

Part II **Organizational Action** (continued)**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**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ►

2/15/2023

Print your name ►

JAMES BARNA

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.

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 Existing Notes (defined below) should consult their own tax advisors regarding the particular tax consequences of Exchange I and Exchange II (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

<u>Classification and Description</u> <u>(Box 9)</u>	<u>CUSIP Number</u> <u>(Box 10)</u>	<u>Ticker Symbol</u> <u>(Box 12)</u>
Existing 2025 USD Senior Notes	253657AA8	N/A
Exchange USD Notes	253651AD5	N/A
Existing 2025 EUR Senior Notes	XS2206383080	N/A
Exchange EUR Notes	XS2572122971	N/A

Form 8937, Part II, Line 14

On December 29, 2022 (the “**Exchange Date**”), Diebold Nixdorf Incorporated (“**US Issuer**”) completed an exchange (“**Exchange I**”) of \$697,299,000 principal amount of its existing 9.375% Senior Secured Notes due 2025 (the “**Existing 2025 USD Senior Notes**”) in exchange for (i) \$697,299,000 principal amount of new 9.375% Senior Secured Notes due 2025 (the “**Exchange USD Notes**”) and (ii) a premium of \$30 principal amount of Exchange USD Notes (per \$1,000 Existing 2025 USD Senior Notes exchanged) (the “**Excess USD Principal**” and together with the Exchange USD Notes, the “**Exchange I Consideration**”).

Also on the Exchange Date, Diebold Nixdorf Dutch Holding B.V. (“**Dutch Issuer**,” and together with the US Issuer, the “**Issuers**”) completed an exchange (“**Exchange II**” and together with Exchange I, the “**Exchanges**”) of €345,624,000 principal amount of its existing 9.0% Senior Secured Notes due 2025 (the “**Existing 2025 EUR Senior Notes**” and together with the Existing 2025 USD Senior Notes, the “**Existing Notes**”) in exchange for (i) €345,624,000 principal amount of new 9.0% Senior Secured Notes due 2025 (the “**Exchange EUR Notes**” and together with the Exchange USD Notes, the “**Exchange Notes**”) and (ii) a premium of €30 principal amount of Exchange EUR Notes (per €1,000 Existing 2025 EUR Senior Notes exchanged) (the “**Excess EUR Principal**” and together with the Exchange EUR Notes, the “**Exchange II Consideration**”).

The Issuers have determined that each of Exchange I and Exchange II constitutes a “significant modification” of the Existing Notes within the meaning of Treasury Regulation § 1.1001-3(e), resulting in a deemed exchange of the Existing Notes for the Exchange Notes for U.S. federal income tax purposes.

Form 8937, Part II, Line 15

Each of Exchange I and Exchange II should qualify as recapitalizations (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 Existing Notes and Exchange Notes constitute securities of the Issuers 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 Exchange I and Exchange II qualify as a recapitalization for U.S. federal income tax purposes, a holder’s aggregate tax basis in its Exchange Notes should be determined by reference to the holder’s aggregate adjusted tax basis in its Existing Notes immediately before the Exchange (excluding accrued but unpaid interest), increased by gain, if any, recognized in connection with such Exchange.

If Exchange I and Exchange II do not qualify as recapitalizations for U.S. federal income tax purposes, such Exchanges should be taxable transactions for U.S. federal income tax purposes. In that case, a holder’s tax basis in its Exchange USD Notes should equal the issue price of the Exchange USD Notes. A holder’s U.S. dollar tax basis in its Exchange EUR notes should equal the issue price of the Exchange EUR Notes, translated into U.S. dollars at the spot rate on the date of the exchange.

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

Form 8937, Part II, Line 16

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

The Issuers have determined that, as of the Exchange Date, each of the Exchange Notes was “traded on an established market” within the meaning of Treas. Reg. § 1.1273-2(f)(1). Accordingly, the issue price of each Exchange USD Note is equal to its fair market value, or \$690 per \$1,000 note. The U.S. dollar issue price of each Exchange EUR Note is also equal to its fair market value, or €650 per €1,000 note, translated into U.S. dollars at the spot rate on the date of the exchange.

Holders of the Exchange Notes should consult their own tax advisors to determine the tax consequences of the Exchanges 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 each of the Exchanges 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.