

**Diebold Nixdorf, Incorporated**  
**Hudson, Ohio, United States of America**

**Public Disclosure of Inside Information pursuant to Article 17 Regulation (EU) No 596/2014**

**Diebold Nixdorf entered into Global Debt Restructuring Support Agreement with Key Financial Stakeholders / Listing would be Terminated and Common Shares would be Cancelled without any Recovery**

**May 30, 2023 – Hudson, Ohio, United States of America** – Diebold Nixdorf, Incorporated (ISIN: US2536511031, the “Company”) announces that today the Company, certain of its subsidiaries and certain creditors collectively holding a significant majority of the Company’s outstanding secured term loan debt and secured notes (the “Consenting Creditors”) entered into a restructuring support agreement to effectuate a comprehensive debt restructuring transaction.

The restructuring support agreement contemplates the effectuation of a delevering transaction through, among other things, (i) a pre-packaged chapter 11 plan of reorganization to be filed by the Company and certain of its subsidiaries (collectively, the “Debtors”) in connection with the commencement by the Debtors of voluntary cases under chapter 11 of title 11 of the U.S. Bankruptcy Code, (ii) a scheme of arrangement to be filed by Diebold Nixdorf Dutch Holding B.V. relating to certain of the Company’s subsidiaries in connection with the commencement by Diebold Nixdorf Dutch Holding B.V. of voluntary proceedings under the Dutch Act on Confirmation of Extrajudicial Plans (*Wet homologatie onderhands akkoord*) and (iii) recognition of such Dutch scheme pursuant to proceedings to be commenced under chapter 15 of the U.S. Bankruptcy Code by Diebold Nixdorf Dutch Holding B.V..

Under the restructuring support agreement, the Consenting Creditors have agreed, subject to certain terms and conditions, to support restructuring transactions that would result in a financial restructuring of the existing funded debt and existing equity interests of the Company and certain of its subsidiaries. The Company’s outstanding common shares would be cancelled pursuant to the restructuring transactions, and holders thereof would not receive any recovery. Due to the cancellation of the Company’s common shares, their listing on the New York Stock Exchange and the Frankfurt Stock Exchange will be terminated, the exact dates of which are expected to be communicated in due course prior to the end of the restructuring proceedings.

The restructuring agreement provides that the Debtors will seek approval of a \$1.25 billion debtor-in-possession term loan credit facility (the “DIP Facility”). The proceeds of the DIP Facility will be used to (i) repay in full the term loan obligations, including a make-whole premium, under the Company’s superpriority credit facility; (ii) repay in full the Company’s asset-based revolving credit ABL facility and cash collateralize letters of credit thereunder; (iii) pay costs and reasonable and documented out-of-pocket fees and expenses related to the court-supervised restructuring proceedings; (iv) make certain “adequate protection payments”; and (v) fund the working capital needs and expenditures of the Company and certain of its subsidiaries and their non-debtor affiliates during the pendency of the court supervised restructuring proceedings.

The restructuring transactions remain subject to certain conditions, as well as the negotiation of further definitive agreements.

Hudson, May 30, 2023  
Diebold Nixdorf, Incorporated

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## **Disclaimer**

This ad hoc notice does not constitute an offer to sell or buy, nor the solicitation of an offer to sell or buy, any securities referred to herein. Any solicitation or offer will only be made pursuant to an offering memorandum and disclosure statement and only to such persons and in such jurisdictions as is permitted under applicable law.

## **Forward-Looking Statements**

This ad hoc notice may contain statements that are not historical information and are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give current expectations or forecasts of future events and are not guarantees of future performance. These forward-looking statements include, but are not limited to, projections, statements regarding the Company's expected future performance (including expected results of operations), future financial condition, anticipated operating results, strategy plans, future liquidity and financial position.

Statements can generally be identified as forward looking because they include words such as “believes,” “anticipates,” “expects,” “intends,” “plans,” “will,” “estimates,” “potential,” “target,” “predict,” “project,” “seek,” and variations thereof or “could,” “should” or words of similar meaning. Statements that describe the Company's future plans, objectives or goals are also forward-looking statements, which reflect the current views of the Company with respect to future events and are subject to assumptions, risks and uncertainties that could cause actual results to differ materially. Although the Company believes that these forward-looking statements are based upon reasonable assumptions regarding, among other things, the economy, its knowledge of its business, and key performance indicators that impact the Company, these forward-looking statements involve risks, uncertainties and other factors that may cause actual results to differ materially from those expressed in or implied by the forward-looking statements. The factors that may affect the Company's results include, among others, the participation by the Company's lenders and noteholders in the Restructuring Transactions, the ability to negotiate and execute definitive documentation with respect to the Restructuring Transactions, the receipt of consents required to consummate the Restructuring Transactions, satisfaction of any conditions in any such documentation, the availability of alternative transactions, the impact of publicity surrounding negotiations related to the Restructuring Support Agreement and related matters, risks and uncertainties relating to the voluntary cases under chapter 11 of title 11 of the United States Code (the “Chapter 11 Cases”) and the voluntary scheme proceedings the Dutch Act on Confirmation of Extrajudicial Plans (*Wet homologatie onderhands akkoord*) (the “Dutch Scheme Proceedings”), including but not limited to, the Company's ability to obtain approval by the competent U.S. bankruptcy court with respect to motions in the Chapter 11 Cases and by the competent Dutch court with respect to motions in the Dutch Scheme Proceedings, the effects of the Chapter 11 Cases and the Dutch Scheme Proceedings on the Company and on the interests of various constituents, court rulings in the Chapter 11 Cases and the outcome of the Chapter 11 Cases in general, court rulings in the Dutch Scheme Proceedings and the outcome of the Dutch Scheme Proceedings in general, the length of time the Company will operate under the Chapter 11 Cases and Dutch Scheme Proceedings, risks associated with any third-party motions in the Chapter 11 Cases and Dutch Scheme Proceedings, the potential adverse effects of the Chapter 11 Cases and Dutch Scheme Proceedings on the Company's liquidity or results of operations and increased legal and other professional costs necessary to execute the Company's reorganization; finalization and receipt of the DIP Facility, the conditions to which the Company's DIP Facility is subject and the risk that these conditions may not be satisfied for various reasons, including for reasons outside of the Company's control; whether the Company will emerge, in whole or in part, from Chapter 11 Cases and Dutch Scheme Proceedings as a going concern; the consequences of the acceleration of the Company's debt obligations; trading price and volatility of the Company's common stock, and the ability of the Company to remain listed on the New York Stock Exchange, trading price and volatility of the Company's indebtedness and other claims, as well as other factors included in the Company's filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2022 and in other documents the Company files with the SEC.

Except to the extent required by applicable law or regulation, the Company undertakes no obligation to update these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events. You should consider these factors carefully in evaluating forward-looking statements and are cautioned not to place undue reliance on such statements.