the terms of Mr. Mattes' employment agreement, including with respect to the change-in-control definition and the cause definition that applies in the two-year period following a change-in-control, and certain other updates. For more information on the revised terms of Mr. Mattes' employment agreement, see Recent Developments.

**Table of Contents****Outstanding Equity Awards at 2014 Fiscal Year-End**

The following table provides information relating to exercisable and unexercisable stock options as of December 31, 2014 for the NEOs. In addition, the following table provides information relating to grants of RSUs, deferred shares and performance-based awards to the NEOs that had not yet vested as of December 31, 2014. No stock appreciation rights were outstanding as of December 31, 2014.

Name	Grant Date of Award	Option Awards <sup>(1)</sup>				Stock Awards				
		Exercisable (#)	Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested <sup>(2)</sup> (#)	Market Value of Shares or Units of Stock That Have Not Vested <sup>(3)</sup> (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, or Other Rights That Have Not Vested <sup>(4)</sup> (#) and Market Value of Unearned Shares, or Other Rights That Have Not Vested <sup>(4)</sup> (\$)	
<b>Andreas W. Mattes</b>	6/6/2013	32,367	65,715		31.92	6/6/2023				
	2/11/2014		154,766		34.13	2/11/2024				
	6/6/2013						17,203	595,912		
	2/11/2014						20,166	698,550		
	6/6/2013								9,259	320,697
	1/15/2014								28,207	977,087
	2/11/2014								26,181	906,910
<b>Christopher A. Chapman</b>	2/20/2006	700			39.43	2/20/2016				
	2/14/2007	1,250			47.27	2/14/2017				
	2/11/2009	1,250			24.79	2/11/2019				
	2/11/2010	2,500			27.88	2/11/2020				
	2/10/2011	5,250	1,750		32.67	2/10/2021				
	2/8/2012	4,750	4,750		34.89	2/8/2022				
	2/6/2013	2,488	5,052		29.87	2/6/2023				
	2/11/2014		10,166		34.13	2/11/2024				
	2/11/2010						2,000	69,280		

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2/8/2012			1,300	45,032		
2/6/2013			1,277	44,235		
11/4/2013			2,000	69,280		
2/11/2014			1,325	45,898		
2/8/2012					750	25,980
2/6/2013					798	27,643
1/15/2014					5,744	198,965
2/11/2014					3,312	114,728

**George S.  
Mayes,  
Jr.<sup>(5)</sup>**

2/10/2005	3,000		55.23	2/10/2015			
2/20/2006	8,000		39.43	2/20/2016			
2/14/2007	9,500		47.27	2/14/2017			
2/11/2009	3,750		24.79	2/11/2019			
2/11/2010	7,500		27.88	2/11/2020			
2/10/2011	15,000	5,000	32.67	2/10/2021			
2/8/2012	12,500	12,500	34.89	2/8/2022			
2/6/2013	14,645	29,734	29.87	2/6/2023			
2/11/2014		62,405	34.13	2/11/2024			
2/11/2010					5,000	173,200	
2/8/2012					4,500	155,880	
2/6/2013					7,515	260,320	
2/11/2014					8,131	281,658	
2/8/2012						1,875	64,950
2/6/2013						4,697	162,704
1/15/2014						34,122	1,181,976
2/11/2014						20,328	704,162

**Table of Contents**

Name	Grant Date of Award	Option Awards <sup>(1)</sup>				Stock Awards				
		Number of Securities Underlying Unexercised Options	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested <sup>(2)</sup>	Market Value of Shares or Units of Stock That Have Not Vested <sup>(3)</sup>	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested <sup>(4)</sup>		
		Exercisable (#)	Unexercisable (#)	Options (#)	Price (\$)	Expiration Date	Vested <sup>(2)</sup> (#)	Vested <sup>(3)</sup> (\$)	Vested <sup>(4)</sup> (#)	Vested <sup>(4)</sup> (\$)
<b>Stefan E. Merz</b>	2/11/2014		14,750		34.13	2/11/2024				
	8/1/2013						5,000	173,200		
	2/11/2014						1,922	66,578		
	1/15/2014								8,872	307,302
	2/11/2014								4,805	166,445
<b>Sheila M. Rutt</b>	2/10/2005	6,000			55.23	2/10/2015				
	2/20/2006	8,000			39.43	2/20/2016				
	2/14/2007	7,500			47.27	2/14/2017				
	2/10/2011	9,000	3,000		32.67	2/10/2021				
	2/8/2012	8,250	8,250		34.89	2/8/2022				
	2/6/2013		8,505		29.87	2/6/2023				
	2/11/2014		15,376		34.13	2/11/2024				
	2/11/2010						4,000	138,560		
	2/8/2012						2,300	79,672		
	1/14/2013						2,500	86,600		
	2/6/2013						2,149	74,441		
	2/11/2014						2,003	69,384		
	2/8/2012								1,250	43,300
	2/6/2013								1,343	46,530
	1/15/2014								8,407	291,215
	2/11/2014								5,009	173,512

(1) All stock options outstanding at the 2014 fiscal year-end which were issued prior to 2013 vest ratably over a four-year period beginning on the first anniversary of the date of grant. All stock option grants outstanding at the

2014 fiscal year-end which were issued after 2013 vest ratably over a three-year period beginning on the first anniversary of the date of grant.

- (2) This column reflects unvested RSUs granted to the NEOs that had not yet vested as of December 31, 2014. The RSUs included in this column have a three-year cliff vest.
- (3) The market value was calculated using the closing price of our common shares of \$34.64 as of December 31, 2014.
- (4) These columns report the performance shares granted to the NEOs for the 2012-2014, 2013-2015 and 2014-2016 performance periods, as applicable. For the 2012-2014 and 2013-2015 performance periods, the current performance as of December 31, 2014 was below threshold, and therefore, the awards are reported at the threshold level. For the 2014-2016 performance period, the current performance as of December 31, 2014 was above threshold, but below target, and therefore, the award is reported at target. In addition, for the Transformation Grant, the 2014 performance (which was the first performance year) was below target, and is therefore reported at threshold. There is no performance yet achieved for either of the 2015 and 2016 performance periods of the Transformation Grant, and therefore, those performance periods are also included at the threshold level.
- (5) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ).



**Table of Contents****2014 Option Exercises and Stock Vested**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise <sup>(1)</sup> (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting <sup>(2)</sup> (\$)
Andreas W. Mattes				
Christopher A. Chapman			5,250	177,713
George S. Mayes, Jr. <sup>(3)</sup>			4,500	152,325
Stefan E. Merz				
Sheila M. Rutt	13,188	134,398	7,000	236,950

- (1) The value realized is calculated by multiplying the number of stock options by the difference between the market value of the underlying securities on the date of exercise and the exercise price of the stock option.
- (2) The value realized is calculated for RSUs by multiplying the number of shares of stock by the market value of the underlying securities on the vesting date. The number of shares actually received upon vesting may be less than the number shown, due to shares being withheld for the payment of applicable taxes.
- (3) Mr. Mayes resigned effective July 24, 2015 (see Recent Developments ).

**2014 Pension and Retirement Benefits**

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit <sup>(1)</sup> (\$)	Payments During Last Fiscal Year (\$)
Andreas W. Mattes				
Christopher A. Chapman	Qualified Retirement Plan	18.3333	\$ 240,949	
	Pension Restoration SERP	18.3333	\$ 114,365	
George S. Mayes, Jr. <sup>(2)</sup>				
Stefan E. Merz				
Sheila M. Rutt	Qualified Retirement Plan	14.250	\$ 247,403	
	Pension SERP	14.250	\$ 288,397	
	Pension Restoration SERP	14.250	\$ 92,496	

(1)

The values are determined based on a 4.21 percent discount rate and the RP-2014 Mortality Table for non-annuitants without collar adjustment with MP-2014 fully generational mortality improvement projection and are calculated assuming that the probability is nil that a NEO terminates, dies, retires or becomes disabled before normal retirement date.

- (2) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ).

Mr. Chapman and Ms. Rutt currently participate in the Diebold, Incorporated Retirement Plan for Salaried Employees, or Qualified Retirement Plan, which provides funded, tax-qualified benefits under the Internal Revenue Code to all salaried and non-union hourly U.S.-based employees who were hired before July 1, 2003. This plan provides benefits that are limited by Internal Revenue Code requirements applicable to all tax-qualified pension plans. As noted above, we also maintain defined benefit Supplemental Executive Retirement Plans, or SERPs, which provide unfunded, non-qualified benefits to select executives. The purpose of the SERPs is to provide additional benefits above those provided under the Qualified Retirement Plan. Accruals in the Qualified Retirement Plan and the defined benefit SERPs were frozen as of December 31, 2013.

As of December 31, 2014, pension benefit obligations with respect to commitments to our NEOs under the Qualified Retirement Plan, the Pension Restoration SERP and the Pension SERP amounted to \$1.5 million. The obligations were calculated using a 4.21 percent discount rate. No provisions are recognized for members of our board of directors.

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**Table of Contents**

***Qualified Retirement Plan***

The benefit provided under the Qualified Retirement Plan is payable as a life annuity beginning at normal retirement age (age 65). The benefit is determined based on the following formula:

0.8 percent of final average compensation up to the Covered Compensation level; plus

1.25 percent of final average compensation in excess of the Covered Compensation level;

which sum is multiplied by years of service (subject to a maximum of 30 years).

In addition, a benefit equal to \$50.40 times the number of years of service (subject to a maximum of 30 years) is added to the amount determined above.

Final average compensation is an average of the five highest consecutive full calendar years of salary and bonus out of the last ten full calendar years, with each year's compensation held to a maximum of the IRS compensation limit for that year. The participant's individual Covered Compensation is as defined under the Internal Revenue Code. The benefit is payable for the lifetime of the participant, with alternative forms of payment available to the participant with an actuarial reduction.

Participants may retire early if they are at least age 50 and the sum of their age plus service is at least 70, or at any age with 30 years of service. Benefits may begin upon retirement on an actuarially reduced basis. Participants with at least 15 years of service who become disabled while employed are eligible for an immediate unreduced benefit.

Participants terminating with at least five years of service are entitled to a deferred vested benefit at age 65, or may commence the benefit on an actuarially reduced basis, if they are at least age 50 and the sum of their age plus service is at least 70.

***Pension Restoration SERP***

Benefits under the Pension Restoration SERP are determined using the same formula as stated above for the Qualified Retirement Plan except the IRS compensation limit is ignored. Net benefits payable from the Pension Restoration SERP at age 65 equal the difference between the benefit determined using total pensionable pay, ignoring qualified plan compensation limits, and the benefit payable from the Qualified Retirement Plan. All other provisions of the Pension Restoration SERP are identical to the Qualified Retirement Plan with the exception of the actuarial reduction factors for retirement before age 65. Mr. Chapman and Ms. Rutt are the only NEOs who participate in the Pension Restoration SERP. The Pension Restoration SERP was amended in 2013 to freeze all future benefit accruals after December 31, 2013.

***Pension SERP***

The Pension SERP provides a supplemental monthly retirement benefit in an amount such that a participant's total retirement benefit from the Qualified Retirement Plan, the Pension Restoration SERP, the annuity equivalent of the projected employer-provided balance in the 401(k) Restoration SERP (assuming a 3 percent employer match and a fixed rate of return of 8 percent) and the Pension SERP, plus one-half of the participant's anticipated Social Security benefit payable at age 65, equals 50 percent (pro-rated for less than 25 years of service) of the participant's final

average compensation received from us during the highest five consecutive full calendar years of the last ten full calendar years of employment. Compensation is defined for this purpose as salary plus bonus accrued for each such calendar year. The Pension SERP benefits are payable at age 65 as a straight life annuity. Joint and survivor options are available on an actuarially equivalent basis. Benefits are available to participants retiring or terminating employment with at least 10 years of service, and are payable at the later of (1) attaining both the age of 50 and 70 points (determined by age plus years of service), or (2) separation from service (on a reduced basis if payments begin before age 65). Participants who become disabled while employed and have at least 15 years of service are eligible for an immediate benefit. The Pension SERP was amended in 2013 to freeze all future benefit accruals after December 31, 2013.

**Table of Contents**

Accrued benefits under the Pension SERP are fully vested in the event of a change-in-control of Diebold. Ms. Rutt is the only NEO who participates in the Pension SERP.

***Present Value of Accumulated Benefits***

The Present Value of Accumulated Benefits is the single-sum value as of December 31, 2014 of the annual pension benefit that was earned through that date payable under a plan beginning at the NEO's normal retirement age. The normal retirement age is defined as age 65 for the Qualified Retirement Plan, Pension Restoration SERP and Pension SERP. We used certain assumptions to determine the single-sum value of the annual benefit that is payable beginning at normal retirement age. The key assumptions are as follows:

An interest rate of 4.21 percent, the FASB ASC 715 discount rate as of December 31, 2014;

The RP-2014 Mortality Table for non-annuitants without collar adjustment with MP-2014 fully generational mortality improvement projection;

A probability of 100 percent that benefits are paid as annuities; and

No probability of termination, retirement, death, or disability before normal retirement age.

**2014 Non-Qualified Deferred Compensation**

Name	401(k) Restoration SERP and 401(k) SERP				Aggregate Balance as of December 31, 2014 <sup>(4)</sup> (\$)
	Executive Contributions in 2014 <sup>(1)</sup> (\$)	Registrant Contributions in 2014 <sup>(2)</sup> (\$)	Aggregate Earnings in 2014 <sup>(3)</sup> (\$)	Aggregate Withdrawals/ Distributions (\$)	
Andreas W. Mattes	88,534	53,120	7,926		173,224
Christopher A. Chapman					
George S. Mayes, Jr. <sup>(5)</sup>	26,596	15,958	94,473		1,175,362
Stefan E. Merz	14,254	8,552	488		23,294
Sheila M. Rutt	17,271	10,363	12,981		191,139

- (1) These amounts are included in the Salary column of the 2014 Summary Compensation Table.
- (2) These amounts are included in the All Other Compensation column of the 2014 Summary Compensation Table and include amounts contributed in 2014 for the 2014 plan year under the 401(k) Restoration SERP.
- (3) These amounts represent aggregate earnings on executive and registrant contributions. These amounts are not reflected in the 2014 Summary Compensation Table, as they are not considered preferential or above-market earnings on deferred compensation.
- (4)

This column reflects the balance of all contributions and the aggregate earnings (or losses) on such contributions. No portion of this amount is reflected in the All Other Compensation column or the Salary column of the 2014 Summary Compensation Table except current-year Registrant Contributions and Executive Contributions, respectively.

- (5) Mr. Mayes, as a result of the elimination of the position of Chief Operating Officer, left Diebold effective July 24, 2015 (see Recent Developments ).

***Non-Qualified Deferred Compensation Plans***

***Deferred Incentive Compensation Plan No. 2***

Pursuant to our 1992 Deferred Incentive Compensation Plan, certain executives, including the NEOs, were able to defer cash bonuses received under our Annual Cash Bonus Plan and performance-based share awards earned under the 1991 Plan; however, none of the NEOs were participants in this Deferred Incentive Compensation Plan in 2014. Effective December 31, 2004, as a result of the passage by Congress of the American Jobs Creation Act of 2004, we elected to freeze the 1992 Deferred Incentive Compensation Plan and closed the plan to future deferrals.

**Table of Contents**

Effective January 1, 2005, the board approved the Deferred Incentive Compensation Plan No. 2, which is substantially similar to the 1992 Deferred Incentive Compensation Plan in all material respects, but was designed to be administered in accordance with Section 409A of the Internal Revenue Code.

Under the Deferred Incentive Compensation Plan No. 2, an executive may defer all or a portion of his or her annual cash bonus or performance-based share amount. Deferral elections for cash bonuses must be made prior to the end of the year preceding the year in which such bonuses would be earned (and payable in the following year). Deferral elections for performance-based shares must be made at least six months prior to the end of the three-year performance period specified in the grant.

Deferrals of performance-based shares are treated as a line-item in the executive's deferred account with us; however, the earnings on the performance shares (dividends and interest) are invested in the same manner as deferrals of cash compensation. Executives may invest such cash deferrals in any funds available under our 401(k) plan, except the Northern Trust and Invesco Stable Value Fund. The table below shows the funds available under the deferred compensation plans and their annual rate of return for the year ended December 31, 2014, as reported by Merrill Lynch.

**Merrill Lynch Funds**

<b>Name of Fund</b>	<b>Rate of Return</b>	<b>Name of Fund</b>	<b>Rate of Return</b>
Allianzgi NFJ Intrnl VAL Instl	(5.3)%	Vanguard Target Retirement 2055	7.16%
Calamos International Growth I	(6.12)%	Vanguard Target Retirement 2060	7.16%
Invesco Diversified DIV CL R5	12.32%	Loomis Sayles Bond FD Instl	4.76%
Janus Triton Fund CL I	9.58%	Loomis Sayles Small Cap Value Instl	5.33%
John Hancock Disciplined Value Mid Cap Instl	13.29%	Vanguard Institutional Index	13.65%
Vanguard Target Retirement 2010	5.30%	Vanguard Total Bond Market Instl	5.29%
Vanguard Target Retirement 2015	6.56%	Vanguard Mid-Cap Index Fund	13.60%
Vanguard Target Retirement 2020	7.11%	Vanguard Primecap FD-ADM CL	18.83%
Vanguard Target Retirement 2025	7.17%	Vanguard Target Income Retirement	5.54%
Vanguard Target Retirement 2030	7.17%	T Rowe Price Blue Chip Growth	9.28%
Vanguard Target Retirement 2035	7.24%	Oppenheimer Developing Markets Fund Y	(4.55)%
Vanguard Target Retirement 2040	7.15%	FFI Institutional Fund	0.04%
Vanguard Target Retirement 2045	7.16%	American Balanced Fund R5	9.16%
Vanguard Target Retirement 2050	7.18%		

Executives deferring under the Deferred Incentive Compensation Plan No. 2 select their period of deferral and method of payment at the time of making their deferral elections. Executives may elect to defer their payments until a specified date or until the date they cease to be an associate of Diebold. Further, the executives may elect to receive their distribution either as a lump sum or in approximately equal quarterly installments, not to exceed 40 installments.

**401(k) Restoration SERP**

The 401(k) Restoration SERP is designed to replace lost retirement benefits due solely to IRS compensation limits. Benefits under this plan are determined exactly as in our 401(k) Plan except that compensation limits are ignored.

NEOs are permitted to elect to defer compensation above the annual IRS limit and we provide a matching contribution at the same rate as under the 401(k) Plan. Both the salary deferrals and our matching contributions may be invested in any funds available under our Deferred Incentive Compensation Plan No. 2 (except the Northern Trust and Invesco Stable Value Fund). All of the NEOs, except for Mr. Chapman, participate in the 401(k) Restoration SERP.



**Table of Contents****401(k) SERP**

The 401(k) SERP is designed to provide supplemental retirement benefits to executives hired after July 1, 2003, because those executives are not eligible to participate in the Qualified Retirement Plan and Pension SERP. Each year the executive is provided a contribution based upon a points formula (age plus service) as follows:

<b>Points</b>	<b>Contribution Credit</b>
Under 50	5%
50-59	10%
60-69	12.5%
70-79	15%
80 and over	20%

The 401(k) SERP was amended in 2013 to close participation in the Plan and to cease any future contributions after those made for the 2013 plan year. None of our active NEOs currently participates in the 401(k) SERP. Upon amendment, all active participants as of December 31, 2013 were immediately vested in any benefit that had accrued on their behalf. The executive may invest his account balance in any investment funds available under our 401(k) Restoration SERP, except the Northern Trust and Invesco Stable Value Fund.

**Recent Developments*****Change-In-Control Agreements***

On July 24, 2015, Diebold entered into change-in-control agreements with named executive officers Christopher A. Chapman, Stefan E. Merz and Sheila M. Rutt. These employee agreements replace prior agreements with Mr. Chapman and Ms. Rutt and provide change-in-control benefits consistent with customary governance and compensation practices, including the elimination of the excise tax gross-up provisions.

The benefits available under the change-in-control agreements are subject to a double trigger, so that benefits are only paid following both (i) a change-in-control (as defined in the change-in-control agreements) and (ii) a termination of the executive's employment without cause by Diebold or for good reason by the executive (as those terms are defined in the change-in-control agreements) in the three-year period following a change in control.

The change-in-control agreements include the following items:

A change-in-control definition that is the same as the change in control definition in Diebold's shareholder-approved Amended and Restated 1991 Equity and Performance Incentive Plan, its equity award agreements, and the Amended and Restated Executive Employment Agreement with its Chief Executive Officer, discussed below;

A lump sum payment equal to two times base salary and target cash bonus;

Two years of continued participation in Diebold's health and welfare benefit plans;

A lump sum payment in an amount equal to the additional benefits the executive would have accrued under each qualified or nonqualified pension, profit sharing, deferred compensation or supplemental plan for one additional year of service, provided the executive was fully vested prior to termination;

A one-year post-termination noncompete and nonsolicit period;

An initial term of two years (through July 24, 2017), with automatic one-year extensions each January unless either party provides three months notice that the agreement should not extend;

An automatic three-year extension following a change in control; and

A best results provision in connection with any excise taxes imposed following a termination.

## **Table of Contents**

### ***Mattes Employment Agreement Amendment***

Diebold entered into an Amended and Restated Executive Employment Agreement, or Mattes agreement, with Andreas (Andy) W. Mattes, its President and Chief Executive Officer, on July 24, 2015. The purpose of the revisions in the Mattes agreement was to align the change-in-control definition and the cause definition that applies in the two-year period following a change-in-control as stated in the Mattes agreement with the definitions used in the change-in-control agreements discussed above.

In addition, the updates in the Mattes agreement also provide for:

A two-year term (through July 24, 2017), with automatic one-year renewals unless either party provides at least six months' notice that that agreement should not renew;

Termination without Cause benefits if Diebold does not renew the Mattes agreement and Mr. Mattes employment does not continue;

An extension of the exercise period for stock options and stock appreciation rights following termination from three months to twelve months, consistent with the Senior Leadership Severance Plan amendment discussed below;

Payment of reasonable attorney's fees in connection with the review of the Mattes agreement; and

A best results provision in connection with any excise taxes imposed following a termination, consistent with the employee agreements discussed above.

### ***Senior Leadership Severance Plan Amendment***

Effective July 24, 2015, Diebold also amended and restated its Senior Leadership Severance Plan, or, as amended and restated, the Severance Plan. The Severance Plan provides severance benefits to executives who are involuntarily terminated other than for cause or upon certain constructive terminations, in each case not in connection with a change in control. The amendment to the Severance Plan extends the period stock options and stock appreciation rights shall remain exercisable following the date of termination from three months to twelve months. The time period will also be extended for each business day that the executive is restricted from exercising rights under any such awards due to a company-instituted blackout period.

### ***Amendment to Deferred Compensation Plan No. 2 for Directors***

On July 24, 2015, Diebold also approved an amendment to its Deferred Compensation Plan No. 2 for directors. The purpose of this amendment was to align the change-in-control definition with the definitions used in the employee agreements and Mattes agreement discussed above. The amendment and updated definition are effective for fees deferred pursuant to election agreements entered into after July 24, 2015 and the related participant accounts.

### ***Executive Departure***

Diebold also announced the departure of George S. Mayes, Jr., former Executive Vice President and Chief Operating Officer, effective July 24, 2015. On September 1, 2015, Diebold and Mr. Mayes entered into a separation agreement and release pursuant to which Mr. Mayes will receive severance payments and benefits specified in Diebold's Senior Leadership Severance Plan for Grade 100 and 90 executives. In addition, under the separation agreement, Mr. Mayes may choose his outplacement provider (up to \$10,000) and he will receive certain additional items such as executive physical and financial planning benefits (with an aggregate value of up to \$24,000) and up to 104 weeks of continued participation in Diebold's Executive Long-Term Disability Plan. For purposes of Mr. Mayes' pro-rated 2015 cash bonus, his individual performance metric will be calculated at target. His retirement plan benefits will be as set forth in the respective company retirement plans.

The separation agreement includes a general release of claims in favor of Diebold and requires Mr. Mayes to comply with a two year non-competition provision, two year non-solicitation provision, and confidentiality, cooperation and non-disparagement conditions.

**Table of Contents****SHAREHOLDER STRUCTURE; BENEFICIAL OWNERSHIP OF DIEBOLD COMMON SHARES****Security Ownership of Significant Shareholders**

To our knowledge, no person beneficially owned more than five percent of our outstanding common shares as of November 20, 2015, except for the shareholders listed below. The information provided below was derived from reports filed with the SEC by the beneficial owners on the dates indicated in the footnotes below.

<b>Title of Class</b>	<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Common Shares	GGCP, Inc. et al One Corporate Center Rye, New York 10580	6,317,214 <sup>(1)</sup>	9.90%
Common Shares	State Street Corporation State Street Financial Center One Lincoln Street Boston, Massachusetts 02111	5,897,102 <sup>(2)</sup>	9.10%
Common Shares	The Vanguard Group 100 Vanguard Blvd. Malvern, Pennsylvania 19355	4,069,258 <sup>(3)</sup>	6.30%
Common Shares	SouthernSun Asset Management LLC 6070 Poplar Avenue, Suite 300 Memphis, Tennessee 38119	4,055,030 <sup>(4)</sup>	6.30%
Common Shares	BlackRock, Inc. 55 East 52nd Street New York, New York 10022	3,959,642 <sup>(5)</sup>	6.10%
Common Shares	Capital World Investors 333 South Hope Street Los Angeles, California 90071	3,925,000 <sup>(6)</sup>	6.00%
Common Shares	Prudential Financial, Inc.	3,407,560 <sup>(7)</sup>	5.30%

751 Broad Street

Newark, New Jersey 07102

Common Shares	Jennison Associates LLC	3,352,7308 <sup>(8)</sup>	5.20%
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466 Lexington Avenue

New York, New York 10017

- (1) Information regarding share ownership was obtained from the Schedule 13D/A filed jointly on January 16, 2014 by Gabelli Funds, LLC, GAMCO Asset Management Inc., Gabelli Securities, Inc., MJG Associates, Inc., Gabelli Foundation, Inc., MJG-IV Limited Partnership, GGCP, Inc., GAMCO Investors, Inc. and Mario J. Gabelli. We have not received any evidence in the Schedule 13D filings of the foregoing entities that indicates an increase or decrease in the number of our common shares held by such entities during the fiscal year ended December 31, 2014. The entities reported their beneficial ownership as follows: (A) Gabelli Funds, LLC had sole voting and dispositive power with respect to 1,708,900 common shares; (B) GAMCO Asset Management Inc. had sole voting power with respect to 4,248,641 common shares and sole dispositive power with respect to 4,467,741 common shares; (C) MJG Associates, Inc. had sole voting and dispositive power with respect to 8,000 common shares; (D) MJG IV Limited Partnership had sole voting and dispositive power with respect to 5,000 common shares; (E) Gabelli Foundation, Inc. had sole voting and dispositive power with respect to 5,000 common shares; (F) GGCP, Inc. had sole voting and dispositive power with respect to 35,000 common shares; (G) Mario J. Gabelli had sole voting and dispositive power with respect to 86,403 common shares; (H) GAMCO Investors, Inc. had sole voting and

**Table of Contents**

- dispositive power with respect to 80 common shares; and (I) Gambelli Securities, Inc. had sole voting and dispositive power of 1,000 common shares. Mario J. Gabelli is deemed to have beneficial ownership of the securities owned beneficially by each of the foregoing persons. GAMCO Investors, Inc., and GGCP, Inc. are deemed to have beneficial ownership of the securities owned beneficially by each of the foregoing persons other than Mario J. Gabelli and the Gabelli Foundation, Inc.
- (2) Information regarding share ownership was obtained from the Schedule 13G filed jointly on February 12, 2015 by State Street Corporation, or State Street, and its subsidiary, SSGA Funds Management, Inc., or SSGA. State Street has shared voting and dispositive power over 5,897,102 of our common shares. SSGA is the beneficial owner of, and has shared dispositive and voting power over 3,822,059 of our common shares, or 5.9 percent of our common shares outstanding. In addition to SSGA, the following direct or indirect subsidiaries of State Street also beneficially own our common shares: State Street Global Advisors Limited, State Street Global Advisors Australia Limited and State Street Global Advisors Asia Limited.
- (3) Information regarding share ownership was obtained from the Schedule 13G/A filed February 10, 2015 by The Vanguard Group, or Vanguard. Vanguard has sole voting power over 43,303 of our common shares, sole dispositive power over 4,031,055 of our common shares, and shared dispositive power over 38,203 of our common shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 38,203 of our common shares, or 0.1 percent of our common shares outstanding, as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 5,100 of our common shares as a result of its serving as investment manager of Australian investment offerings
- (4) Information regarding share ownership was obtained from the Schedule 13G filed on February 13, 2015 by SouthernSun Asset Management LLC, or SouthernSun. SouthernSun is an investment adviser registered under section 203 of the Investment Advisers Act of 1940. SouthernSun has sole voting power over 3,668,360 of our common shares, and sole power to dispose or direct the disposition of 4,055,030 of our common shares.
- (5) Information regarding share ownership was obtained from the Schedule 13G/A filed on February 9, 2015 by BlackRock, Inc., or BlackRock. BlackRock has sole voting power over 3,779,962 of our common shares, and sole dispositive power over 3,959,642 of our common shares. BlackRock is the parent company of the following subsidiaries that beneficially own our common shares: BlackRock Advisors (UK) Limited; BlackRock Advisors, LLC; BlackRock Asset Management Canada Limited; BlackRock Asset Management Ireland Limited; BlackRock Fund Advisors; BlackRock Institutional Trust Company, N.A.; BlackRock Investment Management (Australia) Limited; BlackRock Investment Management (UK) Ltd; BlackRock Investment Management, LLC; BlackRock Life Limited. No one BlackRock subsidiary's interest in our common shares is more than 5 percent of our common shares outstanding
- (6) Information regarding share ownership was obtained from the Schedule 13G filed on February 13, 2015 by Capital World Investors, or Capital World. Capital World is a division of Capital Research and Management Company (CRMC), and is deemed to be the beneficial owner of 3,925,000 of our common shares as a result of CRMC acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940. Capital World holds more than 5 percent of our outstanding common shares as of December 31, 2014 on behalf of The Income Fund of America. Capital World has sole voting and dispositive power over 3,935,000 of our common shares.
- (7) Information regarding share ownership was obtained from the Schedule 13G filed on February 13, 2015 by Prudential Financial, Inc., or Prudential. Prudential is the parent holding company of Jennison Associates LLC, which is the beneficial owner of 3,352,730 of our common shares, or 5.2 percent of our common shares outstanding. Prudential is also the parent holding company of Quantitative Management Associates LLC, which is the beneficial owner of 54,380 of our common shares, or 0.1 percent of our common shares outstanding. Prudential has sole voting and dispositive power over 261,070 of our common shares, shared voting power over 2,572,633 of our common shares and shared dispositive power over 3,146,490 of our common shares.
- (8)

Information regarding share ownership was obtained from the Schedule 13G filed on February 9, 2015 by Jennison Associates LLC, or Jennison. Jennison has sole voting power over 2,778,873 of our common shares and shared dispositive power over 3,352,730 of our common shares. Jennison furnishes investment



**Table of Contents**

advice to several investment companies, insurance separate accounts and institutional clients, or Managed Portfolios. As a result of its role as investment adviser of the Managed Portfolios, Jennison may be deemed to be the beneficial owner of our common shares held by such Managed Portfolios. Prudential Financial, Inc., or Prudential, indirectly owns 100 percent of the equity interests of Jennison. As a result, Prudential may be deemed to have the power to exercise or to direct the exercise of such voting and/or dispositive power that Jennison may have with respect to our common shares held by the Managed Portfolios. Jennison does not file jointly with Prudential; as such, our common shares reported on Jennison Schedule 13G may be included in the shares reported by Prudential.

**Security Ownership of Diebold Directors and Management**

The following table shows the beneficial ownership of Diebold's common shares, including those shares that individuals have a right to acquire within the meaning of Rule 13d-3(d)(1) under the Exchange Act as of November 20, 2015, by (1) each director, (2) our current named executive officers, and (3) all directors, current named executive officers and other executive officers as a group.

Ownership is also reported as of November 20, 2015 for shares in the 401(k) Savings Plan over which the individual has voting power, together with shares held in our Employee Stock Purchase Plan.

	Common Shares Beneficially Owned	Stock Options Exercisable Within 60 Days	Deferred Shares <sup>(2)</sup>	Percent of Class <sup>(1)</sup>
<b>Directors:</b>				
Patrick W. Allender	3,162		13,684	*
Phillip R. Cox	3,162	4,500	24,084	*
Richard L. Crandall	9,251	4,500	24,434	*
Gale S. Fitzgerald	9,251	4,500	23,684	*
Gary G. Greenfield	3,162		3,534	*
Robert S. Prather, Jr	3,162		7,734	*
Rajesh K. Soin	6,162		10,984	*
Henry D. G. Wallace	3,662	4,500	25,784	*
Alan J. Weber	4,662	4,500	23,684	*
<b>Named Executive Officers:</b>				
Andreas W. Mattes President and Chief Executive Officer	86,243	116,322		*
Christopher A. Chapman Senior Vice President and Chief Financial Officer	23,583 <sup>(3)</sup>	28,189		*
Stefan E. Merz Senior Vice President, Strategic Projects	11,469	4,916		*
Sheila M. Rutt Vice President, Chief Human Resources Officer	44,306 <sup>(3)</sup>	49,188		*
<b>All Current Directors, Director-Nominees, Named Executive Officers and Current Executive Officers as a Group (15)</b>	<b>211,237</b>	<b>248,714</b>	<b>157,606</b>	<b>0.58%</b>

\* Less than one percent

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- (1) Total issued as of November 20, 2015: 79,685,756 Diebold common shares.
- (2) The deferred shares awarded to the director-nominees, as discussed above under Corporate Governance Structure of Diebold Compensation of Directors, are not included in the shares reported in the Common Shares Beneficially Owned column, nor are they included in the Percent of Class column.
- (3) Includes shares held in his/her name under the 401(k) Savings Plan over which he/she has voting power.

-267-

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**Table of Contents**

**CORPORATE GOVERNANCE STRUCTURE OF DIEBOLD AFTER THE BUSINESS COMBINATION**

**Board of Directors of Diebold Following the Proposed Business Combination**

Immediately following the closing of the offer, Diebold will expand the size of its board of directors to an overall number of 13 board members and appoint Dr. Alexander Dibelius, chairman of the supervisory board of Wincor Nixdorf, Dr. Dieter Düsedau, member of the supervisory board of Wincor Nixdorf, and Mr. Eckard Heidloff, chief executive officer of Wincor Nixdorf, to the Diebold board of directors. Mr. Heidloff will resign from the Diebold board of directors upon a termination of his service as president of Diebold and membership on Wincor Nixdorf's supervisory board. For more information on the potential directors, see the section of this prospectus titled "Wincor Nixdorf Corporate Governance Information Directors and Senior Management of Wincor Nixdorf." For more information on Diebold's board of directors, see the section of this prospectus titled "Corporate Governance Structure of Diebold Directors." For a more detailed discussion of the governance and management of the combined Diebold and Wincor Nixdorf contemplated by the business combination agreement, see the section of this prospectus titled "The Business Combination The Business Combination Agreement Governance and Management of the Combined Diebold and Wincor Nixdorf."

**Executive Officers of Diebold Following the Proposed Business Combination**

As promptly as practicable after the closing date, Diebold will install an executive committee of eight members with equal representation of executives from Diebold and Wincor Nixdorf. Pursuant to the business combination agreement, the executive committee will include Mr. Mattes, the chief executive officer of Diebold and Mr. Chapman, the chief financial officer of Diebold. In addition, Diebold has agreed to appoint Mr. Heidloff as president of Diebold upon his joining the Diebold board of directors and to appoint Mr. Jürgen Wunram, chief financial officer of Wincor Nixdorf, as chief integration officer and head of retail, Mr. Olaf Heyden, executive vice president of Wincor Nixdorf, as head of services, and Dr. Ulrich Näher, senior vice president of Wincor Nixdorf, as head of systems, following the closing date. Both Mr. Heidloff and Mr. Wunram will serve on the executive committee upon appointment. For more information on the potential executive officers, see the section of this prospectus titled "Wincor Nixdorf Corporate Governance Information Directors and Senior Management of Wincor Nixdorf." For more information on Diebold's executive officers and potential executive officers, see the section of this prospectus titled "Corporate Governance Structure of Diebold Executive Officers and Corporate Governance Structure of Diebold Prospective Senior Executives of Diebold." For a more detailed discussion of the governance and management of the combined Diebold and Wincor Nixdorf contemplated by the business combination agreement, see the section of this prospectus titled "The Business Combination The Business Combination Agreement Governance and Management of the Combined Diebold and Wincor Nixdorf."

**Supervisory Board of Wincor Nixdorf Following the Proposed Business Combination**

Pursuant to the terms of the business combination agreement, Wincor Nixdorf will use its reasonable efforts to ensure that, after the closing date, three of the currently appointed members of the supervisory board of Wincor Nixdorf will resign from their positions. The other members of the supervisory board of Wincor Nixdorf will continue to hold their positions.

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**Table of Contents**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF WINCOR NIXDORF**

*The following discussion should be read in conjunction with the consolidated financial statements of Wincor Nixdorf Group included elsewhere in this prospectus. Wincor Nixdorf's consolidated financial statements and the financial information discussed herein have been prepared in accordance with IFRS as adopted by the International Accounting Standard Board, or IASB. In this section, unless otherwise specified, the terms we, our, us, Wincor Nixdorf, and the Group refer to Wincor Nixdorf Aktiengesellschaft together with its subsidiaries, and the term Wincor Nixdorf AG refers to Wincor Nixdorf Aktiengesellschaft.*

**Overview**

Wincor Nixdorf is one of the world's leading providers of IT solutions and services to retail banks and the retail industry. Wincor Nixdorf provides hardware, software, IT services and consulting services to the banking and retail sectors, focusing on business processes optimization and efficient workflow in branch operations. Wincor Nixdorf also applies its expertise to related industries such as postal services and service station networks.

Wincor Nixdorf generates approximately two-thirds of its net sales from the banking sector and approximately one-third from the retail sector. Software and services account for over half of all company revenue, while the rest is attributable to hardware sales. Wincor Nixdorf generates most of its revenue in Europe (70 percent during the year ended September 30, 2014), which Wincor Nixdorf considers its domestic market. The Asia/Pacific/Africa region accounted for 18 percent and the Americas accounted for 12 percent of Wincor Nixdorf's revenue during the year ended September 30, 2014.

Wincor Nixdorf operates in over 130 countries around the world, directly or through its partners, and has more than 9,000 employees worldwide, with more than half employed in Europe. Wincor Nixdorf owns production sites in Germany and China and conducts research and development primarily in Germany, Austria, Poland, Singapore, and China.

Wincor Nixdorf AG, the parent company of the Group, is registered in Paderborn, Germany. The stock of Wincor Nixdorf AG is listed on the Frankfurt Stock Exchange in the Prime Standard segment and is part of the MDAX. Wincor Nixdorf's website is [www.wincor-nixdorf.com](http://www.wincor-nixdorf.com). Information contained on the website is not incorporated into this prospectus.

In October 2015, Wincor Nixdorf acquired 100 percent of the shares in Brink's Nederland B.V., or Brink's Netherlands. Brink's Netherlands was spun off by its American parent company in 2014 and has operated since then as an independent company. Wincor Nixdorf acquired the business, infrastructure and employees of Brink's Netherlands and is integrating them with the business of SecurCash, its subsidiary specialized in cash management and cash logistics.

**Acceleration of Transition to Software and IT Services Company**

Wincor Nixdorf AG initiated a fundamental realignment of its activities in the second quarter of its fiscal year ended September 30, 2015. In doing so, Wincor Nixdorf sought to address the deteriorating business conditions in key emerging markets such as Russia and China as well as the sluggish recovery in investment spending throughout Europe. Another factor necessitating realignment was the continuing erosion of prices in Wincor Nixdorf's hardware business. At the same time, developments associated with the trend towards digitalization embraced by both banks and retailers added to the momentum of change, with software and high-end service solutions playing a prominent role and opening up opportunities for growth.

The process of realignment and restructuring under Wincor Nixdorf's Delta Program seeks to evolve Wincor Nixdorf into a software and IT services company with attractive margins. Wincor Nixdorf plans to step

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**Table of Contents**

up its efforts to expand Wincor Nixdorf's software activities and further strengthen its services business. In the hardware business, Wincor Nixdorf plans to adjust the vertical range of Wincor Nixdorf's value chain with regard to development activities as well as its global production and supply chain. As a further strategic measure, new avenues are to be opened for business centered around mobile and cashless payment solutions, which has been developing very successfully to date.

The aim of these realignment and restructuring activities is to achieve an additional positive annual effect on earnings equivalent to 120 million in the year ending September 30, 2018. In the next two fiscal years, the aim of these activities is to generate positive earnings effects of 40-50 million in the year ending September 30, 2016 and 80-100 million in the year ending September 30, 2017. By contrast, expenses are expected to total 120 million, of which 80 million was attributable to the year ended September 30, 2015 and 40 million is expected to be incurred during the year ending September 30, 2016.

In implementing the program, Wincor Nixdorf intends to reduce its headcount by around 1,100 (approximately 12 percent of its workforce as of September 30, 2014) over the next three fiscal years. This will affect around 500 jobs in Germany as well as 250 in other European countries. Wincor Nixdorf is planning redundancies as well as transfers to outsourcing-based employment structures. Wincor Nixdorf-wide reduction in personnel levels will contrast, in the coming years, with staff upsizing in the growth areas of software and IT services.

***Revised Strategic Course of Action for Software, IT Services, and Hardware***

Wincor Nixdorf's software and services lines of business have each doubled their net sales in the last ten years and, collectively, these two lines of business currently account for well in excess of half of Wincor Nixdorf's net sales. Given the growing importance of software and high-end IT services, coupled with the growth potential that this is generating for Wincor Nixdorf, Wincor Nixdorf intends to pursue these two areas of business principally through a combination of additional investment and restructuring of existing capacities at both a staffing and operational level.

The hardware business, by contrast, is to be thoroughly redimensioned, while still remaining an important pillar of Wincor Nixdorf's business. The strategy is to concentrate increasingly on the final production of systems as well as on core competencies in the field of technology. Wincor Nixdorf intends to reduce the vertical range of manufacture at its own sites and increase its sourcing rate from countries with more favorable cost structures. Having already managed to downscale by 25 percent, Wincor Nixdorf is aiming to reduce its own production capacity by a further 25 percent moving forward. With regard to the development of new hardware, Wincor Nixdorf will continue to open up to business partnerships and collaborative activities with other companies. This strategy includes the OEM distribution of core technologies and the OEM procurement of niche technologies. In this context, the level of internal development resources is to be adapted to the new product strategy.

***Acceleration of Growth in the Software Business and Associated Professional Services***

In order to increase the speed of growth, Wincor Nixdorf plans to double the number of personnel in software sales as well as staffing levels in software development. This is to be complemented by an increase in professional services personnel. Overall, Wincor Nixdorf's goal is to increase net sales from software by capitalizing on trends in the market, such as the increasing levels of digitalization.

***Expansion of High-end IT Services for Operations Management such as Managed Services and Outsourcing***

The current business strategy within the area of IT services will continue to focus on growth in product-related services. In parallel, Wincor Nixdorf will seek to expand managed as well as outsourcing services at attractive growth

rates. In order to achieve these targets, resources are to be expanded on the basis of nearshoring as well as through an even more extensive use of automation technology.

-270-

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**Table of Contents*****Fundamental Realignment of Hardware Strategy***

Having already reduced its in-house production capacities by a quarter, Wincor Nixdorf intends to scale back in-house production activities by 25 percent. Wincor Nixdorf plans to concentrate to a larger extent on the final assembly of systems and to increase sourcing activities from countries with a better cost structure in order to reduce its own vertical range of manufacturing. Wincor Nixdorf is also looking to increase collaborative activities with other companies and partners. This strategy includes the distribution by original equipment manufacturer, or OEM, of core technologies and the OEM procurement of niche technologies. In line with the new approach of no longer performing the majority of its research and development activities within Wincor Nixdorf, Wincor Nixdorf currently intends to reduce staffing levels of in-house developers in order to facilitate Wincor Nixdorf's transition towards software.

**Research and Development**

Research and development focuses on innovation in high-end automation technology and software as well as security software to protect systems against attacks from malware. During the year ended September 30, 2014, Wincor Nixdorf made further improvements to its net centric retail banking solution (Wincor Nixdorf's integrated suite of software solutions for its retail banking customers), so that retail banks can minimize the cost of ownership of their ATM networks and extend the functionality of these networks in response to new requirements. Wincor Nixdorf also developed and launched a new version of its retail industry software. The Group also developed refinements to its surveillance software and mobile applications for tablets.

Wincor Nixdorf's research and development, or R&D, network includes locations in Germany, the Czech Republic, Poland, Singapore, China, and Brazil. Wincor Nixdorf filed 45 new patent applications during the year ended September 30, 2014 and 41 during the year ended September 30, 2013. The total number of active commercial patents was 1,610 at September 30, 2014 and 1,549 at September 30, 2013.

**Trends**

Retail banking has not yet returned to the level of growth it had reached before the banking crisis. Business in the retail banking sector has been marked by a sluggish recovery, especially in the industrialized countries. This has put pressure on banks to increase their operational efficiency and productivity. External reports suggest that profit margins are still below pre-crisis levels. Given continued evidence of weak growth and considerable regulatory pressure in retail banking, end-to-end cost management is crucial as a means of improving performance. In addition, bank branch operations need to prove their worth as part of a multi-channel environment. Looking ahead, Wincor Nixdorf believes banks are likely to operate smaller branches that focus on providing advice and strengthening brand identity, while automating a wider range of transactions. They will also adopt new technologies. Digital technology will also play an important role. Digital banking products need to combine the advantages of online and offline environments in order to guarantee outstanding customer service. This will necessitate leaner operating models, more effective decision-making processes and governance, and an integrated IT infrastructure that allows extremely fast processing.

Global IT spending in retail banking shows the highest growth rate in Software, which overtook absolute Hardware market volume in 2014 due to limited hardware growth. The strong growth in Services continued, which remains more than twice as large as the Software and Hardware markets respectively. In addition, we observed lower shipments in Western Europe, flat growth in the United States and growth in the rest of the world.

For the global retail industry, the focus is on mobility, omni-channel business and growth. Retailers covered by external surveys anticipate a greater level of IT investment. Factors such as demographic change, increasing purchasing power, greater expectations with regard to the overall shopping experience, and the potential offered by



new technology lie behind the trend towards more demanding and well-informed consumers, especially in

-271-

**Table of Contents**

industrialized countries. When these developments are combined with ever more globalized competition and rapid growth in online business models, the result is even greater pressure on retail companies. One of the ways in which branch operators have responded is to invest in their online sales channels. At the same time, many online retailers acknowledge that branch operations play a crucial role.

Global IT spending in retail has shown limited hardware growth with the highest growth rate in Software, which we anticipate will overtake absolute Hardware market volume in 2015 and Services market volume in 2016.

The European market is characterized by flat growth. The American market shows moderate growth. In Russia, the unstable political environment has caused distractions in the industry that are restraining customers' investments. In China, the government is encouraging banks to increase their use of domestic ATM suppliers, which has resulted in decreasing sales volume for Wincor Nixdorf. In Brazil, the continuing economic slowdown and growing social unrest due to high inflation have led to a challenging market environment and continuing price deterioration. In India, the financial inclusion initiative is driving white label/low cost ATMs due to the government directive to increase/penetrate banking services to rural India, leading to the opening of more branches and accounts. As a result, a stronger demand for white label/low cost ATMs than standard ATMs is expected.

**Results of Operations**

The following table and discussion reflect Wincor Nixdorf's financial performance for the nine months ended June 30, 2015 and 2014 and the fiscal years ended September 30, 2014, 2013 and 2012.

<b>(Euros in thousands)</b>	<b>(Unaudited)</b>		<b>Fiscal Year Ended</b>		
	<b>Nine Months Ended</b>		<b>September 30,</b>		
	<b>June 30,</b>		<b>2014</b>	<b>2013</b>	<b>2012</b>
	<b>2015</b>	<b>2014</b>			
<b>Net sales</b>	1,768,072	1,802,731	2,469,418	2,465,004	2,342,996
Cost of sales	(1,421,641)	(1,405,552)	(1,925,675)	(1,922,312)	(1,852,642)
<b>Gross Profit</b>	346,431	397,179	543,743	542,692	490,354
Research and development expenses	(69,842)	(70,375)	(98,344)	(98,711)	(90,469)
Selling, general and administration expenses	(235,641)	(235,244)	(314,841)	(313,385)	(299,628)
Other operating result		17			
Other operating income			25,752	202	107
Result from equity accounted investments	(1,156)	51	(1,348)	733	736
<b>Net profit on operating activities</b>	39,792	91,628	154,962	131,531	101,100
Finance income	1,074	836	1,009	1,120	1,501
Finance costs	(5,842)	(6,879)	(9,587)	(8,310)	(12,935)
<b>Profit before income taxes</b>	35,024	85,585	146,384	124,341	89,666
Income taxes	(10,275)	(25,116)	(42,284)	(36,492)	(27,001)
<b>Profit for the period</b>	24,749	60,469	104,100	87,849	62,665

*Nine Months Ended June 30, 2015 Compared to the Nine Months Ended June 30, 2014*

*Net Sales*

Net sales totaled 1,768 million during the nine months ended June 30, 2015, a decrease of 2 percent compared to net sales of 1,803 during the nine months ended June 30, 2014. Based on constant currencies, net sales decreased by 5 percent period over period. When we use the term constant currency, it means that we have translated financial data for a period into euros using the same foreign currency exchange rates that we used

-272-

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**Table of Contents**

to translate financial data for the previous period. The period over period decline in net sales was due to decreased hardware sales that were only partly offset by increased sales in software and services. While the overall sales volume decreased in Germany, Europe (except Germany), and the Americas, sales in Asia/Pacific/Africa increased.

*Net Sales by Segment*

Net sales in the banking segment increased 1 percent to 1,149 million during the nine months ended June 30, 2015 compared to net sales of 1,137 million during the nine months ended June 30, 2014. Net sales in the retail segment decreased 7 percent to 619 million during the nine months ended June 30, 2015 compared to net sales of 666 million during the nine months ended June 30, 2014. The decrease in net sales in the retail segment during the nine months ended June 30, 2015 was caused principally by lower sales volume in Germany due to lower shipments of point of sale, or POS, systems and lower software sales particularly in the service station business.

*Net Sales by Region*

In Germany, net sales for the nine months ended June 30, 2015 were 404 million, a decrease of 6 percent compared to net sales of 432 million during the nine months ended June 30, 2014. Net sales in Germany contributed 23 percent to the Group's net sales during the nine months ended June 30, 2015 compared to 24 percent during the nine months ended June 30, 2014.

Net sales generated in Europe (excluding Germany) during the nine months ended June 30, 2015 were 817 million, a decrease of 3 percent compared to net sales of 843 million during the nine months ended June 30, 2014. Europe's (excluding Germany) share of the Group's net sales was 46 percent during the nine months ended June 30, 2015 compared to 47 percent during the nine months ended June 30, 2014.

In Asia/Pacific/Africa, net sales increased by 9 percent to 346 million during the nine months ended June 30, 2015 compared to net sales of 317 million during the nine months ended June 30, 2014. The Asia/Pacific/Africa region's share of the Group's net sales increased to 20 percent during the nine months ended June 30, 2015 compared to 17 percent during the nine months ended June 30, 2014.

In local currencies, the Americas recorded a 15 percent decline in net sales during the nine months ended June 30, 2015. In euros, the Americas recorded a decrease of 5 percent in net sales to 201 million during the nine months ended June 30, 2015 compared to 211 million during the nine months ended June 30, 2014. The Americas' share of the Group's net sales decreased to 11 percent during the nine months ended June 30, 2015 compared to 12 percent during the nine months ended June 30, 2014.

*Net Sales by Revenue Stream*

Net sales generated from software and services increased by 6 percent to 1,042 million during the nine months ended June 30, 2015 compared to net sales generated from software and services of 981 million during the nine months ended June 30, 2014. Software and services net sales as a percentage of Group net sales increased to 59 percent during the nine months ended June 30, 2015 compared to 54 percent during the nine months ended June 30, 2014. The increase in net sales from software and services during the nine months ended June 30, 2015 was principally related to an increase in the service business.

Net sales generated from hardware decreased by 12 percent to 726 million during the nine months ended June 30, 2015 compared to hardware net sales of 822 million during the nine months ended June 30, 2014. Hardware net sales as a percentage of Group net sales decreased to 41 percent during the nine months ended June 30, 2015 compared to

46 percent during the nine months ended June 30, 2014. In the retail business, the decrease in hardware net sales during the nine months ended June 30, 2015 was caused by lower volume

-273-

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**Table of Contents**

particularly in Germany. In the banking business, the decrease in hardware net sales during the nine months ended June 30, 2015 was caused principally by lower volumes which were effected by a worsening of the economic and regulatory environment in China and Russia.

***Gross Profit***

Gross profit during the nine months ended June 30, 2015 was 346 million, a decrease of 51 million, or 13 percent, compared to gross profit of 397 million during the nine months ended June 30, 2014. Gross margin (gross profit as a percentage of net sales) decreased by 2.4 percentage points to 19.6 percent during the nine months ended June 30, 2015 compared to 22 percent during nine months ended June 30, 2014. Wincor Nixdorf's cost of sales during the nine months ended June 30, 2015 was impacted by expenses of 18 million related to Wincor Nixdorf's realignment and restructuring program and the negative impact of currency variations.

***Selling, General and Administration Expenses***

Selling, general and administration expenses during the nine months ended June 30, 2015 were 237 million, a slight increase compared to selling, general and administration expenses of 235 million during the nine months ended June 30, 2014. The ratio of selling, general and administration expenses to net sales increased slightly by 0.4 percentage points to 13.4 percent during the nine months ended June 30, 2015 compared to a ratio of 13.0 percent during the nine months ended June 30, 2014. Selling, general and administration expenses during the nine months ended June 30, 2015 as compared to the prior period were negatively impacted by expenses of 15 million related to Wincor Nixdorf's realignment and restructuring program.

***Research and Development Expenses***

Research and development expenses were 70 million during each of the nine months ended June 30, 2015 and the nine months ended June 30, 2014. The ratio of R&D expenses as a percentage of net sales was 4.0 percent during the nine months ended June 30, 2015 compared to 3.9 percent during the nine months ended June 30, 2014.

***Net Profit on Operating Activities (Operating Profit)***

Net profit on operating activities (operating profit) declined by 57 percent to 40 million during the nine months ended June 30, 2015, primarily as a result of the decrease in gross profit of 51 million, compared to operating profit of 92 million during the nine months ended June 30, 2014. Operating profit as a percentage of net sales decreased by 2.8 percentage points to 2.3 percent during the nine months ended June 30, 2015 compared to 5.1 percent during the nine months ended June 30, 2014.

Operating profit of 40 million during the nine months ended June 30, 2015 consisted of 26 million generated by the banking segment and 14 million generated by the retail segment. Operating profit of 92 million during the nine months ended June 30, 2014 consisted of 63 million generated by the banking segment and 29 million generated by the retail segment.

The Group incurred significant realignment and restructuring expenses of 35 million during the nine months ended June 30, 2015. The lower operating profit during the nine months ended June 30, 2015 was caused by lower volume and a decline in market prices for hardware products.

***Profit***

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Profit for the nine months ended June 30, 2015 was 25 million, a decline of 59 percent compared to profit of 61 million during the nine months ended June 30, 2014. Profit for the period as a percentage of net sales was 1.4 percent during the nine months ended June 30, 2015 compared to 3.4 percent during the nine months ended June 30, 2014.

-274-

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**Table of Contents****Year Ended September 30, 2014 Compared to the Year Ended September 30, 2013***Net Sales*

Net sales totaled 2,469 million during the year ended September 30, 2014 and 2,465 million during the year ended September 30, 2013. On a constant currency basis, the increase in net sales during the year ended September 30, 2014 was one percent. Net sales in Europe declined year over year but increased in the Americas and the Asia/Africa region, while sales in software and services increased and sales in the retail segment increased.

*Net Sales by Segment*

Net sales generated in the banking segment were 1,566 million during the year ended September 30, 2014, a decrease of 3 percent compared to the year ended September 30, 2013. Net sales in the retail segment were 903 million during the year ended September 30, 2014, an increase of 6 percent compared to the year ended September 30, 2013. The retail segment benefited from efforts by major clients with global business operations to standardize their international IT infrastructures.

The banking segment accounted for 63 percent of total net sales during the year ended September 30, 2014 compared to 65 percent during the year ended September 30, 2013. The retail segment contributed 37 percent of net sales during the year ended September 30, 2014, an increase from 35 percent of net sales during the year ended September 30, 2013.

*Net Sales by Region*

In Germany, net sales rose by 4 percent to 588 million during the year ended September 30, 2014 compared to net sales of 567 million during the year ended September 30, 2013. Germany's share of the Group's total net sales increased to 24 percent compared to 23 percent during the year ended September 30, 2013.

In Europe (excluding Germany), net sales declined by 6 percent to 1,142 million during the year ended September 30, 2014 compared to net sales of 1,216 million during the year ended September 30, 2013. This decrease in net sales was attributable mainly to a downturn in business with Russia, Ukraine and Turkey, as well as to sluggish business conditions in the southern countries of the Eurozone. Europe's (excluding Germany) share of the Group's net sales fell to 46 percent during the year ended September 30, 2014 compared to 49 percent during the year ended September 30, 2013.

In the Asia/Pacific/Africa region, net sales rose by 6 percent to 445 million during the year ended September 30, 2014 compared to net sales of 418 million during the year ended September 30, 2013. While the pattern of growth seen in the Asia/Pacific region in prior years was maintained, business in the Middle East and Africa was adversely affected by political uncertainty in these regions. The overall contribution of Asia/Pacific/Africa to the Group's total net sales rose to 18 percent during the year ended September 30, 2014 compared to 17 percent during the year ended September 30, 2013.

In the Americas, net sales were 294 million during the year ended September 30, 2014, an increase of 11 percent compared to net sales of 264 million during the year ended September 30, 2013. The proportion of Group net sales generated in the Americas increased to 12 percent during the year ended September 30, 2014 compared to 11 percent during the year ended September 30, 2013. The increase was due to the expansion of Wincor Nixdorf's software and services business in North America, where significant projects were acquired.



*Net Sales by Revenue Stream*

Net sales generated from software and services rose by 5 percent to 1,342 million during the year ended September 30, 2014 compared to 1,280 million during the year ended September 30, 2013. This increase in net

-275-

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**Table of Contents**

sales was attributable to increases in net sales from software and higher-end businesses, including professional services, managed services and outsourcing. Net sales associated with product-related services were comparable to the previous year's performance, as the hardware business especially in the banking segment did not grow as expected. The share of total Group net sales generated from the software and services business increased to 54 percent during the year ended September 30, 2014 compared to 52 percent during the year ended September 30, 2013.

Net sales generated from hardware declined 5 percent to 1,127 million during the year ended September 30, 2014 compared to 1,185 million during the year ended September 30, 2013. Notwithstanding a significant increase in hardware shipments, the decrease in hardware net sales was primarily due to decreased net sales in the emerging economies of Eastern Europe. The share of total Group net sales generated from the hardware business declined to 46 percent during the year ended September 30, 2014 compared to 48 percent during the year ended September 30, 2013.

***Gross Profit***

Gross profit during the year ended September 30, 2014 was 544 million, a slight increase compared to gross profit of 543 million during the year ended September 30, 2013. The increase in volume during the year ended September 30, 2014 was slightly greater than the increase in cost of sales. Gross margin (gross profit as a percentage of net sales) remained constant at 22 percent during both fiscal years.

***Selling, General and Administration Expenses***

Selling, general and administration expenses during the year ended September 30, 2014 were 315 million, an increase of 2 million compared to selling, general and administration expenses of 313 million during the year ended September 30, 2013. The slight increase in selling, general and administration expenses during the year ended September 30, 2014 was due to the proportional increase in net sales and gross profit compared to the prior year. Selling, general and administration expenses as a percentage of net sales were 12.7 percent during the year ended September 30, 2014 and 12.7 percent during the year ended September 30, 2013.

***Research and Development Expenses***

Research and development expenses were 98 million during the year ended September 30, 2014, a slight decrease of 1 percent, or 1 million, compared to research and development expenses of 99 million during the year ended September 30, 2013. The ratio of R&D expenses as a percentage of net sales remained constant at 4 percent during the years ended September 30, 2014 and September 30, 2013.

***Other Operating Income***

The Group recorded other operating income of 26 million during the year ended September 30, 2014 as a result of the sale of a building at Wincor Nixdorf's former production site in Singapore. In the year ended September 30, 2013, no significant other operating income was reported.

***Net Profit on Operating Activities (Operating Profit)***

Net profit on operating activities (operating profit) increased by 17 percent to 155 million during the year ended September 30, 2014 compared to operating profit of 132 million during the year ended September 30, 2013. Operating profit for the year ended September 30, 2014 included a profit of 20 million generated by the sale of a former production building in Singapore at the end of September 2014 for a sales price of 26 million. This sale led to

additional indirect expenses of 6 million for the year ended September 30, 2014.

Operating profit during the year ended September 30, 2014 consisted of 105 million generated by Wincor Nixdorf's banking segment and 50 million generated by the retail segment. Operating profit during the year

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**Table of Contents**

ended September 30, 2013 consisted of 103 million generated by Wincor Nixdorf's banking segment and 29 million generated by the retail segment.

Operating profit as a percentage of net sales increased 0.9 percentage points to 6.3 percent during the year ended September 30, 2014 compared to 5.4 percent during the year ended September 30, 2013.

***Profit***

The Group's profit for the year ended September 30, 2014 was 104 million, an increase of 18 percent compared to profit of 88 million during the year ended September 30, 2013. The increased profit for the year ended September 30, 2014 was to a large extent due to the profit from the sale of the former production building in Singapore, partially offset by higher finance costs and income tax expenses.

**Year Ended September 30, 2013 Compared to the Year Ended September 30, 2012*****Net Sales***

Net sales totaled 2,465 million during the year ended September 30, 2013, an increase of 5 percent compared to net sales of 2,343 million during the year ended September 30, 2012. Based on constant currencies, net sales increased by 7 percent over the period. The increase in net sales reflected increases in both the banking and retail segments, increases in Europe, Asia/Pacific/Africa and the Americas, and increases in both hardware and software and services.

***Net Sales by Segment***

Both the banking and retail segments generated increased net sales during the year ended September 30, 2013. Net sales in the banking segment increased 6 percent to 1,614 million during the year ended September 30, 2013 compared to net sales of 1,524 million during the year ended September 30, 2012. Net sales in the retail segment increased 4 percent to 851 million during the year ended September 30, 2013 compared to net sales of 819 million during the year ended September 30, 2012.

***Net Sales by Region***

During the year ended September 30, 2013, Europe remained the market with the highest revenue share, but emerging markets showed the strongest growth in the year ended September 30, 2013.

In Germany, net sales during the year ended September 30, 2013 were 567 million, a slight decrease compared to net sales of 572 million during the year ended September 30, 2012. Germany's share of the Group's net sales slightly decreased to 23 percent compared to 24 percent during the year ended September 30, 2012.

In Europe (excluding Germany), net sales were 1,216 million during the year ended September 30, 2013, an increase of 7 percent compared to the year ended September 30, 2012. The region benefited from growth in Europe's emerging markets. Europe's (excluding Germany) share of the Group's net sales remained constant at 49 percent during both fiscal years.

Net sales in the Asia/Pacific/Africa region were 418 million during the year ended September 30, 2013, an increase of 9 percent compared to net sales of 385 million during the year ended September 30, 2012. The Asia/Pacific/Africa region's share of the Group's net sales increased to 17 percent during the year ended September 30, 2013 compared to 16 percent during the year ended September 30, 2012. The increase in net sales in the Asia/Pacific/Africa region was

principally caused by higher indirect sales volume in Africa and higher revenues in Indonesia, Malaysia and Singapore.

-277-

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**Table of Contents**

Net sales in the Americas were 264 million during the year ended September 30, 2013, an increase of 5 percent compared to net sales of 252 million during the year ended September 30, 2012. The Americas share of the Group's net sales remained constant at 11 percent during both fiscal years.

***Net Sales by Revenue Stream***

Growth during the year ended September 30, 2013 was driven by increased net sales in the hardware business. The software and services business produced moderate growth.

Net sales generated from software and services increased by 3 percent to 1,280 million during the year ended September 30, 2013 compared to 1,243 million during the year ended September 30, 2012. Software and services net sales as a percentage of Group net sales decreased to 52 percent during the year ended September 30, 2013 compared to 53 percent during the year ended September 30, 2012.

Net sales generated from hardware increased by 8 percent to 1,185 million during the year ended September 30, 2013 compared to net sales of 1,100 million during the year ended September 30, 2012. This increase is principally related to increased hardware net sales in emerging markets in the banking segment. Hardware net sales as a percentage of Wincor Nixdorf's net sales increased to 48 percent during the year ended September 30, 2013 compared to 47 percent during the year ended September 30, 2012 as the hardware business showed stronger growth rates than the software and service business.

***Gross Profit***

Gross profit during the year ended September 30, 2013 was 543 million, an increase of 53 million compared to the year ended September 30, 2012. Gross margin (gross profit as a percentage of net sales) increased to 22 percent during the year ended September 30, 2013 compared to 21 percent during the year ended September 30, 2012. Wincor Nixdorf's gross margin improved as cost of sales increased at a lower rate than sales volume.

***Selling, General and Administration Expenses***

Selling, general and administration expenses during the year ended September 30, 2013 were 312 million, an increase of 13 million, or 4 percent, compared to the year ended September 30, 2012. The ratio of selling, general and administration expenses to net sales decreased slightly by 0.1 percentage points to 12.7 percent during the year ended September 30, 2013 compared to 12.8 percent during the year ended September 30, 2012 due to disciplined cost management.

***Research and Development Expenses***

Research and development expenses were 99 million during the year ended September 30, 2013, an increase of 10 percent, or 9 million, compared to research and development expenses of 90 million during the year ended September 30, 2012. The ratio of R&D expenses as a percentage of net sales increased by 0.2 percentage points to 4.0 percent during the year ended September 30, 2013 compared to 3.8 percent during the year ended September 30, 2012. The increased R&D expenses reflect the higher investment in software made by Wincor Nixdorf during the year ended September 30, 2013.

***Net Profit on Operating Activities (Operating Profit)***

Net profit on operating activities (operating profit) increased by 31 percent to 132 million during the year ended September 30, 2013 compared to 101 million during the year ended September 30, 2012. Operating profit for the years ended September 30, 2013 and 2012 included costs of 20 million in the year ended September 30, 2013 and 40 million in the year ended September 30, 2012 related to Wincor Nixdorf's restructuring program

-278-

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**Table of Contents**

that started in the fiscal year ended September 30, 2012 and was successfully completed in the fiscal year ended September 30, 2013. Operating profit as a percentage of net sales increased 1.1 percentage points to 5.4 percent during the year ended September 30, 2013 compared to 4.3 percent during the year ended September 30, 2012. The increased operating profit was partially caused by lower costs from Wincor Nixdorf's restructuring program.

Operating profit during the year ended September 30, 2013 consisted of 103 million generated by the banking segment and 29 million generated by the retail segment. Operating profit during the year ended September 30, 2012 consisted of 69 million generated by the banking segment and 32 million generated by the retail segment.

***Profit***

The Group's profit for the year ended September 30, 2013 increased by 40 percent to 88 million during the year ended September 30, 2013 compared to profit of 63 million during the year ended September 30, 2012. The increase in profit was principally caused by lower costs related to the restructuring program that started in the year ended September 30, 2012. In the year ended September 30, 2013 restructuring costs amounted to 20 million compared to restructuring costs of 40 million in the previous fiscal year.

**Liquidity and Capital Resources**

Wincor Nixdorf's liquidity requirements consist mainly of funding its capital expenditures and working capital. Its primary sources of liquidity are cash from operations and available credit lines. Wincor Nixdorf had 486 million of undrawn borrowing facilities as of September 30, 2014 (including 300 million in syndicated credit lines, or the Syndicated Loan Facility, and an additional 186 million in other credit lines). These additional credit lines include a six year loan agreement with the European Central Bank in Luxembourg, entered into in December 2013, or the European Central Bank Facility. The interest rate for borrowings under this facility is 0.28 percent per annum and is dependent on the three-month EURIBOR. Net debt was 130 million as of June 30, 2015 compared to 126 million as of September 30, 2014.

The Syndicated Loan Facility is governed by a Syndicated Loan Agreement, entered into on December 13, 2011, among Wincor Nixdorf AG as borrower and guarantor and Wincor Nixdorf International GmbH as additional borrower, with Bayerische Landesbank as agent and certain financial institutions as lenders. The Syndicated Loan Facility has a five year maturity. The interest rate for loans under the Syndicated Loan Facility is the aggregate of the applicable margin, EURIBOR or LIBOR and the full amount of mandatory cost. The initial margin is 0.95 percent per annum. However, the applicable margin is calculated on the basis of the ratio of Consolidated Total Net Debt to the Consolidated EBITDA, ranging from 0.650 percent up to 1.250 percent per annum. For any loan made in U.S. dollars, the margin increases by 0.20 percent per annum. Since the Syndicated Loan Agreement was signed in December 2011, we have complied with the covenants thereunder.

At the end of the year ended September 30, 2014, Wincor Nixdorf had undrawn borrowing facilities of 486 million compared to 442 million in the previous year. The Syndicated Loan Facility is terminable by the lenders in the event of a change of control of Wincor Nixdorf. The 186 million in other credit lines are terminable by the lenders thereto on demand.

On September 30, 2014, Wincor Nixdorf's cash, cash equivalents, and current investments were primarily held in euros and U.S. dollars. Wincor Nixdorf is currently not invested in financial assets or instruments and pursues a policy of cautious investment characterized by wide portfolio diversification with a variety of counterparties, predominantly short-term investments, and standard investment instruments.



Wincor Nixdorf believes that its liquid assets combined with its undrawn credit facilities are sufficient to meet its present operating needs and, together with expected cash flows from operations, will support debt

**Table of Contents**

repayments and Wincor Nixdorf's currently planned capital expenditure requirements over the near term and medium term. It may also be necessary to enter into financing transactions when additional funds are required that cannot be wholly sourced from free cash flow or from existing credit facilities.

The following table and discussion reflect the principal components of Wincor Nixdorf's cash flows for the nine months ended June 30, 2015 and 2014 and for the years ended September 30, 2014, 2013 and 2012.

	Nine Months Ended		Fiscal Year Ended		
	June 30 (Unaudited)		September 30,		
	2015	2014	2014	2013	2012
	(Euros in thousands)				
Cash flow from operating activities	90,534	93,485	84,405	159,793	88,198
Cash flow from investment activities	(40,579)	(52,106)	(35,385)	(50,317)	(55,086)
Cash flow from financing activities	(65,400)	(36,909)	(39,749)	(75,607)	(105,862)
Net change in cash and cash equivalents	(15,445)	4,470	9,271	33,869	(72,750)
Cash and cash equivalents at end of period	46,557	46,912	43,584	43,174	38,414

**Nine Months Ended June 30, 2015 Compared to the Nine Months Ended June 30, 2014*****Cash Flow from Operating Activities***

Cash flow from operating activities during the nine months ended June 30, 2015 decreased slightly by 2 million to 91 million compared to cash flow from operating activities of 93 million during the nine months ended June 30, 2014. The decrease in operating profit of 52 million and increase in income tax payments of 6 million were almost offset by a reduction in working capital. Working capital decreased primarily due to group-wide active management of outstanding receivables.

***Cash Flow from Investment Activities***

Cash outflow from investment activities was 41 million during the nine months ended June 30, 2015 compared to cash outflow from investment activities of 52 million during the nine months ended June 30, 2014. Investment activities are significantly influenced by the development of IT equipment and special tools. The decrease in cash flow from investment activities in the nine months ended June 30, 2015 was principally due to lower investment activities in other fixed assets, office equipment and reworkable service parts.

***Cash Flow from Financing Activities***

Cash outflow from financing activities was 65 million during the nine months ended June 30, 2015 compared to cash outflow from financing activities of 37 million during the nine months ended June 30, 2014. Cash flow from financing activities during the nine months ended June 30, 2015 included a dividend payment of 52 million in January 2015 compared to a dividend payment of 44 million in the prior period. In addition, during the nine months ended June 30, 2015, the net amount of financial liabilities repaid by Wincor Nixdorf was 10 million, reflecting the scheduled partial repayment in respect of the loan agreement concluded during the year ended September 30, 2014 with the European Investment Bank in Luxembourg, compared to 10 million raised during the nine months ended June 30, 2015.

**Year Ended September 30, 2014 Compared to the Year Ended September 30, 2013**

***Cash Flow from Operating Activities***

Cash flow from operating activities during the year ended September 30, 2014 decreased by 76 million to 84 million compared to cash flow from operating activities of 160 million during the year ended September 30, 2013, primarily due to higher working capital and income tax payments. Income tax payments reduced cash by 37 million during the year ended September 30, 2014 compared to 15 million during the year ended September 30, 2013. The expansion of working capital led to an additional absorption of funds totaling

-280-

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**Table of Contents**

50 million during the year ended September 30, 2014 compared to 3 million during the year ended September 30, 2013. The increase in working capital was due to buoyant business especially toward the end of the fiscal year.

***Cash Flow from Investment Activities***

Cash outflow from investment activities was 35 million during the year ended September 30, 2014, 15 million less than the cash outflow for year ended September 30, 2013. The cash outflow for capital expenditure on intangible assets and property, plant, and equipment was 54 million during the year ended September 30, 2014, an increase of 8 million compared the year ended September 30, 2013. The main emphasis of investments was on IT equipment, specialist tools, software, and licenses. In addition, effective January 2014, as part of its software expansion strategy, Wincor Nixdorf acquired the assets of DATEC Retail Systems a.s. (Zlín, Czech Republic), which led to an investment of 5 million primarily for software products and licenses.

***Cash Flow from Financing Activities***

Cash outflow from financing activities was 40 million during the year ended September 30, 2014 compared to cash outflow from financing activities of 76 million during the year ended September 30, 2013. Cash outflow from financing activities during the years ended September 30, 2014 and 2013 included dividend payments of 44 million and 31 million, respectively. In addition, the net amount of loans borrowed during the year ended September 30, 2014 was 10 million; in contrast, 40 million was used to repay loans during the year ended September 30, 2013.

The full amount of 100 million was fully drawn under the European Central Bank Facility as of September 30, 2014 and 90 million was used for repayment of financial loans.

As part of the acquisition of the remaining ownership interests in Prosystems IT GmbH, an amount of 2 million was paid to non-controlling shareholders during the year ended September 30, 2014. In addition, other financing activities produced a cash outlay of approximately 4 million in each of the year ended September 30, 2014 and 2013.

**Year Ended September 30, 2013 Compared to the Year Ended September 30, 2012*****Cash Flow from Operating Activities***

Cash flow from operating activities during the year ended September 30, 2013 increased by 72 million to 160 million compared to cash flow from operating activities of 88 million during the year ended September 30, 2012. The improved cash flow from operating activities was supported by higher net income from operating activities (31 million). The net amount of interest paid declined to 6 million during the year ended September 30, 2013 compared to 11 million during the year ended September 30, 2012. Income tax payments also declined to 15 million during the year ended September 30, 2013 compared to 29 million during the year ended September 30, 2012 due to a tax reimbursement in the year ended September 30, 2013. In addition, working capital requirements had a positive effect on operating cash flow.

***Cash Flow from Investment Activities***

Cash flow from investment activities was 50 million during the year ended September 30, 2013, a decrease of 5 million compared to cash flow from investment activities of 55 million during the year ended September 30, 2012. The lower cash outflow was primarily due to lower capital expenditures.

***Cash Flow from Financing Activities***

Cash flow from financing activities was 76 million during the year ended September 30, 2013 compared to cash flow from financing activities of 106 million during the year ended September 30, 2012. Cash flow from financing activities during the year ended September 30, 2013 included a dividend payment of 31 million

**Table of Contents**

compared to a dividend payment of \$51 million in fiscal year 2012. The net amount of loans repaid during the year ended September 30, 2013 was \$40 million; the net amount of loans repaid during the year ended September 30, 2012 was \$46 million.

**Inflation**

Wincor Nixdorf's statement of comprehensive income (loss) and statement of financial position are presented based on historical cost. While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, Wincor Nixdorf believes that the effects of inflation, if any, on Wincor Nixdorf's statement of comprehensive income (loss) and statement of financial position have been immaterial.

**Off-balance Sheet Arrangements**

On September 30, 2014, Wincor Nixdorf did not have any off balance-sheet arrangements except for customs guarantees under \$100 thousand and certain derivatives.

**Contractual Obligations**

Future contractual obligations as of September 30, 2014 were as follows:

	Total	Payment due by period ( \$ k)			
		Less Than 1 year	1-3 years	3-5 years	More than 5 years
Long-Term Debt Obligations	167,967	82,968	34,999	45,000	5,000
Interest on Long-Term Debt Obligations	3,517	1,467	1,859	178	13
Capital (Finance) Lease Obligations	1,172	492	680		
Operating Lease Obligations	101,603	38,169	49,392	10,483	3,559
Purchase Obligations <sup>(1)</sup>	23,053	15,004	8,049		
Commitments for Acquisitions of Intangible Assets and Property, Plant and Equipment	3,646	3,646			
<b>Total</b>	<b>300,958</b>	<b>141,746</b>	<b>94,979</b>	<b>55,661</b>	<b>8,572</b>

(1) Purchase obligations are for materials through contract manufacturing at a negotiated price.

Wincor Nixdorf expects to meet these contractual obligations with its existing cash, cash flows from operations and its financing activities. The timing of payments for the above contractual obligations is based on payment schedules for those obligations where set payments exist. For other obligations with no set payment schedules, estimates as to the most likely timing of cash payments have been made. The ultimate timing of these future cash flows may differ from these estimates.

**Quantitative and Qualitative Disclosures about Market Risk**

Wincor Nixdorf is exposed to various credit, liquidity and market risks.

*Credit Risk*

Wincor Nixdorf attempts to reduce credit risk by using trading information, credit limits, and debtor management, including a payment reminder system and proactive debt collection. Given that no single customer accounted for more than 10 percent of net sales during the years ended September 30, 2014 or 2013, there is no concentration of risk with regard to credit risks. Wincor Nixdorf utilizes letters of credit to safeguard receivables from customers in countries with credit risk, such as Argentina, Nigeria, Pakistan and Venezuela. The maximum default risk is represented by the carrying amounts of the financial assets recognized in the Group balance sheet.

-282-

**Table of Contents**

In the case of derivative financial instruments, Wincor Nixdorf is exposed to credit risks arising from the non-performance of contractual obligations by the contracting parties. These risks are minimized by only entering into agreements with contracting parties who have good credit. The entire portfolio of derivative financial instruments is spread across several banks to reduce the risk of default.

*Interest Rate Risks*

In order to reduce the risk of changes in interest rates, in May 2010 Wincor Nixdorf entered into an interest rate swap for a nominal sum of 50 million with a ten-year term from October 1, 2010 until September 30, 2020. For this interest rate swap, three-month EURIBOR is received and a fixed amount of 2.974 percent is paid. No further interest rate swaps have been concluded during the year ended September 30, 2014. The remaining net interest risk not hedged amounts to approximately 50 million and is regarded as minor due to the current interest environment.

*Currency Risk*

Currency risks arise from sales and purchases in various foreign currencies mainly the U.S. dollar and pounds sterling. This risk is considerably reduced by natural hedging management of sales and purchases by choice of location and suppliers. Wincor Nixdorf International GmbH is Wincor Nixdorf's currency management center.

The nominal sum of forward currency transactions for the U.S. dollar and pounds sterling amounted to 152.7 million during the year ended September 30, 2014 and 149.6 million during the year ended September 30, 2013. This risk is hedged for a period of twelve months in advance by forward currency transactions with banks. Wincor Nixdorf had no foreign currency options during the last two fiscal years.

The remaining net currency risk not hedged by forward currency transactions amounted to approximately U.S.\$35 million at September 30, 2014, approximately U.S.\$34 million at September 30, 2013, approximately 11 million pounds sterling at September 30, 2014 and approximately 9 million pounds sterling at September 30, 2013.

The foreign exchange rates of the significant currencies for Wincor Nixdorf have developed as follows:

	Average Rate		Closing Rate	
	2013/2014	2012/2013	September 30, 2014	September 30, 2013
1 =				
Pounds sterling (GBP)	0.8165	0.8431	0.7773	0.8361
U.S. dollar (USD)	1.3535	1.3153	1.2583	1.3505

If the euro had been revalued and devalued respectively by 10 percent against the U.S. dollar as of September 30, 2014, the other components of equity (before deferred taxes) and the fair value of forward currency transactions would have been 10.05 million higher, and 12.3 million lower, respectively, as of September 30, 2014 ( 9 million higher, and 11.1 million lower, respectively, as of September 30, 2013). If the euro had been revalued and devalued respectively by 10 percent against the pound sterling as of September 30, 2014, the other components of equity (before deferred taxes) and the fair value of forward currency transactions would have been 4.96 million higher, and 6.07 million lower, respectively, as of September 30, 2014 ( 4.35 million higher, and 5.32 million lower, respectively, as of September 30, 2013).

**Critical Accounting Policies**



Wincor Nixdorf's consolidated financial statements are prepared based on IFRS as adopted by the IASB. The application of such policies requires management to make judgments, estimates and assumptions that affect

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**Table of Contents**

the application of policies and the reported amounts of assets, liabilities, revenues and expenses in the consolidated financial statements. Wincor Nixdorf bases its judgments, estimates and assumptions on historical and forecast information, as well as regional and industry economic conditions in which Wincor Nixdorf or its customers operate, changes to which could adversely affect Wincor Nixdorf's estimates. Although Wincor Nixdorf believes it has made reasonable estimates about the ultimate resolution of the underlying uncertainties, no assurance can be given that the final outcome of these matters will be consistent with what is reflected in Wincor Nixdorf's assets, liabilities, revenues and expenses. Actual results could differ from original estimates. The accounting policies that most frequently require Wincor Nixdorf to make judgments, estimates, and assumptions, and therefore are critical to understanding Wincor Nixdorf's results of operations, include the following:

***Foreign Currency Translation***

The functional and reporting currency of Wincor Nixdorf AG is the euro (€). Wincor Nixdorf's financial statements are set up in euro since this is the currency in which the majority of Wincor Nixdorf's transactions are carried out. Each entity in Wincor Nixdorf determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially reported at the functional currency rate applicable on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are re-translated at the functional currency rate of exchange applicable on the reporting date. Non-monetary items are recorded using historical exchange rates.

***Revenue Recognition***

Revenue covers the fair value of what has been received or will be received for goods and services sold by Wincor Nixdorf in its operating activities. Revenue is recognized to the extent that it is probable that the economic rewards will flow to Wincor Nixdorf and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

***Sale of Goods***

Revenue is recognized when the significant risks and rewards associated with ownership of the goods have passed to the buyer, which usually occurs on delivery according to the applicable delivery terms and conditions. Within this context, the entity retains neither continuing managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold. The amount of revenue can be measured reliably, and it is probable that the economic benefits associated with the transaction will flow to the enterprise. No net sales are recognized if there are significant uncertainties regarding recovery of the consideration due or the possible return of goods.

***Rendering Services***

Revenue from services is recognized when the service is rendered, insofar as the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the enterprise. In the case of maintenance agreements, net sales are recognized on a straight-line basis over the contract terms.

Revenue is generally stated net of sales taxes, other taxes, and sales deductions as discounts and allowances at the fair value of the consideration received or to be received.

***Research and Development Expenses***

Development expenses are capitalized only if the development activity will, with an adequate degree of probability, result in future cash inflows, which will cover the relevant development expenses in addition to normal costs. Moreover, certain criteria of IAS 38.57 must also be met cumulatively, in terms of the product to be developed or the project or process to be developed.

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**Table of Contents*****Income Taxes***

Income taxes comprise both current and deferred taxes. Taxes are recorded in Wincor Nixdorf's income statement unless they refer to items directly recorded under shareholders' equity, in which case the corresponding taxes are also entered under shareholders' equity without any effect upon profit.

Current income taxes are taxes expected to be payable for the year, on the basis of tax rates valid in the year in question, plus any tax corrections for previous years.

Deferred taxes are reported in respect of temporary differences between the values, for tax purposes, of assets and liabilities and their values in Wincor Nixdorf's financial statements. In addition, deferred tax assets in respect of the future utilization of tax losses carried forward are shown. Deferred tax assets on temporary differences and tax losses carried forward are recognized to the extent that it is probable that sufficient taxable income will be available in order to use them. The deferred taxes are shown at the rates of tax that will be effective under applicable law at the time at which the temporary differences are predicted to turn around, or at which the tax losses carried forward can probably be used.

***Accruals***

Accruals in respect of beneficiaries' and pensioners' pension obligations are created using the projected unit credit method. This method takes account not only of known pensions and known earned future pension entitlements at the balance sheet date but also of expected future increases in pensions and salaries having estimated the relevant influencing factors.

Plan assets measured at fair value are netted with directly related pension obligations. A negative net obligation arising from prepaid future contributions is only recognized as an asset to the extent that a cash refund from the plan or reductions of future contributions to the plan are available (asset ceiling). Any exceeding amount is recognized in equity in the period when it is incurred. The interest on plan assets and defined benefit obligations is calculated with a single interest rate in accordance with the provisions of IAS 19 (revised 2011).

According to IAS 19.83 the discount rate used to discount accruals for pensions and similar commitments has to be determined at each valuation date. The discount rate is based on the market yields on high-quality corporate bonds. The terms of the corporate bonds have to be consistent with the estimated terms of the obligations. Unchanged to the previous fiscal year, as of September 30, 2014, Wincor Nixdorf applies the Mercer Yield Curve approach, or MYC. The interest rate determination of the MYC is based on a selection of AA-rated corporate bonds according to Bloomberg analysis.

Pension expenses are recorded immediately in the relevant year's profit for the period. Service cost is presented in the functional costs and the net interest on net defined benefit liability in the financial result. Effects from remeasurements of the net defined benefit liability are fully recognized in the fiscal year in which they occur. They are reported as a component of other comprehensive income in the statement of comprehensive income. They remain outside profit or loss.

Other accruals are measured in accordance with IAS 37 (Provisions, Contingent Liabilities and Contingent Assets) or IAS 19 (Employee Benefits). The values used for such accruals are based on the best estimate. Where required, accruals are stated net of unaccrued interest. Claims for reimbursements from third parties are capitalized separately if their realization is virtually certain.

Accruals for restructuring costs are recognized in accordance with IAS 37.70 et seq. when the Group has a detailed formal plan for the restructuring and has notified the affected parties. Those accruals only cover expenses that arise directly from restructuring measures, are necessary for restructuring, and are not related to future business operations.

## **Table of Contents**

Where income from an order does not cover prime cost, accruals are created for onerous contracts to the value of the variance between income and expenses.

Where delay and contract penalties are agreed in contracts for the supply of goods and/or services, and where the incurrence of penalties is probable in the light of the current position, a corresponding accrual for delay and contract penalties is created.

### ***Impairment***

With the exception of inventories and deferred tax assets, the book values of assets held by the Group are checked on the balance sheet date for indicators favoring impairment. Where such indicators exist, the settlement value of the assets (recoverable amount) is estimated and where necessary devaluation is made with a corresponding charge to the Group income statement.

According to IAS 36, goodwill is tested for impairment annually, or if an indication for impairment exists, by the execution of an impairment test. In doing so, the carrying amount of a cash-generating unit or a group of cash-generating units ( cash-generating unit ) is compared with the recoverable amount. The recoverable amount of a cash-generating unit is the greater of fair value less costs to sell and value in use. If the recoverable amount of a cash-generating unit is lower than its carrying amount, at first a goodwill impairment loss is recorded in the amount of the difference. In the case of Wincor Nixdorf, the recoverable amount equals the value in use, as determined by the discounted cash flow method. The basis for the determination of future cash flows is data from the detailed Group planning for the periods until 2016/2017. The cash flow projections take into account past experience, current operating profits and influences of expected future market developments of the respective segments and geographical sub markets. Possible future cash flows from acquisitions are not included. The assumptive continual growth rate of 1.5 percent (unchanged from the growth rate used in the fiscal year ended September 30, 2013) for perpetuity complies with the general expectation of the business development of the cash-generating units.

The compulsory weighted average cost of capital for impairment testing is determined by the Capital Asset Pricing Model. The cost of capital is composed of a risk-free interest rate and the market risk premium. Moreover, the beta derived from the peer group, the debt capital spread as well as the capital structure is considered. Furthermore, tax rates attributable to the cash-generating units and country risks are included.

The present value of expected cash flows is calculated by discounting the free cash flows, with an interest rate before taxes between 7.9 and 10.5 percent (in the fiscal year ended September 30, 2013, 5.9 to 9.5 percent); for the cash-generating units Retail and Banking and Banking Europe a discount rate of 9.8 percent has been applied, resembling the referring rate of return of the business units.

## **Table of Contents**

### **BUSINESS OF WINCOR NIXDORF AND CERTAIN INFORMATION ABOUT WINCOR NIXDORF**

*In this section, unless otherwise specified, the terms we, our, us, and Wincor Nixdorf refer to Wincor Nixdorf Aktiengesellschaft together with its subsidiaries, and the term Wincor Nixdorf AG refers to Wincor Nixdorf Aktiengesellschaft.*

#### **Overview**

Wincor Nixdorf is one of the world's leading providers of IT solutions and services to the retail banking and retail sectors. Wincor Nixdorf provides hardware, software, IT services and consulting services to the retail banking and retail sectors, focusing on business processes optimization and efficient workflow in branch operations. Wincor Nixdorf also applies its expertise to related industries such as postal services and service station networks.

Wincor Nixdorf generates approximately two-thirds of its net sales from the retail banking sector and approximately one-third from the retail sector. Software and services account for over half of all Wincor Nixdorf revenue, while the rest is attributable to hardware sales. Wincor Nixdorf generates most of its revenue in Europe (70 percent during the year ended September 30, 2014), which Wincor Nixdorf considers its domestic market. The Asia/Pacific/Africa region accounted for 18 percent and the Americas accounted for 12 percent of revenue during the year ended September 30, 2014.

Wincor Nixdorf operates in over 130 countries around the world, directly or through its partners, and has more than 9,000 employees worldwide, with more than half employed in Europe as of June 30, 2015. It owns production sites in Germany and China and conducts research and development predominantly in Germany, Austria, Poland, Singapore, and China.

Wincor Nixdorf initiated a fundamental realignment of its activities in the second quarter of its fiscal year ended September 30, 2015. In doing so, Wincor Nixdorf sought to address the deteriorating business conditions in key emerging markets such as Russia and China as well as the sluggish recovery in investment spending throughout Europe. Another factor necessitating realignment was the continuing erosion of prices in Wincor Nixdorf's hardware business. At the same time, developments associated with the trend towards digitalization embraced by both banks and retailers added to the momentum of change, with software and high-end service solutions playing a prominent role and opening up opportunities for growth.

The process of realignment and restructuring under Wincor Nixdorf's Delta Program seeks to evolve Wincor Nixdorf into a software and IT services company with attractive margins. Wincor Nixdorf plans to step up its efforts to expand Wincor Nixdorf's software activities and further strengthen its services business. In the hardware business, Wincor Nixdorf plans to adjust the vertical range of its value chain with regard to development activities as well as its global production and supply chain. As a further strategic measure, new avenues within an independent structure are to be opened for business centered around mobile and cashless payment solutions, which has been developing very successfully to date.

Wincor Nixdorf AG, the parent company of Wincor Nixdorf, is registered in Paderborn, Germany. The stock of Wincor Nixdorf AG is listed on the Frankfurt Stock Exchange in the Prime Standard segment and is part of the MDAX. Wincor Nixdorf's website is [www.wincor-nixdorf.com](http://www.wincor-nixdorf.com). Information contained on the website is not incorporated into this prospectus.

#### **Business Model**

Wincor Nixdorf supports the efforts of retail banks and retailers to continuously refine their business processes using highly reliable information technology. The solutions Wincor Nixdorf provides covering hardware, software and services focus primarily on the interface between businesses and their customers.



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**Table of Contents**

Wincor Nixdorf focuses on competitive processes and efficient workflow at bank branches and retail outlets. Wincor Nixdorf's aim is to reshape processes, especially at the interface with the end customer. Wincor Nixdorf offers a comprehensive range of automated and electronic solutions in the banking and retail markets and its portfolio covers the key steps in the process of change affecting business systems. These are supported by product-related services, concepts involving the operation by Wincor Nixdorf of specific branch IT processes, and outsourcing services where Wincor Nixdorf take over responsibility for the running of those systems. In this way, Wincor helps their customers to be more efficient and user-friendly while reducing their process costs.

Wincor Nixdorf's business model also focuses on the trend towards expansion among many of Wincor Nixdorf's current and potential customers. Major retailers and banks are focused on breaking into international markets. Wincor Nixdorf believes its broad regional presence throughout the world makes it well placed to support its expansion as a trusted partner. At the same time, given this broad scope and experience, Wincor Nixdorf is in a good position to help local providers expand even if such providers are not located in areas with fast-growing national economies.

Wincor Nixdorf's business model is centered on the benefits that Wincor Nixdorf can deliver for its customers. This is crucial to Wincor Nixdorf's own business success. Wincor Nixdorf aims to generate sustained added value for banks and retailers. In this context, one of Wincor Nixdorf's core strengths is that its customers can obtain all of the services and expertise that they require from a single provider. This makes it easier for them to deal with the change processes they face.

Another key feature of Wincor Nixdorf's business model is the wide-ranging business support that it provides. To this end, Wincor Nixdorf continuously seeks to pool its strengths, systematically expand its skills base, and develop new and highly competitive services. Additionally, as a result of Wincor Nixdorf's comprehensive package of support, Wincor Nixdorf tends to establish long-term working relationship with its customers.

**Products and Services**

Wincor Nixdorf's portfolio includes hardware, software, IT services and consulting services. Reflecting the twin-sector focus of its operations, Wincor Nixdorf's reporting system is divided into the retail banking and retail segments. For purposes of reporting, postal and service stations are included in the retail banking segment.

***Retail Banking Segment******Hardware for Self-service and Automation***

Wincor Nixdorf provides retail banking customers with self-service systems for cash deposits and disbursement (ATMs) and cash recycling systems that subject deposited banknotes to a counterfeit check before making them available for disbursement. Wincor Nixdorf also offers components for its systems that enhance their functionality footprint, the aim being to implement additional, cashless processes in self-service systems. Examples include the automated processing of checks and the payment of invoices. To streamline cash deposits and disbursements at the counter, Wincor Nixdorf also offers automated teller safes. Additionally, Wincor Nixdorf's portfolio includes transaction terminals and statement printers.

***Software and Professional Services***

Wincor Nixdorf's portfolio of software is designed to help retail banks automate both branch and self-service processes (which include ATMs and terminals) in a customer-focused way as well as to enable more efficient and secure transactions. Wincor Nixdorf's system-related software offering is divided into three areas:

*Multivendor software.* Wincor Nixdorf provides a suite of software applications that support the operation of ATMs provided by different vendors. With this software, retail banks that operate ATMs from different vendors within their networks are able to use only one software platform and new functionality can be integrated quickly with only one software purchase.

-288-

## **Table of Contents**

*Software applications for remote monitoring.* These software applications provide retail banks with detailed reports on the status of their self-service systems.

*Software solutions for protection against security threats.* Wincor Nixdorf offers software solutions which aim to protect multivendor self-service systems against unauthorized access and manipulation.

In addition to system-related software, Wincor Nixdorf offers a range of modules within the Retail Banking Solution Suite (PC/E) that enables the integration of individual sales channels. Also growing in importance are smartphone applications that retail banks can use to manage their self-service networks or that consumers can use to withdraw money from ATMs. Another component of Wincor Nixdorf's Retail Banking Solution Suite supports the processing of cashless transactions.

Wincor Nixdorf also offers customers professional services, including both consulting services and customized project solutions for process automation. The portfolio ranges from business consulting to process and IT consulting.

### ***IT Services for Retail Banks***

Wincor Nixdorf also offers services across their entire life cycle (from installation through maintenance, monitoring and replacement), thereby providing maximum technical availability and efficient IT operations.

*Product-related Services.* Wincor Nixdorf provides a broad scope of product-related services from preparing and installing IT systems to on-site or remote maintenance, including preventive maintenance that minimizes the risk of disruption. In addition, Wincor Nixdorf supports retail banks with the planning, design and implementation of the modernization of their branches and self-service areas.

*Outsourcing/Managed Services.* Wincor Nixdorf's eServices Platform allows for the monitoring and managing of connected systems remotely and also for the distribution of software. By automating and optimizing IT and self-service operation, Wincor Nixdorf can increase the availability of entire networks for its customers. Network monitoring is the basis of these services, as it enables the management of the self-service systems or the entire branch IT.

*Outsourcing.* By providing outsourcing services, Wincor Nixdorf can manage the entire self-service network for its retail banking customers as well as all of their IT applications and infrastructures, regardless of whether they involve data centers, servers or workstations.

### ***Integrated Solutions***

Wincor Nixdorf's integrated solutions for retail banks include cash management, special solutions for retail branches, and security services.

*Cash Management.* Wincor Nixdorf's cash management portfolio, Cash Cycle Management Solutions, enables retail banks to automate virtually all of their cash processes. This product offering encompasses consulting (such as for process analysis), hardware, software and services. Wincor Nixdorf forecasts the

amount of cash needed for self-service systems, and manages the cash-in-transit (CiT) companies that perform the supply and removal of cash in self-service systems. Wincor Nixdorf can also assist in processing transactions checking data, following up on discrepancies, and preparing data for posting in banking systems.

*Solutions for Retail Bank Branches.* Wincor Nixdorf develops concepts for branches and self-service by considering processes across every channel. Wincor Nixdorf's consulting service involves defining individual retail bank branch needs with respect to self-service solutions and IT.

*Security for Retail Banks.* Wincor Nixdorf offers a comprehensive range of security services designed to counter breaches and attacks on banking systems. Wincor Nixdorf seeks to protect self-service

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**Table of Contents**

systems from physical breaches such as skimming and cash trapping and seeks to safeguard banking systems against virtual attacks in the form of viruses and trojans. In addition, Wincor Nixdorf offers software that intelligently combines information from multiple branch retail bank systems to pinpoint potential attack scenarios and enable an active response. It also offers its customers a service that links their bank branches to a Wincor Nixdorf security center for monitoring purposes.

***Retail Segment******Hardware for Checkout, Self-service, and Automation***

For retailers, Wincor Nixdorf offers solutions comprising hardware, software and services that target the overall shopping experience of customers while they are in the store. These solutions can be combined with each other and seamlessly integrated into the administrative processes of each retailer.

In support of the conventional checkout process, Wincor Nixdorf offers its BEETLE checkout system. BEETLE is Wincor Nixdorf's technology platform that offers checkout technology to help retailers optimize sales processes and reduce operating costs.

Wincor Nixdorf supports the automation of the checkout process by means of a modular hardware portfolio that includes self-service checkouts and scan-and-pay terminals. By configuring the individual modules in various ways, Wincor Nixdorf can support the specific requirements of different retail formats, such as grocery stores and self-service department stores.

***Software and Professional Services***

With its TP Application Suite for retailers, Wincor Nixdorf offers a software platform whose individual modules support a wide range of sales channels and processes, including shopping via the Internet and on-the-go shopping from a smartphone or tablet.

The components of Wincor Nixdorf's TP Application Suite control all of the relevant processes at different customer interfaces – at conventional checkouts, in various self-checkout scenarios, in cash automation, when using mobile solutions for employees and customers, and in the integration of e-commerce solutions. At a customer's corporate headquarters, the software can be used to manage, monitor, and control the processes and the IT at the retailer's branches virtually in real time as well as to perform remote maintenance tasks. It also provides an option for initiating business analyses across all retail branches and allows the seamless integration of branch solutions with Enterprise Resource Planning, or ERP, components deployed by the retailer.

Similar to Wincor Nixdorf's portfolio for retail banks, Wincor Nixdorf's Professional Services, which include process analysis, integration and customizing services, training, and maintenance, are available to retail customers who wish to create and implement customized project solutions.

***Cashless Payment/Aevi***

Wincor Nixdorf's solutions for cashless transactions support retail banks, payment service providers, and retailers with the processing of card and cardless transactions via ATMs, electronic funds transfer at point of sale, or EFT-POS, systems, mobile devices, the Internet, and other channels, using a standardized platform concept. These product offerings include hardware, software, and services. Alongside hardware, Wincor Nixdorf offers payment software and other software applications based on open source technology. Services include transaction routing and switching.

Wincor Nixdorf has recently completed the carve-out of its existing cashless payment business into a new, wholly-owned entity called Aevi. The intention is to position the new company as a start-up with an associated freedom of maneuverability. This may serve, for example, as a platform for partnerships or collaborative

## **Table of Contents**

activities in the payment market or to facilitate investment opportunities. As of September 30, 2015, Aevi remains consolidated in Wincor Nixdorf's financial statements and is still therefore part of Wincor Nixdorf's business.

### ***IT Services for Retailers***

As in the case of IT services for retail banks, Wincor Nixdorf's internationally standardized IT services for retailers seek to provide best-in-class technical availability and efficient operation of point of sale, or POS, systems.

*Product-related Services*, that can be used either for individual systems or for full overhauls of retail outlets, include preparing and installing the IT systems, technical support during ongoing operations, and remote or on-site maintenance.

*Outsourcing/Managed Services* allows retailers to increase the availability of their IT systems by means of a monitoring service for the entire network plus a customer-specific service desk that can handle all hardware- and software-related questions.

Wincor Nixdorf can also manage the electronic funds transfer, or EFT, network of its retail customers from the checkout terminal to the retailer's backend systems thereby ensuring the secure processing of cashless transactions involving debit cards, credit cards, vouchers, or bonus cards.

### ***Integrated Solutions***

One focus of Wincor Nixdorf's business activities is the automation of cash processes in the back office. The portfolio encompasses consulting, hardware, software and IT services. Wincor Nixdorf offers a uniform solution architecture for a range of scenarios and the option of gradually implementing cash automation from the back office to the checkout, so that ultimately the retailer benefits from a fully closed process. In addition, Wincor Nixdorf can manage the entire cash supply and removal cycle as well as support cashless transactions using integrated checkout solutions for retailers and service stations.

### ***Solutions Portfolio for Other Industries***

Wincor Nixdorf also applies its expertise in the retail banking and retail segments to other industries with a similar structure, such as the postal industry and service stations. Wincor Nixdorf helps postal operators restructure their branch networks by supplying tailored automation solutions for different types of branches to manage their counter and self-service operations. Similarly, Wincor Nixdorf's dedicated Service Station Suite (NAMOS Application Suite) allows companies operating in the services station sector to control and monitor all their processes from the fuel pump and checkout to the back and head office.

### **Customers**

Wincor Nixdorf sells software products, services and hardware to a variety of customers in the retail banking and retail sectors. As of September 30, 2014, Wincor Nixdorf served over 10,000 customers in over 130 countries, including 21 of the top 25 banks worldwide, and 15 of the top 25 retailers globally (measured by revenue). Approximately 70-75 percent of Wincor Nixdorf's total customers are in Europe, 10-15 percent in the Asia/Pacific/Africa region and 10-15 percent in the Americas. As no single customer accounted for more than 10 percent of Wincor Nixdorf's consolidated net sales for the years ended September 30, 2014, 2013 or 2012, there is

no concentration of risk with respect to credit risk. In addition, Wincor Nixdorf does not currently expect that there is any material portion of its business that may be subject to renegotiation of profits or termination of contracts at the election of the German government or the government of any other country.



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**Table of Contents****Sales and Marketing**

Wincor Nixdorf's primary method of distribution is direct sales by employees assigned to specific regions or specific products. In addition, Wincor Nixdorf uses distributors and referral partners to supplement its direct sales force in countries where business practices or customs make it appropriate, or where it is more economical to do so. Wincor Nixdorf's direct sales force focuses primarily on customers in Europe, Asia and North America, while distributors and agents are responsible for facilitating sales in other areas of the world where Wincor Nixdorf does not operate directly. In addition to Wincor Nixdorf's principal sales offices in Europe, we also have sales offices located outside Europe in Asia, the Americas, Australia and some countries in Africa.

Wincor Nixdorf has entered into partnership agreements with its sales agents and partners, which grant the sales agent or partner the right to market Wincor Nixdorf's products in a specified territory on either an exclusive or non-exclusive basis, depending on the sales agent or partner. Sales contracts for Wincor Nixdorf's products are entered into by Wincor Nixdorf either directly with the sales agents or partners or with Wincor Nixdorf's customers. Certain of Wincor Nixdorf's sales agents also provide maintenance services for customers in their specified territories.

Wincor Nixdorf also markets its brand and services at industry conferences, trade shows, and across various forms of digital and traditional media.

**Research and Development**

The main strategic focus of Wincor Nixdorf's research and development is on high-end automation technology as well as software. Wincor Nixdorf focuses on designing and developing solutions and services that anticipate its customers' technological needs and consumer preferences. Research and development is conducted primarily in Germany, Austria, Poland, Singapore, and China.

During the year ended September 30, 2014, Wincor Nixdorf introduced a number of innovative solutions, including improvements to its surveillance and security software, mobile applications for tablets allowing bank staff to assist their customers with problems, development of a new ATM video support option and launch of a new version of Wincor Nixdorf's retail industry software that allows retailers to efficiently manage their sales channels.

Wincor Nixdorf consistently maintains a high level of R&D investment. Wincor Nixdorf's investments in research and development were \$98 million during the year ended September 30, 2014, \$99 million during the year ended September 30, 2013 and \$90 million during the year ended September 30, 2012. In addition, research and development expenses were \$70 million in each of the nine months ended June 30, 2015 and 2014. Wincor Nixdorf's R&D headcount increased to 750 as of September 30, 2014 from 726 as of September 30, 2013. Wincor Nixdorf anticipates that it will continue to have significant research and development expenditures in the future in order to provide a continuing flow of innovative, high-quality products and services and to help maintain and enhance its competitive position.

**Intellectual Property**

Wincor Nixdorf considers its proprietary technology to be important to the development, manufacture, and sale of its products and services and seeks to protect such technology through a combination of patents, trademarks, and trade secrets. Wincor Nixdorf also has in place confidentiality agreements and other contractual arrangements with employees, consultants and customers.

Wincor Nixdorf seeks patent protection for its innovations, including improvements associated with its products, services, and developments, where such protection is likely to provide value to Wincor Nixdorf. Wincor Nixdorf had

1,610 active commercial patents as of September 30, 2014 and 1,549 as of September 30, 2013. In addition, Wincor Nixdorf filed 45 new patent applications during the year ended September 30, 2014

## **Table of Contents**

and 41 during the year ended September 30, 2013. These patent assets are complemented by Wincor Nixdorf's business development and applications know-how, and Wincor Nixdorf's ongoing research and development efforts. Nevertheless, there can be no assurance that Wincor Nixdorf's patents, licenses or other intellectual property rights will afford Wincor Nixdorf a meaningful competitive advantage.

The development of Wincor Nixdorf's products, processes and solutions has involved a considerable amount of experience, manufacturing and processing know-how and research and development techniques. Wincor Nixdorf protects its proprietary processes and technologies with a blend of patent protection and trade secret protection. As part of its overall intellectual property strategy, Wincor Nixdorf protects its non-patented proprietary knowledge as trade secrets through confidentiality controls and through the use of nondisclosure and confidentiality agreements.

## **Seasonality**

Wincor Nixdorf's sales vary from quarter to quarter, with lower net sales in its second and third quarters (January 1 to June 30) and higher net sales in the first quarter (October 1 to December 31) and the fourth quarter (July 1 to September 30). Such seasonality also causes working capital cash flow requirements to vary from quarter to quarter depending on variability in the volume, timing and mix of product sales. In addition, revenue in the last month of each quarter is typically higher than in the first and second months of each quarter.

## **Backlog**

Wincor Nixdorf's backlog was approximately \$616 million and \$668 million at September 30, 2014 and September 30, 2013, respectively. The backlog includes orders confirmed for products scheduled to be shipped as well as certain services to be provided (managed services). Although Wincor Nixdorf believes that the orders included in the backlog are firm, some orders may be cancelled by the customer without penalty. Even when penalties for cancellation are provided for in a customer contract, Wincor Nixdorf may elect to permit cancellation of orders without penalty where management believes it is in Wincor Nixdorf's best interests to do so.

## **Competition**

The worldwide markets for Wincor Nixdorf's products and solutions are highly competitive in terms of pricing, product and service quality, development and introduction time, customer service and financing terms. In certain sectors where it operates, Wincor Nixdorf faces downward pricing pressure and is or could be exposed to market downturns or slower growth, which may worsen in times of declining investment activities and consumer demand. Wincor Nixdorf faces strong competitors, some of which are larger and may have greater resources in a given business area, as well as competitors from emerging markets, which may have a better cost structure. Some industries in which Wincor Nixdorf operates are undergoing consolidation, which may result in stronger competition and a change in Wincor Nixdorf's relative market position. Certain competitors may be more effective and faster in capturing available market opportunities.

In the retail banking segment, Wincor Nixdorf faces a variety of competitors, such as NCR, GRG, Diebold and Hyosung, as well as many other regional firms, across all geographies. The primary factors of competition can vary, but typically include value and quality of the solutions or products; total cost of ownership; industry knowledge of the vendor; the vendor's ability to provide and support a total end-to-end solution; the vendor's ability to integrate new and existing systems; fit of the vendor's strategic vision with the customer's strategic direction; and quality of the vendor's support and consulting services.

In the retail segment, Wincor Nixdorf faces a variety of competitors across all geographies. Key competitive factors can vary by geographic area but typically include value and quality of the solutions or products; total cost of ownership; industry knowledge of the vendor; and knowledge, experience and quality of the vendor's consulting and support services. Competitors in the retail segment include IBM, NCR and Toshiba TEC.

## **Table of Contents**

In the retail banking and retail segment software business, Wincor Nixdorf also faces a variety of competitors in the areas serviced. While the main competitors in retail software are SAP, IBM and Oracle, Wincor Nixdorf also competes with consulting firms such as Capgemini and Accenture and ATM software companies such as Diebold and KAL in banking software. Competitive factors in this industry include the level of cross-channel functionality of products; the quality of the offered consulting services; the ability to develop innovative products; and the ability to serve customer's needs especially in the face of increasing process digitization.

## **Manufacturing and Raw Materials**

Wincor Nixdorf owns manufacturing facilities in Germany and China. ATM's and Self Checkout Systems are manufactured at these facilities. Wincor Nixdorf outsources the manufacturing of some of its other products, including POS.

Wincor Nixdorf purchases raw materials and other goods from more than 800 suppliers. In most cases, there are a number of suppliers who can provide the services and produce the parts and components that Wincor Nixdorf utilizes. However, there are some services and components that are purchased from a single supplier due to price, quality, technology or other reasons.

For example:

for contract manufacturing (whereby third parties manufacture specified items) Wincor Nixdorf depends on services from PC Partner (EPOS, embedded PC's) and Venture (dispenser modules);

for OEM products Wincor Nixdorf depends on ARCA (ATS product) and SNBC (printers); and

for components Wincor Nixdorf depends on HOTS (card reader), CiTech (banknote recognition modules), Glory (banknote handling module) and Asahi Seiko and Crane (coin handling modules).

In addition, there are a number of key suppliers who provide critical products for Wincor Nixdorf's solutions.

## **Governmental Regulations**

Wincor Nixdorf's operations and the activities of its employees, contractors and agents around the world are subject to the laws and regulations of numerous countries, including Germany, the European Union, and the United States. These laws and regulations include data privacy requirements, labor relations laws, tax laws, anti-competition regulations, prohibitions on payments to governmental officials, import and trade restrictions and export requirements. Violations of these laws and regulations could result in fines, criminal sanctions against Wincor Nixdorf's officers or employees, or Wincor Nixdorf, and may result in prohibitions on the conduct of Wincor Nixdorf's business. Any such violations could also result in prohibitions on Wincor Nixdorf's ability to offer its products and services in one or more countries and could materially damage Wincor Nixdorf's reputation, its ability to attract and retain employees, its business and its operating results.

Wincor Nixdorf's operations (particularly in those countries with developing economies) are also subject to risks of violations of laws prohibiting improper payments and bribery, including the European Union Anti-Corruption Act, U.K. Bribery Act, U.S. Foreign Corrupt Practices Act and similar regulations in other jurisdictions. Although Wincor

Nixdorf has implemented policies and procedures designed to ensure compliance with these laws, Wincor Nixdorf's employees, contractors, and agents may take actions in violation of such policies. Any such violations, even if prohibited by Wincor Nixdorf's policies, could subject Wincor Nixdorf to civil or criminal penalties or otherwise have an adverse effect on Wincor Nixdorf's business and reputation.

Compliance with environmental regulations relating to the protection of the environment in the jurisdictions in which Wincor Nixdorf operates could have a material adverse impact on Wincor Nixdorf's capital

## **Table of Contents**

expenditures, earnings and competitive position. However, Wincor Nixdorf does not currently expect to incur material capital expenditures related to compliance with such laws and regulations, and Wincor Nixdorf currently does not expect that compliance with local environmental statutes will have a material effect on its capital expenditures, earnings and competitive position in the current fiscal year or the succeeding fiscal year.

## **Insurance**

Wincor Nixdorf maintains, among others, general liability, product liability, property damage and business interruption insurance. In addition, Wincor Nixdorf has obtained directors and officers liability insurance, which covers claims made against directors and officers by reason of actions committed in the course of their service on behalf of Wincor Nixdorf. Wincor Nixdorf considers the insurance coverage it has to be adequate in light of the risks it faces.

## **Employees**

Wincor Nixdorf had 9,171 employees as of June 30, 2015, 9,198 as of September 30, 2014 and 8,826 as of September 30, 2013. The number of employees rose by 372 during the year ended September 30, 2014 mainly as a result of new appointments to strengthen the services business and the expansion of Wincor Nixdorf's software and professional services operations. In regional terms, the main focus of new appointments was on Europe and Asia/Pacific, while the number of staff employed in Germany decreased. In countries that are members of the European Union, employees are subject to European or local co-determination laws, and Wincor Nixdorf has entered into collective bargaining agreements and/or works council agreements. Wincor Nixdorf believes that cooperation with co-determination councils has historically been constructive.

## **Properties**

Wincor Nixdorf has an international network of production facilities that includes a number of external partners. Wincor Nixdorf's two primary owned production sites are located in Germany and China. In addition, Wincor Nixdorf owns its corporate headquarters in Paderborn, Germany. Other minor facilities are owned by Wincor Nixdorf in Germany and Singapore. All other facilities used by Wincor Nixdorf and its subsidiaries are leased.

## **Litigation**

Wincor Nixdorf is not presently aware of any actual or potential legal disputes that could affect the financial situation of Wincor Nixdorf to any significant extent. However, legal disputes may arise in the ordinary course of business, for instance, with regard to products supplied and services rendered, product liability, product defects, quality issues, or the infringement of property rights. There can be no guarantee that the outcome of these or other legal disputes will not be detrimental to the business activities or the reputation of Wincor Nixdorf. In addition, despite significant training programs and an established system of compliance management, Wincor Nixdorf may be affected by compliance-related infringements (such as antitrust and corruption violations) as well as by regulatory risks arising from Wincor Nixdorf's international business activities.

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**Table of Contents****WINCOR NIXDORF CORPORATE GOVERNANCE INFORMATION****Directors and Senior Executives of Wincor Nixdorf**

Pursuant to the business combination agreement, the following directors and senior executives of Wincor Nixdorf are expected to serve as directors and/or executive officers of Diebold following the closing date. See Corporate Governance Structure of Diebold After the Business Combination.

*Dr. Alexander Dibelius*

Dr. Alexander Dibelius became chairman of the supervisory board of Wincor Nixdorf in January 2013. From 1993 until 2015 Dr. Dibelius worked at Goldman Sachs AG in different group entities including Goldman Sachs AG, Frankfurt, Goldman Sachs Finanz GmbH, Frankfurt, Goldman Sachs International, London, Goldman Sachs Inc., New York and Goldman Sachs OOO Moscow as Managing Director. He was named Partner of Goldman Sachs in 1998. He became Chairman of the Executive Board of Goldman Sachs AG, Frankfurt, a fully regulated Bank, in 2007. His last position in Goldman Sachs included Global Chairman of the Investment Banking Division, Member of the European Management Committee and Member of the Global Executive Committee. Previously, he worked as a consultant for McKinsey & Co., where he was appointed partner in 1992. Before his career in business, Dr. Dibelius worked as a surgeon in South Africa (Baragwanth Hospital, Johannesburg and Groote Schuur Hospital, Cape Town) and Germany (University Hospital Freiburg) (1984 – 1987). Dr. Dibelius is a Managing Partner of CVC Capital Partners, Managing Director of CVC Capital Partners GmbH and a member of the board of directors of CVC Capital Partners SICAV-FIS S.A. In addition, he serves on the supervisory board of Wincor Nixdorf International GmbH, Paderborn, Germany, as well as on the supervisory boards of KION AG and KION International GmbH, Wiesbaden, Germany. Dr. Dibelius was born on October 23, 1959. Dr. Dibelius studied medicine at the Ludwig Maximilian University of Munich, earning a MD and PHD (Department of Surgical Research).

For the financial year ended September 30, 2014, Dr. Dibelius, as chairman of the supervisory board of Wincor Nixdorf, received a fixed remuneration of 90,000. In addition, he received attendance fees for supervisory board meetings in an overall amount of 18,000.

Dr. Dibelius neither owns shares in nor stock options relating to shares in Wincor Nixdorf.

*Dr. Dieter Düsedau*

Dr. Dieter Düsedau became a member of Wincor Nixdorf's supervisory board in January 2014. Dr. Düsedau is trained as a physicist and was formerly a Director (Senior Partner) of McKinsey based in Munich until 2014, where he led the German Strategy Practice and was the long-standing leader of McKinsey's Telecoms, IT, and Media Sector in Germany. Since joining McKinsey in 1988, Dr. Düsedau primarily served clients in the telecommunications, electronics, media, automotive and financial industries. Dr. Düsedau has worked with Wincor Nixdorf since 1992 through numerous joint projects with McKinsey. Prior to joining McKinsey, Dr. Düsedau worked at the Max Planck Institut, CERN, University of Michigan, Ann Arbor, and M.I.T. on quantum field theories. He is a member of the supervisory board of the Kontron AG, Augsburg, a founder and chairman of startsocial, and a member of the board of trustees of the Deutsche Museum as well as of the Max-Planck-Institut für Physik. Dr. Düsedau is also a member of the supervisory board of Wincor Nixdorf International GmbH, Paderborn, Germany. He was born on August 29, 1958. He holds an MSc in physics from the University of Munich and a PhD in theoretical physics from M.I.T.

For the financial year ended September 30, 2014 Dr. Düsedau, as member of the supervisory board of Wincor Nixdorf, received a fixed remuneration of 22,500. In addition, he received attendance fees for supervisory board



meetings in an overall amount of 12,000.

Dr. Düsedau neither owns shares in nor stock options relating to shares in Wincor Nixdorf.

-296-

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**Table of Contents***Eckard Heidloff*

Eckard Heidloff has served as Wincor Nixdorf's President and CEO since 2007. Previously, he served as Wincor Nixdorf's Chief Financial Officer and Chief Operating Officer, with responsibility for worldwide production and logistics. Prior to this, he served as Executive Vice President and Chief Financial Officer of Wincor Nixdorf Holding GmbH. Earlier in his career, he served as the head of business administration for Wincor Nixdorf's predecessor, Siemens Nixdorf Retail and Banking Systems GmbH. Mr. Heidloff began his career in 1983 at Nixdorf Computer AG. He is a member of several supervisory boards of Wincor Nixdorf subsidiaries. Those positions are not separately compensated. Mr. Heidloff was born on October 10, 1956. He completed his business studies at University of Paderborn, Germany, and holds a diploma in business administration (*Diplom Kaufmann*).

For the financial year ended September 30, 2014, Mr. Heidloff, as CEO of Wincor Nixdorf, received fixed remuneration of 700,000 as well as performance based remuneration of 711,805. In addition, fringe benefits were granted in the amount of 30,267.24, which mainly relate to customary benefits such as accident and liability insurance as well as a company car.

In addition, for the financial year ended September 30, 2014, Mr. Heidloff was granted an overall amount of 87,364 stock options as long-term incentive. The stock options are vested for a period of four years which commenced on March 26, 2014. Each stock option entitles Mr. Heidloff to one share in Wincor Nixdorf or, at the discretion of Wincor Nixdorf, a cash settlement payment. The strike price of these stock options is 62.94. In order to be able to exercise these stock options after expiry of the vesting period, Mr. Heidloff is required to evidence that, as at the date which is two years after the date of the commencement of the vesting period, he owns shares in Wincor Nixdorf in an amount of at least 1/10 of the number of the stock options, and that he continued to own these shares until the end of the exercise period. The exercise period is ten trading days at the Frankfurt Stock Exchange and commences upon expiry of the vesting period.

Furthermore, for the financial year ended September 30, 2014, Mr. Heidloff was awarded pension plan contributions in an amount of 126,082.

For the financial year ended September 30, 2014, Mr. Heidloff received no additional remuneration for offices held within the Wincor Nixdorf Group.

As of September 30, 2015 Mr. Heidloff owned less than 1 percent of Wincor Nixdorf's outstanding shares. In addition, under the stock option plans 2012, 2013 and 2014, Mr. Heidloff was awarded the following stock options:

122,111 stock options under the 2012 stock option plan;

127,398 stock options under the 2013 stock option plan; and

87,364 stock options under the 2014 stock option plan.

The stock options relate to ordinary bearer shares in Wincor Nixdorf. The stock options were not purchased, but granted to Mr. Heidloff as part of his long-term incentive remuneration. Each stock option entitles Mr. Heidloff to one share in Wincor Nixdorf. For further details on the terms and conditions of the different stock options plans see Compensation Wincor Nixdorf Stock Option Plan.

*Dr. Jürgen Wunram*

Dr. Jürgen Wunram was appointed to Wincor Nixdorf's executive board on March 1, 2007, and is responsible for financial matters. He serves as Wincor Nixdorf's Chief Financial Officer, Chief Operating Officer and Deputy Chief Executive Officer. Prior to Wincor Nixdorf, he worked as a Director at McKinsey, where he advised high-tech companies on strategic issues. Before that, he worked as a project manager at a large aerospace technology company. He is a member of several supervisory boards of Wincor Nixdorf subsidiaries. Those positions are not separately compensated. Dr. Jürgen Wunram was born on March 11, 1958. Dr. Wunram completed his mathematical studies at University of Hamburg, Germany.

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**Table of Contents**

For the financial year ended September 30, 2014, Dr. Wunram, as CFO of Wincor Nixdorf, received a fixed remuneration of 500,000 as well as performance based remuneration of 508,475. In addition, fringe benefits were granted in the amount of 25,168.24, which mainly relate to customary benefits such as accident and liability insurance as well as a company car.

In addition to this, for the financial year ended September 30, 2014, Dr. Wunram was granted an overall amount of 62,403 stock options as long-term incentive. The stock options are vested for a period of four years which commenced on March 26, 2014. Each stock option entitles Dr. Wunram to one share in Wincor Nixdorf or, at the discretion of Wincor Nixdorf, a cash settlement payment. The strike price of these stock options is 62.94. In order to be able to exercise these stock options after expiry of the vesting period, Dr. Wunram is required to evidence that, as at the date which is two years after the date of the commencement of the vesting period, he owns shares in Wincor Nixdorf in an amount of at least 1/10 of the number of the stock options and that he continued to own these shares until the end of the exercise period. The exercise period is ten trading days at the Frankfurt Stock Exchange and commences upon expiry of the vesting period.

For the financial year ended September 30, 2014, Dr. Wunram was awarded pension plan contributions in an amount of 100,000.

For the financial year ended September 30, 2014, Dr. Wunram was paid no additional remuneration for other offices held by him within the Wincor Nixdorf Group.

As of September 30, 2015, Dr. Wunram owned less than 1 percent of Wincor Nixdorf's outstanding shares. In addition, under the stock option plans 2012, 2013 and 2014, Dr. Wunram was awarded the following stock options:

87,222 stock options under the 2012 stock option plan;

90,999 stock options under the 2013 stock option plan; and

62,403 stock options under the 2014 stock option plan.

The stock options relate to ordinary bearer shares in Wincor Nixdorf. The stock options were not purchased, but granted to Dr. Wunram as part of his long-term incentive remuneration. Each stock option entitles Dr. Wunram to one share in Wincor Nixdorf. For further details on the terms and conditions of the different stock options plans see Compensation Wincor Nixdorf Stock Option Plan.

*Olaf Heyden*

Olaf Heyden serves as Wincor Nixdorf's Executive Vice President. Mr. Heyden became a member of Wincor Nixdorf's executive board in May 1, 2013 and is responsible for its global IT Services business. He is a member of several supervisory boards of Wincor Nixdorf subsidiaries, which positions are not separately compensated. Outside of his position at Wincor Nixdorf, Mr. Heyden does not hold other directorships or engage in other principal business activities. Mr. Heyden was born on May 1, 1963. Mr. Heyden holds a diploma in business administration as well as in business data processing from the Universities of Applied Science in Ravensburg and Rendsburg, Germany. Prior to joining Wincor Nixdorf, Mr. Heyden was the CEO of Freudenberg IT KG. Earlier in his career Mr. Heyden held executive posts at Deutsche Telekom AG, where he served as managing director at T-Systems. Previously he worked

for Dornier GmbH/Deutsche Aerospace AG, E-Plus and EDS Electronic Data Systems Industrien GmbH.

For the financial year ended September 30, 2014, Mr. Heyden, as Executive Vice President of Wincor Nixdorf, received fixed remuneration of 350,000 as well as performance based remuneration of 352,488. In addition, fringe benefits were granted in an amount of 23,393, which mainly relate to customary benefits such as accident and liability insurance as well as a company car.

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**Table of Contents**

In addition to this, for the financial year ended September 30, 2014, Mr. Heyden was granted an overall amount of 43,682 stock options as long-term incentive. The stock options are vested for a period of four years which commenced on March 26, 2014. Each stock option entitles Mr. Heyden to one share in Wincor Nixdorf or, at the discretion of Wincor Nixdorf, a cash settlement payment. The strike price of these stock options is 62.94. In order to be able to exercise these stock options after expiry of the vesting period, Mr. Heyden is required to evidence that, as at the date which is two years after the date of the commencement of the vesting period, he owns shares in Wincor Nixdorf in an amount of at least 1/10 of the number of the stock options and that he continued to own these shares until the end of the exercise period. The exercise period is ten trading days at the Frankfurt Stock Exchange and commences upon expiry of the vesting period.

For the financial year ended September 30, 2014, Mr. Heyden was awarded pension plan contributions in an amount of 50,000.

For the financial year ended September 30, 2014, Mr. Heyden was paid no additional remuneration for other offices held by him within the Wincor Nixdorf Group.

As of September 30, 2015, Mr. Heyden owned less than 1 percent of the outstanding Wincor Nixdorf shares. In addition, under the stock option plan 2014, Mr. Heyden was awarded 43,682 stock options.

The stock options relate to ordinary bearer shares in Wincor Nixdorf. The stock options were not purchased, but granted to Mr. Heyden as part of his long-term incentive remuneration. Each stock option entitles Mr. Heyden to buy one share in Wincor Nixdorf. For further details on the terms and conditions of the different stock options plans see Compensation Wincor Nixdorf Stock Option Plan.

***Dr. Ulrich Näher***

Dr. Ulrich Näher has served as Senior Vice President, Research and Development at Wincor Nixdorf and the head of Wincor Nixdorf's global development network since the beginning of 2015. Previously, he worked for McKinsey, where he was a director in the Munich office and head of the Global Product Development Practice, in which capacity he was responsible for advising clients from the electronics industry in Europe and Asia. Dr. Näher began his career at Siemens Corporate Development where he was responsible for corporate development. Dr. Näher was born on October 24, 1965. He studied mathematics and physics and earned his doctorate in physics at the University of Stuttgart.

As of September 30, 2015, Dr. Näher owned less than 1 percent of the outstanding Wincor Nixdorf shares.

**Compensation*****Wincor Nixdorf Stock Option Plan***

As of November 23, 2015, Wincor Nixdorf had issued approximately 2.6 million stock options as part of several stock option plans established in 2012, 2013, 2014, and 2015, or collectively the Wincor Nixdorf stock option plan, of which approximately 590,000 options grant the right to purchase or subscribe for Wincor Nixdorf ordinary shares in a number representing in total approximately 1.8 percent of Wincor Nixdorf's current share capital until the later of the expiration date or the expiration of the tender right period, if any, pursuant to Section 39c German Takeover Act. Each of the stock options granted under the Wincor Nixdorf stock option plan currently entitles its holder to purchase, after expiry of the vesting period, one Wincor Nixdorf ordinary share against payment of the respective strike price or, at the discretion of Wincor Nixdorf, a cash payment amounting to the difference of the respective strike price and the

non-volume weighted average closing stock price of the 30 trading days on the Frankfurt Stock Exchange that immediately preceded the respective exercise date.

The vesting period for each option under each component of the Wincor Nixdorf stock option plan is four years and commences on the respective date on which the options were granted. The stock options under the Wincor Nixdorf stock option plan were granted on March 30, 2012, March 22, 2013, March 26, 2014, and March 25, 2015.

**Table of Contents**

In each case, the strike price is equivalent to 112 percent of the average non-volume weighted closing stock price of the 30 trading days on the Frankfurt Stock Exchange that immediately preceded the date of granting the respective stock options as set out above (subject to customary adjustments in case of distributions, such as dividend payments, as well as in case of changes in Wincor Nixdorf's share capital, including a split of shares). The unadjusted strike prices of the Wincor Nixdorf stock option plan are as follows:

2012 stock option plan: 45.02;

2013 stock option plan: 43.20;

2014 stock option plan: 62.94; and

2015 stock option plan: 49.20;

Stock options under Wincor Nixdorf stock option plan can, after expiry of the vesting period, only be exercised if the following requirements are met:

Each holder of stock options must make an investment in Wincor Nixdorf ordinary shares equaling 1/10 of the number of stock options held (i.e. for 10 stock options, the option holder must acquire ownership in one Wincor Nixdorf share); and

The ownership of such Wincor Nixdorf ordinary shares has to be evidenced by the holder of the stock options as at the date which is two years after the date of the commencement of the respective vesting period; and

The respective shares have to continue to be owned by the option holder until the end of the exercise period. The exercise period is ten trading days on the Frankfurt Stock Exchange and commences upon expiry of the vesting period.

As of November 20, 2015 the participants in the Wincor Nixdorf stock option plan held approximately 2.6 million outstanding stock options.

The Wincor Nixdorf stock option plan does not provide for any termination, termination rights and/or accelerated vesting in case of a change of control in Wincor Nixdorf and, therefore, will in principle not be affected by the contemplated business combination, except that holders of stock options, who tender their shares in Wincor Nixdorf, may no longer be able to evidence their ownership of investments, which is required in order for them to exercise the stock options. In case of a delisting of Wincor Nixdorf's shares, stock options for which the vesting period has not yet lapsed on the last trading day, expire. Furthermore, the stock options expire if the employment agreement of the respective holder is terminated, regardless of the reason of the termination, except in case of retirement of the holder.



**Related Party Transactions**

Since September 30, 2011, none of the individuals listed above has engaged in a transaction or loan with Wincor Nixdorf that would require disclosure pursuant to Item 7.B. of Form 20-F.

-300-

Table of Contents**SHAREHOLDER STRUCTURE; BENEFICIAL OWNERSHIP OF WINCOR NIXDORF ORDINARY SHARES****Security Ownership of Members of Wincor Nixdorf's Management Board and Supervisory Board**

The following table sets forth information with respect to the beneficial ownership of Wincor Nixdorf's ordinary shares as of November 20, 2015, by (1) the members of the management board and the supervisory board of Wincor Nixdorf, and (2) all current members of Wincor Nixdorf's management board and supervisory board as a group. Applicable percentage ownership is based on 33,084,988 ordinary shares of Wincor Nixdorf issued as of November 20, 2015. Except as indicated in the footnotes to this table, each shareholder named in the table has sole voting and dispositive power with respect to the shares set forth opposite the shareholder's name.

Name of Beneficial Owner and Place of Business	Wincor Nixdorf Ordinary Shares Beneficially Owned	
	Number	Percentage <sup>(1)</sup>
<b>Members of Management Board:</b>		
Eckard Heidloff	*	*
Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany		
Dr. Jürgen Wunram	*	*
Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany		
Olaf Heyden	*	*
Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany		
<b>Members of Supervisory Board:</b>		
Dr. Alexander Dibelius		
Place of business: Bockenheimer Landstraße 24, 60323 Frankfurt, Germany		
Michael Schild	*	*
Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany		
Dr. Dieter Düsedau		

Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn,

Germany

Prof. Dr. Achim Bachem

Place of business: Leo-Brandt-Straße

52428 Jülich, Germany

Prof. Dr. Edgar Ernst

Place of business: Zimmerstraße 30

10969 Berlin, Germany

Gabriele Feierabend-Zaljec

Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn,

Germany

Hans-Ulrich Holdenried

Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn,

Germany

Volker Kotnig

Place of business: Roßstraße 94, 40476 Düsseldorf,

Germany

**Table of Contents**

Name of Beneficial Owner and Place of Business	Wincor Nixdorf Ordinary Shares Beneficially Owned	
	Number	Percentage <sup>(1)</sup>
Thomas Meilwes Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany	*	*
Martin Stamm Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany	*	*
Zvezdana Seeger Place of business: Buchsweilerstr. 5, 14195 Berlin, Germany		
Carmelo Zanghi Place of business: Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany		
<b>All management board members and supervisory board members as a group (15 individuals)</b>	<b>209,791</b>	<b>0.63%</b>

\* Indicates less than one percent.

(1) Percentages are based on 33,084,988 ordinary shares issued which includes the 3,268,777 ordinary shares (equaling approximately 9.88 percent of the entire issued share capital of Wincor Nixdorf) held by Wincor Nixdorf Facility GmbH, a subsidiary of Wincor Nixdorf.

**Security Ownership of Significant Shareholders**

The German Securities Trading Act (*Wertpapierhandelsgesetz*) requires holders of voting rights to notify the issuer and BaFin of their holdings whenever these reach, exceed, or fall below certain thresholds. The thresholds are set at 3 percent, 5 percent, 10 percent, 15 percent, 20 percent, 25 percent, 30 percent, 50 percent and 75 percent. No notifications are required for fluctuations between those thresholds. Under some circumstances, the German Securities Trading Act requires voting rights to be attributed also to certain third parties. In such cases it may or may not be that both the direct holder and the third party are required to issue notifications. Examples of such attributions are (i) attribution of a subsidiary's shareholdings/voting rights to one or more parent companies within a corporate group, (ii) attribution of shareholdings/voting rights held for the account of a third party and (iii) attribution of shareholdings/voting rights of a beneficial owner to a third party to which the voting rights are entrusted (*anvertraut*) (e.g. management companies in fund structures).

Wincor Nixdorf has received the following notifications of shareholdings above 3 percent:

Kiltearn Global Equity Fund, 651 Holiday Drive Suite 300, 15220 Pittsburgh, PA, USA, informed Wincor Nixdorf pursuant to Section 21 para 1 of the German Securities Trading Act that as of May 7, 2015, it directly held 1,667,024 voting rights in Wincor Nixdorf, corresponding to 5.04 percent of the issued share capital of Wincor Nixdorf.

Kiltearn Limited, Exchange Place, Sempie Street, Edinburgh EH3 8BL, UK, informed Wincor Nixdorf pursuant to Section 21 para 1 of the German Securities Trading Act on April 27, 2015, that as of January 27, 2015, 1,705,163 voting rights, corresponding to 5.15 percent of the issued share capital of Wincor Nixdorf, were entrusted (*anvertraut*) to Kiltearn Limited pursuant to Section 22 para 1 sentence 1 No. 6, sentence 2 of the German Securities Trading Act. Kiltearn Limited also informed Wincor Nixdorf that the shareholder holding directly 3 percent or more of the voting rights which were entrusted (*anvertraut*) to Kiltearn Limited is Kiltearn Global Equity Fund, Pittsburgh, PA, USA.

Kiltearn Partners LLP, Exchange Place, Sempie Street, Edinburgh EH3 8BL, UK, informed Wincor Nixdorf pursuant to Section 21 para 1 of the German Securities Trading Act that as of January 27, 2015, 1,705,163 voting rights, corresponding to 5.15 percent of the issued share capital of Wincor

**Table of Contents**

Nixdorf, were entrusted (*anvertraut*) to Kiltearn Partners LLP pursuant to Section 22 para 1 sentence 1 No. 6 of the German Securities Trading Act. Kiltearn Partners LLP also informed Wincor Nixdorf that Kiltearn Global Equity Fund, Pittsburgh, PA, USA directly holds 3 percent or more of the voting rights entrusted (*anvertraut*) to Kiltearn Partners LLP.

Polaris Capital Management, LLC, 121 High St., Boston, MA, USA, informed Wincor Nixdorf pursuant to Section 21 para 1 of the German Securities Trading Act on June 16, 2015 that as of June 16, 2015, 1,660,685 voting rights, corresponding to 5.02 percent of the issued share capital of Wincor Nixdorf, were entrusted (*anvertraut*) to Polaris Capital Management, LLC, pursuant to Section 22 para 1 sentence 1 No. 6 of the German Securities Trading Act. Polaris Capital Management, LLC, did not disclose to Wincor Nixdorf the beneficial ownership of the underlying shares in Wincor Nixdorf.

Deutsche Asset & Wealth Management Investment GmbH, Mainzer Landstraße 11-17, Frankfurt am Main, Germany, informed Wincor Nixdorf pursuant to Section 21 para 1 of the German Securities Trading Act on November 6, 2015, that as of November 2, 2015, it directly held 992,980 ordinary shares in Wincor Nixdorf, corresponding to 3.00 percent of Wincor Nixdorf's total voting rights issued.

Highclere International Investors LLP, 2 Manchester Square, W1U 3PA, London, UK, informed Wincor Nixdorf pursuant to Section 21 para 1 of the German Securities Trading Act that as of July 25, 2014, 1,023,683 voting rights, corresponding to 3.09 percent of the issued share capital of Wincor Nixdorf, were entrusted (*anvertraut*) to Highclere International Investors LLP, pursuant to Section 22 para 1 sentence 1 No. 6 of the German Securities Trading Act. Highclere International Investors LLP, did not disclose to Wincor Nixdorf the beneficial ownership of the underlying shares in Wincor Nixdorf.

In addition, as of November 20, 2015, Wincor Nixdorf Facility GmbH, Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany, a subsidiary of Wincor Nixdorf, directly held 3,268,777 ordinary shares in Wincor Nixdorf, corresponding to 9.88 percent of the issued share capital of Wincor Nixdorf.

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**Table of Contents****RECENT DEVELOPMENTS**

This section contains preliminary financial results of Wincor Nixdorf for the fiscal year ended September 30, 2015 and recent developments information regarding Wincor Nixdorf that is not reflected in and supplements the information about Wincor Nixdorf provided in this prospectus under the headings Selected Consolidated Financial Information of Wincor Nixdorf, Management's Discussion and Analysis of Financial Condition and Results of Operations of Wincor Nixdorf and in Wincor Nixdorf's audited financial statements.

**Preliminary 2015 Financial Results**

On November 9, 2015, Wincor Nixdorf announced its preliminary financial results for the fiscal year ended September 30, 2015. The information presented below is based on Wincor Nixdorf's unaudited internal management accounts.

***Net Sales***

Net sales totaled 2,427 million during the year ended September 30, 2015, compared to 2,469 million during the year ended September 30, 2014, a decrease of 2 percent. This decrease was primarily attributable to the visible deterioration of the business environments in Brazil, Russia and China, the cautiousness of retail banks and retailers in their approach to new investment, and the substantial decrease in hardware shipments.

***Net Sales by Segment***

Net sales generated in the banking segment were 1,582 million during the year ended September 30, 2015, an increase of 1 percent compared to net sales of 1,566 million during the year ended September 30, 2014. This increase was primarily attributable to year-on-year expansion in business within the area of Software and Professional Services, as well as improved business in IT Services, with Product-related Services as well as Managed Services and Outsourcing benefitting from forward momentum. Net sales in the retail segment were 845 million during the year ended September 30, 2015, a decrease of 6 percent compared to net sales of 903 million during the year ended September 30, 2014. This decrease was primarily attributable to tentative investment spending on the part of large retail companies, particularly in Europe, as well as to less favorable growth than expected in growth markets.

The banking segment accounted for 65 percent of total net sales during the year ended September 30, 2015 compared to 63 percent during the year ended September 30, 2014. The retail segment contributed 35 percent of net sales during the year ended September 30, 2015, compared to 37 percent of net sales during the year ended September 30, 2014.

***Net Sales by Region***

In Germany, net sales decreased by 6 percent to 555 million during the year ended September 30, 2015 compared to net sales of 588 million during the year ended September 30, 2014. This decrease was attributable mainly to weaker retail business compared to the prior year, which had benefited from several large-scale projects. Germany's share of the Wincor Nixdorf's total net sales decreased slightly to 23 percent during the year ended September 30, 2015 compared to 24 percent during the year ended September 30, 2014.

In Europe (excluding Germany), net sales declined by 4 percent to 1,097 million during the year ended September 30, 2015 compared to 1,142 million during the year ended September 30, 2014. This decrease was attributable mainly to reduced net sales from business activities in Eastern Europe compared to the prior year, with Russia proving particularly unfavorable. Europe's (excluding Germany) share of the Wincor Nixdorf's net sales fell slightly to 45

percent during the year ended September 30, 2015 compared to 46 percent during the year ended September 30, 2014.

-304-



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**Table of Contents**

In the Asia/Pacific/Africa region, net sales rose by 8 percent to 480 million during the year ended September 30, 2015 compared to 445 million during the year ended September 30, 2014. Despite a marked downturn in business with the Chinese market, the Wincor Nixdorf managed to generate forward momentum in the majority of the Asian/Pacific countries. The overall contribution of Asia/Pacific/Africa to the Wincor Nixdorf's total net sales rose to 20 percent during the year ended September 30, 2015 compared to 18 percent during the year ended September 30, 2014.

In the Americas, net sales were 295 million during the year ended September 30, 2015, which was comparable to net sales of 294 million during the year ended September 30, 2014. The expansion of European retailers into the United States had prompted particularly extensive purchase orders in the fiscal year ended September 30, 2014. The proportion of Wincor Nixdorf net sales generated in the Americas was 12 percent during the year ended September 30, 2015, which was unchanged from the prior year.

***Net Sales by Revenue Stream***

Net sales generated from Software/Services rose by 5 percent to 1,412 million during the year ended September 30, 2015 compared to 1,342 million during the year ended September 30, 2014. This increase was due to further increases in Software and Professional Services, and growth of net sales in IT Services attributable to more buoyant business with Product-related Services and Managed Services. The share of total Wincor Nixdorf net sales generated from the software and services business increased to 58 percent during the year ended September 30, 2015 compared to 54 percent during the year ended September 30, 2014.

Net sales generated from hardware declined 10 percent to 1,015 million during the year ended September 30, 2015 compared to 1,127 million during the year ended September 30, 2014. The decrease in hardware net sales was caused by a number of factors, the three most important being lower sales of banking hardware in key emerging markets, the completion of several large orders during the fiscal year ended September 30, 2014, and the ongoing decline in market prices. The share of total Wincor Nixdorf net sales generated from the hardware business declined to 42 percent during the year ended September 30, 2015 compared to 46 percent during the year ended September 30, 2014.

***Research and Development Expenses***

Research and development expenses were 90 million including restructuring expenses of 4 million during the year ended September 30, 2015: In total, research and development expenses decreased by 8.2 percent, or 8 million, compared to research and development expenses of 98 million during the year ended September 30, 2014. The decrease was substantially attributable to the capitalization of development expenses in intangible assets, amounting to 3.7 million and lower external spends.

***Selling, General and Administrative Expenses and Other Operating Income***

Selling, general and administrative expenses were 322 million during the year ended September 30, 2015, including restructuring expenses of 21 million. In total, the selling, general and administrative expenses increased by 10.7 percent, or 31 million, compared to selling, general and administrative expenses of 291 million during the year ended September 30, 2014. In the fiscal year ended September 30, 2014, the sale of a building at the former production site in Singapore produced other operating income of 26 million.

***Operating Profit***

Giving effect to restructuring measures, Operating profit decreased by 86 percent to 22 million during the year ended September 30, 2015 compared to operating profit of 155 million during the year ended September 30, 2014. This

decrease was primarily attributable to 80 million incurred as expenses under the restructuring program initiated during the year ended September 30, 2015.

-305-

**Table of Contents**

Operating profit during the year ended September 30, 2015 consisted of \$3 million generated by the banking segment and \$19 million generated by the retail segment. Operating profit during the year ended September 30, 2014 consisted of \$105 million generated by the banking segment and \$50 million generated by the retail segment.

**Profit**

The Wincor Nixdorf's profit for the year ended September 30, 2015 was \$8 million, a decline of 92 percent compared to profit of \$104 million during the year ended September 30, 2014.

**Key Balance Sheet Figures (unaudited)**

	September 30, 2015	September 30, 2014	Change
<b>Key Balance Sheet Figures. ( millions)</b>			
<b>Working capital</b>	351	394	(43)
as a percentage of net sales	14.5%	16.0%	
<b>Net debt</b>	140	126	14
<b>Equity<sup>(1)</sup></b>	391	427	(36)
<b>Human Resources.</b>			
<b>Number of employees (September 30)</b>	9,100	9,198	(98)

(1) Including non-controlling interests.

Compared to the previous year, lower inventories and a reduction in trade receivables led to a reduction of working capital by \$43 million to \$351 million as of September 30, 2015. Up to \$20 million of additional cash used in investing activities, and increased cash used in financing activities partly due to higher dividend payments, were the main drivers that led to an increase of net debt by \$14 million. Equity, including non-controlling interests, fell by \$36 million to \$391 million. The decrease in equity by \$52 million resulting from dividends paid to Wincor Nixdorf shareholders was only partly offset by profit for the period of \$8 million. The number of employees declined to 9,100 and was significantly influenced by the Delta program. In the fiscal year ended September 30, 2015 the workforce was reduced by 465 across the Wincor Nixdorf Group. In this context, the number of service personnel employed abroad and the staffing levels at foreign production sites were reduced, while new jobs were created in nearshoring.

**Developments since June 30, 2015****Brink's Netherlands Acquisition**

Effective October 1, 2015, Wincor Nixdorf completed its acquisition of 100 percent of the shares in Brink's Nederland B.V., or Brink's Netherlands, an enterprise specializing in cash-in-transit services. Brink's Netherlands was spun off by its American parent company in 2014 and has operated since then as an independent company. Wincor Nixdorf acquired the business, infrastructure and employees of Brink's Netherlands and is integrating them with the business of SecurCash, Wincor Nixdorf's Rotterdam-based subsidiary. SecurCash specializes in cash management and cash logistics, and has been providing cash handling services in the Dutch market since 2006. Once the activities of Brink's Netherlands and Wincor Nixdorf are combined, Wincor Nixdorf will provide around 40 percent of cash management and logistics services in the Netherlands, including to several Dutch banks that have signed long-term agreements with

Wincor Nixdorf.

-306-

**Table of Contents**

***Agreements with AGS Transact Technologies Limited***

In September 2015, Wincor Nixdorf entered into an agreement with AGS Transact Technologies Limited, or AGS, to provide a total of 40,000 cash dispensers from Wincor Nixdorf in India within the next two years. Furthermore, Wincor Nixdorf and AGS have entered into a manufacturing cooperation agreement for the production of cash dispensing machines locally in India. Wincor Nixdorf and AGS intend to develop an ATM tailored to the requirements of remote rural areas in India under the recent financial inclusion initiative launched by the Indian government. It is expected that AGS will take over the most of production in India at a manufacturing facility in Daman (Union Territory of India) that is expected to have a production capacity of 30,000 units per year.

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**Table of Contents**

**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The following unaudited pro forma condensed combined financial information is presented to illustrate the estimated effects of the proposed business combination of Diebold and Wincor Nixdorf and certain other adjustments listed below, which we collectively refer to as the business combination adjustments, through the exchange offer. Diebold will offer to exchange each Wincor Nixdorf ordinary share for 38.98 in cash and 0.434 common shares of Diebold. The following unaudited pro forma condensed combined financial information is derived from and should be read in conjunction with the historical consolidated financial statements and related notes of Diebold, which are incorporated by reference herein, and the consolidated financial statements of Wincor Nixdorf, which are included elsewhere in this prospectus.

The unaudited pro forma condensed combined balance sheet as of September 30, 2015, and the unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2015 and the year ended December 31, 2014, respectively, are presented herein. The unaudited pro forma condensed combined balance sheet combines the unaudited consolidated balance sheets of Diebold and Wincor Nixdorf as of September 30, 2015 and June 30, 2015, respectively, and gives effect to the proposed business combination as if it occurred on September 30, 2015. The unaudited pro forma condensed combined statements of operations combine the historical results of Diebold and Wincor Nixdorf for the nine months ended September 30, 2015 and June 30, 2015, respectively, and the year ended December 31, 2014 and September 30, 2014, respectively, and give effect to the proposed business combination as if it occurred on January 1, 2014. The historical financial information has been adjusted to give effect to pro forma adjustments that are (i) directly attributable to the proposed business combination, (ii) factually supportable, and (iii) with respect to the unaudited condensed combined statements of operations, expected to have a continuing impact on the combined entity's consolidated results.

The proposed business combination of Diebold and Wincor Nixdorf will be accounted for using the acquisition method of accounting under the provisions of Accounting Standards Codification 805, Business Combinations, which we refer to as ASC 805, with Diebold representing the accounting acquirer under this guidance. The following unaudited pro forma condensed combined financial information primarily gives effect to the business combination adjustments, which include:

Adjustments to reconcile Wincor Nixdorf's historical audited and unaudited financial statements prepared in accordance with IFRS to U.S. GAAP and conversion from euros to U.S. dollars;

Application of the acquisition method of accounting in connection with the business combination to reflect aggregate exchange offer consideration of \$1.7 billion, assuming all outstanding Wincor Nixdorf ordinary shares are validly tendered in the exchange offer and not properly withdrawn;

Adjustments to reflect financing arrangements entered into in connection with the business combination;

Diebold's pending disposition of its electronic security business; and

Transaction costs in connection with the business combination.

The unaudited pro forma condensed combined statements of operations also include certain purchase accounting adjustments, including items expected to have a continuing impact on the combined results, such as increased amortization expense on acquired intangible assets. The unaudited pro forma condensed combined statements of operations do not include the impact of any revenue, cost or other operating synergies that may result from the business combination or any related restructuring costs.

The unaudited pro forma condensed combined financial information presented is based on the assumptions and adjustments described in the accompanying notes. The unaudited pro forma condensed combined financial information is presented for illustrative purposes and does not purport to represent what the financial position or results of operations would actually have been if the business combination occurred as of the dates indicated or what financial position or results would be for any future periods.

**Table of Contents**

The unaudited pro forma condensed combined financial information is based upon the respective historical consolidated financial statements of Diebold and Wincor Nixdorf, and should be read in conjunction with (1) the accompanying notes to the unaudited pro forma condensed combined financial information, (2) the unaudited consolidated financial statements as of September 30, 2015 and for the nine months ended September 30, 2015 and notes thereto of Diebold included in Diebold's quarterly report on Form 10-Q for the quarterly period ended September 30, 2015, filed with the SEC on October 29, 2015 and incorporated herein by reference, (3) the audited consolidated financial statements for the fiscal year ended December 31, 2014 and notes thereto included in Diebold's current report on Form 8-K (Items 8.01 and 9.01) dated November 23, 2015, as filed with the SEC on November 23, 2015 and incorporated herein by reference, (4) the unaudited consolidated financial statements as of June 30, 2015 and for the nine months ended June 30, 2015 and notes thereto of Wincor Nixdorf, included elsewhere in this prospectus and (5) the audited consolidated financial statements for the fiscal year ended September 30, 2014 and notes thereto of Wincor Nixdorf, included elsewhere in this prospectus.



Table of Contents**DIEBOLD, INCORPORATED AND SUBSIDIARIES****UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET****AS OF SEPTEMBER 30, 2015****(In millions, except per share data)**

	Historical										
	Diebold	Wincor	Wincor		Wincor	Purchase	Financing				Pro Forma
	(September 30, 2015)	(June 30, 2015)	Nixdorf	U.S.	Nixdorf	Accounting	Adjustments	(Note)	Adjustments	(Note)	
	(See Note 3)	(See Note 4)	U.S.	GAAP	(U.S.	GAAP)	Adjustments	(Note)	Adjustments	(Note)	
			Adjustments	(Note)	GAAP)	Adjustments	(Note)	Adjustments	(Note)		
<b>ASSETS</b>											
Current assets:											
Cash and cash equivalents	\$ 542.5	\$ 52.1	\$		\$ 52.1	\$ (1,242.9)	8(a)	\$ 1,334.6	8(i)	\$	686.3
Short-term investments	99.2										99.2
Trade receivables, net	511.7	485.7			485.7	(2.1)	8(b)				995.3
Inventories	386.9	449.2			449.2	61.5	8(c)				897.6
Deferred income taxes	106.3	14.3	(1.9)	6(b)	12.4						118.7
Prepaid expenses	23.5										23.5
Prepaid income taxes	42.2										42.2
Other current assets	146.1	75.8	42.3	6(d)	118.1						264.2
<b>Total current assets</b>	<b>1,858.4</b>	<b>1,077.1</b>	<b>40.4</b>		<b>1,117.5</b>	<b>(1,183.5)</b>		<b>1,334.6</b>			<b>3,127.0</b>
Securities and other investments	82.2	4.0			4.0						86.2
Property, plant and equipment, net	173.7	138.6			138.6						312.3
Goodwill	187.4	377.0			377.0	546.1	8(d)				1,110.5
Deferred income taxes	77.4	50.2	(33.2)	6(d)	17.0						94.4
Finance lease receivables	44.6	5.0			5.0						49.6

Other intangible assets	65.2	19.9	(3.3)	6(a)	16.6	887.5	8(e)	969.3
Other assets	15.1	4.9	10.3	6(d)	15.2		58.0	8(i) 88.3
Total other assets, net	645.6	599.6	(26.2)		573.4	1,433.6	58.0	2,710.6
Total assets	2,504.0	1,676.7	14.2		1,690.9	250.1	1,392.6	5,837.6
<b>LIABILITIES AND EQUITY</b>								
Current liabilities:								
Notes payable	80.9	118.2			118.2		(152.1)	8(i) 47.0
Accounts payable	257.8	352.9			352.9	(2.1)	8(b)	608.6
Deferred revenue	211.5	193.6			193.6	(32.0)	8(f)	373.1
Payroll and other benefits liabilities	77.4	94.5			94.5			171.9
Other current liabilities	280.7	220.9	(6.5)	6(b), (d)	214.4			495.1
Total current liabilities	908.3	980.1	(6.5)		973.6	(34.1)	(152.1)	1,695.7
Long-term debt	618.3	79.1			79.1		1,552.2	8(i) 2,249.6
Pensions and other benefits	198.2	87.4			87.4			285.6
Post-retirement and other benefits	20.9	13.7			13.7			34.6
Deferred income taxes	14.9	28.3	16.3	6(a)-(d)	44.6	265.9	8(g)	325.4
Other long-term liabilities	29.7	7.4	0.6	6(c)	8.0			37.7
Commitments and contingencies		13.1			13.1			13.1
Equity:								
Diebold, Incorporated shareholders equity								
Preferred shares								
Common shares	99.6	37.0			37.0	(20.8)	8(h)	115.8

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Additional paid-in capital	431.8				469.2	8(h)		901.0
Retained earnings	1,034.2	565.7	3.8	6(a), (b), (c)	569.5	(569.5)	8(h)	(7.5) 8(i) 1,026.7
Treasury shares	(560.2)	(194.2)			(194.2)	194.2	8(h)	(560.2)
Accumulated other comprehensive items, net	(316.8)	54.8			54.8	(54.8)	8(h)	(316.8)
Total Diebold, Incorporated shareholders equity	688.6	463.3	3.8		467.1	18.3	(7.5)	1,166.5
Noncontrolling interests	25.1	4.3			4.3			29.4
Total equity	713.7	467.6	3.8		471.4	18.3	(7.5)	1,195.9
Total liabilities and equity	\$ 2,504.0	\$ 1,676.7	\$ 14.2		\$ 1,690.9	\$ 250.1	\$ 1,392.6	\$ 5,837.6

See accompanying notes to unaudited pro forma condensed combined financial information.

Table of Contents

**DIEBOLD, INCORPORATED AND SUBSIDIARIES**  
**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATIONS**  
**FOR THE YEAR ENDED DECEMBER 31, 2014**

(In millions, except per share data)

	<b>Historical</b>	
<b>Wincor Diebold (December 31, 2014) (See Note 3)</b>	<b>Wincor Nixdorf (September 30, 2014) (See Note 4)</b>	<b>Wincor Nixdorf Purchase (U.S. Accounting Adjustments)</b>
<b>U.S. GAAP</b>	<b>U.S. GAAP</b>	<b>U.S. GAAP</b>
<b>Adjustments</b>	<b>Adjustments</b>	<b>Adjustments</b>
<b>(Note 3)</b>	<b>(Note 4)</b>	<b>(Note)</b>