

## Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I	Reporting Issuer
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<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
DIEBOLD NIXDORF INCORPORATED		34-0183970	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
JAMES BARNA	330-490-4000	JAMES.BARNA@DIEBOLDNIXDORF.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
50 EXECUTIVE PKWY		HUDSON, OH 44236	
<b>8</b> Date of action		<b>9</b> Classification and description	
DECEMBER 29, 2022		EXCHANGE OF NOTES (SEE ATTACHMENT)	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
SEE ATTACHMENT		SEE ATTACHMENT	

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► SEE ATTACHMENT

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► SEE ATTACHMENT

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► SEE ATTACHMENT

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► SEE ATTACHMENT

**18** Can any resulting loss be recognized? ► SEE ATTACHMENT

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► SEE ATTACHMENT

**Sign  
Here**

Signature ►

Date ► 2/15/2023

Print your name ►

**JAMES BARN**

Title ► VP AND TREASURER

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no.
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## Diebold Nixdorf Incorporated

### Attachment to Form 8937, Report of Organizational Action Affecting Basis of Securities

The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code of 1986, as amended (the “**Code**”). Holders of the notes described below should consult their own tax advisors regarding the particular tax consequences of the Exchange (as defined below) to them, including the applicability and effect of all U.S. federal, state and local and non-U.S. tax laws.

#### **Form 8937, Part I**

<b><u>Classification and Description</u></b> <b><u>(Box 9)</u></b>	<b><u>CUSIP Number</u></b> <b><u>(Box 10)</u></b>	<b><u>Ticker Symbol</u></b> <b><u>(Box 12)</u></b>
8.50% Senior Notes due 2024	253651AC7	N/A
8.50%/12.50% Senior Secured PIK Toggle Notes due 2026	253651AH6	N/A
New Warrants	253651111	N/A

#### **Form 8937, Part II, Line 14**

On December 29, 2022 (the “**Exchange Date**”), Diebold Nixdorf Incorporated (“**Issuer**”) completed an exchange of \$327,888,000 principal amount of its 8.50% Senior Notes due 2024 (the “**2024 Notes**”) for a combination of (i) \$950 principal amount of new units the (“**Units**”) (per each \$1,000 2024 Note tendered) comprised of (x) \$950 principal amount of 8.50%/12.50% Senior Secured PIK Toggle Notes due 2026 (the “**2026 Notes**”) and (y) warrants that will, in the aggregate and upon exercise, be exercisable for up to 19.99% of the Issuer’s common shares outstanding on the business day immediately preceding the Exchange Date (the “**New Warrants**”), and (ii) \$50 principal amount Units (per each \$1,000 2024 Note tendered prior to the Early Delivery Time, as defined in the offering memorandum) comprised of (x) \$50 principal amount of 2026 Notes and (y) New Warrants (the “**Exchange**”). Subject to certain exceptions, the New Warrants cannot be separately traded until April 1, 2024.

The Issuer has determined that the Exchange constitutes a “significant modification” of the 2024 Notes within the meaning of Treas. Reg. § 1.1001-3(e), resulting in a deemed exchange of the 2024 Notes for the 2026 Notes, for U.S. federal income tax purposes.

#### **Form 8937, Part II, Line 15**

The exchange of the 2024 Notes for the 2026 Notes should qualify as a recapitalization (within the meaning of Section 368(a)(1)(E) of the Code) for U.S. federal income tax purposes (a “**Recapitalization**”) if each of the 2024 Notes and the 2026 Notes constitute securities of the Issuer for U.S. federal income tax purposes. The term “security” is not defined in the Code or in the Treasury Regulations issued thereunder and, as applied to debt obligations, the meaning of the term “security” is unclear.

If the Exchange qualifies as a recapitalization for U.S. federal income tax purposes and each of the 2024 Notes and the 2026 Notes are treated as “securities,” a holder’s tax basis in the 2026 Notes should be determined by reference to the holder’s aggregate adjusted tax basis in its 2024 Notes immediately before the Exchange (excluding accrued but unpaid interest).

If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, the Exchange should be a taxable transaction for U.S. federal income tax purposes. In that case, a holder’s aggregate tax basis in the 2026 Notes received in such Exchange generally would equal the issue price of the 2026 Notes.

Holders of the 2026 Notes should consult their own tax advisors regarding the possible classification of the 2024 Notes and 2026 Notes as securities and the tax consequences of the Exchange to them.

**Form 8937, Part II, Line 16**

The basis in a holder’s 2026 Notes received in the Exchange is calculated in the manner described above in Box 15.

Issuer has determined that, as of the Exchange Date, the 2026 Notes were “traded on an established market” within the meaning of Treas. Reg. § 1.1273-2(f)(1). Accordingly, the issue price of each 2026 Note is equal to its fair market value, or \$560 per \$1,000 note.

Holders of the 2026 Notes should consult their own tax advisors to determine the tax consequences of the Exchange to them.

**Form 8937, Part II, Line 17**

Sections 354, 356, 358, 368, 1001, and 1012 of the Code.

**Form 8937, Part II, Line 18**

Assuming the Exchange qualifies as a recapitalization, no loss would be recognized for U.S. federal income tax purposes.

**Form 8937, Part II, Line 19**

The reportable tax year is 2022 with respect to calendar year taxpayers.