DIEBOLD NIXDORF, INCORPORATED

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of Diebold Nixdorf, Incorporated (the "Company") assists the Board in fulfilling the Board's oversight responsibilities with respect to:

- the quality and integrity of the Company's financial statements;
- the Company's financial reporting process;
- the Company's compliance with legal and regulatory requirements;
- the integrity and adequacy of the Company's internal controls;
- the independent auditors' qualifications and independence; and
- the performance of the independent auditors and the Company's internal audit and compliance functions.

The Committee shall also prepare the Committee's report required by the Securities Exchange Act of 1934 (the "Exchange Act"), for inclusion in the Company's annual proxy statement.

Composition

Size. The Committee shall consist of no fewer than three members of the Board.

Qualifications. Each Committee member shall have all of the following qualifications:

- At all times, each Committee member must satisfy the applicable independence requirements set forth in the rules of the New York Stock Exchange ("NYSE"), any additional standards imposed under U.S. securities laws and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"), including the enhanced independence requirements for audit committee members.
- Each Committee member shall be financially literate upon his or her appointment to the Committee, and within one year shall have a basic understanding of matters of accounting and internal control coming before the Committee sufficient to function effectively as a member of the Committee. Additionally, at least one member of the Committee shall have accounting or related financial management expertise, and that member (or another member) shall qualify as an "audit committee financial expert" as defined by the SEC. The Board shall determine, in its business judgment, whether each member is financially literate and whether at least one member is an audit committee financial expert as defined by the SEC. The designation or identification of a person as an audit committee financial expert shall not (1) impose on such person any duties, obligations, or liability beyond those

of any other Committee or Board member, or (2) affect the duties, obligations or liability of any other member of the Committee or the Board.

- Each Committee member shall receive only the following compensation from the Company: (a) director's fees (which includes all forms of compensation paid to directors of the Company for service as a director or a member of a Board Committee); and/or (b) pension payments or other deferred compensation provided that such compensation is not in any way contingent on continued service.

- No Committee member shall simultaneously serve on the audit committee of more than three public companies (including the Company) unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Any such determination shall be disclosed in the Company's annual proxy statement.

Appointment and Removal. Each Committee member is appointed by the Board and shall serve at the pleasure of the Board until removed or until they cease to be Board members. The Board may remove any Committee member with or without cause. The Board may designate a Chair of the Committee; absent such designation, the Committee shall select a Chair by majority vote.

Duties and Responsibilities

The Committee is responsible for overseeing the Company's financial reporting process on behalf of the Board. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the Company's accounting and reporting policies. The independent auditors are responsible for auditing the Company's annual financial statements and for reviewing the Company's interim financial statements. The independent auditors are ultimately accountable to the Board and the Committee, as representatives of the Company's stockholders. As used in this Charter, "independent auditor" means any independent auditor, including one constituting a "registered public accounting firm" (as defined in Section 2(a)(12) of the Sarbanes-Oxley Act of 2002 ("SOX")), engaged for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Company.

The following duties, responsibilities, and functions are set forth as a guide to fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, as appropriate under the circumstances. The duties and responsibilities of the Committee, in consultation with its advisors as necessary, shall include the following:

1. <u>Retain the Independent Auditors</u>. The Committee shall directly (1) appoint, retain, terminate, determine the compensation of, and oversee the work of the Company's independent auditors and the resolution of disagreements between management and the Company's independent auditors, (2) pre-approve and approve all audit engagement fees, terms and services, and (3) pre-approve and approve any non-audit engagements with the Company's independent auditors. At least every three years, the Audit Committee shall evaluate whether continued engagement of the independent auditors would be in the best interest of the Company. The Committee shall exercise this authority in a manner

consistent with Sections 201, 202 and 301 of SOX. The Committee may delegate the authority to grant any pre-approvals required by such sections to one or more members of the Committee as it designates, subject to the delegated member or members reporting any such pre-approvals for ratification by the Committee at its next scheduled meeting.

2. Review and Discuss the Independent Auditors' Quality Control. The Company's independent auditors shall report directly to the Committee. At least annually, the Committee shall obtain and review a report from the Company's independent auditors describing (1) the audit firm's internal quality control procedures, and (2) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any governmental or professional inquiry within the preceding five years and any steps taken to address such issues.

3. Review and Discuss the Independence of the Auditors. At least annually, the Committee shall review and discuss the information provided by management and the auditors relating to the independence of the audit firm, including non-audit services provided or expected to be provided by the auditors. The Committee shall (1) obtain at least annually a formal written statement delineating all relationships between the auditors and the Company consistent with applicable independence standards, (2) discuss with the auditors any relationship or service that may impact the objectivity and independence of the auditors, and (3) take appropriate action in response to the auditors' report to satisfy itself of the auditors' independence. The Committee shall also review and evaluate the experience and qualifications of the lead partner and senior audit team members and ensure compliance with lead and concurring audit partner rotation requirements.

4. Policy on Hiring Employees of Independent Auditors. The Committee shall not permit any person to be employed by the Company as its Chief Executive Officer, Chief Financial Officer or Chief Accounting Officer (or in an equivalent position) if (1) such person was within the prior two years an employee or partner of an independent auditor that audited the Company's financial statements during such two-year period and he or she participated in any capacity in such audits or (2) the hiring would otherwise violate the restrictions under Section 206 of SOX.

5. Review and Discuss the Independent Auditor's Plan. The Committee shall review and discuss with the independent auditors the plans for, and the scope of, the annual audit and other examinations, including the adequacy of staffing and compensation.

6. Review and Discuss Conduct of the Independent Audit. The Committee shall review and discuss with the independent auditors the matters required to be discussed pursuant to applicable auditing standards relating to the conduct of the audit, as well as any audit problems or difficulties and management's response, including (1) any restrictions on audit scope or on access to requested information and (2) any significant disagreements with management. The review shall also address: (1) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" by management as immaterial or otherwise; (2) any communications between the audit team of the independent auditors and the national office of the independent auditors respecting auditing or accounting issues presented by the engagement; and (3) any "management" or "internal

control" letter issued, or proposed to be issued, by the independent auditors to the Company. The Committee shall resolve all unresolved disagreements between management and the independent auditors regarding financial reporting. Consistent with Section 303 of SOX, the Committee shall not improperly influence the conduct of the audit.

7. Review and Discuss Financial Statements and Disclosures. The Committee shall review and discuss with management and the independent auditors the Company's annual audited and quarterly financial statements, including (1) disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and (2) disclosures regarding internal controls and other matters required to be reported to the Committee by Section 302 of SOX and all rules promulgated thereunder by the SEC. The Committee shall discuss with the independent auditor their judgment on the quality of accounting principles applied in the Company's financial reporting and shall recommend to the Board whether the annual audited financial statements should be included in the Company's Form 10-K.

8. Review and Discuss Financial Press Releases. The Committee shall review and discuss earnings and other financial press releases (including any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.

9. Review and Discuss the Recommendations of Independent Auditors. The Committee shall review and discuss with the Chief Audit Executive recommendations made by the independent auditors and the Chief Audit Executive, as well as such other matters, if any, as such persons or other officers of the Company may desire to bring to the attention of the Committee.

10. Review and Discuss the Independent Auditors' Results. The Committee shall review and discuss with the independent auditors (1) the annual audit report or proposed annual audit report, (2) the accompanying management letter, if any, (3) the reports of their reviews of the Company's interim financial statements conducted in accordance with applicable auditing standards, and (4) the reports of the results of such other examinations outside of the course of the independent auditors' normal audit procedures that the independent auditors may from time to time undertake. The foregoing shall include the reports required by Section 204 of SOX and, as appropriate, (1) a review of major issues regarding (a) accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and (b) the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, (2) a review of analyses prepared by management or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements, and (3) a review of the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

11. Obtain Assurances Under Section 10A(b) of the Exchange Act. The Committee shall obtain assurance from the independent auditors that in the course of conducting the audit no acts

have been detected or have otherwise come to the attention of the audit firm that require disclosure to the Committee under Section 10A(b) of the Exchange Act.

12. Review and Discuss Internal Audit Plans. The Committee shall review and discuss with the Chief Audit Executive the plans, budget, scope and staffing adequacy of ongoing audit activities. At least annually, the Committee shall review, recommend changes to, and approve the internal audit plan.

13. Review and Discuss Internal Audit Reports. The Committee shall review and discuss with the Chief Audit Executive the internal audit reports or summaries thereof, including but not limited to the annual report of the audit activities, examinations, and results thereof and management responses thereto.

14. Review and Discuss the Systems of Internal Accounting Controls. The Committee shall review and discuss with the independent auditors and the Chief Audit Executive the adequacy of the Company's internal accounting controls, the extent to which any previously approved changes or improvements in financial or accounting practices and internal controls have been implemented, the Company's financial, auditing and accounting organizations and personnel, and the Company's policies and compliance procedures with respect to business practices which shall include the disclosures regarding internal controls and matters required to be reported to the Committee by Sections 302 and 404 of SOX and all rules promulgated thereunder by the SEC.

15. Discuss Financial Risks. The Committee will discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. In consultation with the Nomination and Governance Committee, which oversees Enterprise Risk Management, the Committee will discuss the guidelines and policies governing risk assessment and management.

16. Oversight of the Company's Ethics and Compliance Program. The Committee shall oversee the Company's ethics and compliance program. At least annually, the Committee shall obtain reports from management, the Chief Ethics and Compliance Officer, the Chief Audit Executive and the independent auditor that the Company and its subsidiaries and affiliates are in conformity with all applicable legal requirements and all provisions of the Company's ethics and compliance program. The Committee shall advise the Board with respect to the effectiveness of the Company's policies and procedures, its compliance with applicable laws and regulations and with the Company's ethics and compliance program. The Company's Chief Ethics and Compliance Officer shall report at least annually on the effectiveness of the Company's ethics and compliance program and is expressly authorized to communicate directly and promptly to the Committee any matter involving criminal conduct, potential criminal conduct, or any violations of the Company's ethics and compliance program.

17. Establish Procedures for Complaints Regarding Financial Statements or Accounting Policies. The Committee shall establish and oversee procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, (2) the confidential, anonymous submission by employees of the

Company of concerns regarding questionable accounting or auditing matters as required by Section 301 of SOX, and (3) investigations related thereto. The Committee shall also discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any complaints or concerns regarding the Company's financial statements or accounting policies.

18. Prepare Audit Committee Report. The Committee, with the assistance of management, the independent auditors and outside legal counsel, shall prepare the audit committee report for inclusion in the Company's annual proxy statement.

19. Review and Discuss Certain Finance and Treasury Matters. The Committee shall review and discuss certain matters related to finance, treasury, investment and insurance and recommend the approval of such matters to the Board, as appropriate. Such matters include: (1) material transactions, such as mergers, acquisitions, divestitures, joint ventures and equity investments; (2) the Company's capital structure, including potential debt and equity issuances, credit agreements, and short-term investment policy; (3) customer financing activities, including oversight of strategy regarding managed services and ATM as a service opportunities with financing components, and funding plans of the Company and its subsidiaries; (4) significant financial exposures and contingent liabilities, including use of derivatives and other risk management techniques; (5) oversight of the Company's Financial Risk Management Committee and Financial Risk Management policy; (6) major insurance programs; (7) employee benefit plan trust investment policies, administration and performance; and (8) dividends, stock splits and stock repurchases, subject to Board approval.

20. Review and Discuss Other Matters. The Committee shall review and discuss such other matters that relate to the accounting, auditing and financial reporting practices and procedures of the Company including legal and regulatory matters that may result in a material financial impact. The Committee shall take such action as it deems appropriate with respect to any reports of material violations of the securities laws or breaches of fiduciary duty by the Company or any person acting on the Company's behalf.

21. Report to the Board. The Committee shall report regularly to the Board regarding its discussions and actions and shall make recommendations as appropriate, including its conclusions on the evaluation of the independent auditors. Any issue the Committee believes impairs the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, or the adequacy of performance or independence of the independent auditors or the internal audit function shall be reported promptly to the Chair of the Board.

22. Maintain Flexibility. The Committee should remain flexible in carrying out its responsibilities to best react to changing conditions. The Committee should set the overall corporate "tone" for quality financial reporting, sound risk practices and ethical behavior.

23. Other Duties. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee shall meet at least quarterly, or more frequently as it may determine necessary. The Committee may take actions by unanimous written consent. The Committee Chair shall, in consultation with the other members of the Committee, the Company's independent auditors and the Company's officers, call meetings, set agendas and supervise the conduct of meetings. Any Committee member may submit agenda items or raise subjects that are not on the agenda. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. Prior to the first meeting of each year, the Committee shall establish an annual schedule of agenda subjects, to the extent foreseeable. The Committee shall maintain minutes of each meeting and a record of any consents to action taken without a meeting.

A majority of the number of Committee members shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's Certificate of Incorporation, its Amended and Restated Bylaws, or this Charter.

The Committee may meet in executive session without the presence of management at any time. The Committee may request any officer or employee of the Company or the Company's outside legal counsel or independent auditors to attend a meeting of the Committee or to meet with any member, consultant or retained expert of the Committee. The Committee shall meet in separate private sessions periodically with the Company's management, the independent auditors, and the senior executive responsible for the internal audit function. The Committee shall meet in executive session at each of its regularly scheduled meetings.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, subject to applicable law and NYSE listing standards. Any subcommittee shall provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation. The Committee may terminate any such subcommittee and revoke any such delegation at any time.

Resources and Authority

The Committee shall have the resources and authority appropriate, in its discretion, to discharge its responsibilities including full access to the Company's books, records, facilities and personnel and the authority to independent auditors, counsel, advisors, experts, or consultants as it deems necessary. The Company shall provide funding to the Committee, as determined by the Committee, for (i) compensation to any registered public accounting firm engaged to prepare or issue an audit report or perform other audit, review or attest services, (ii) compensation to any outside advisors engaged by the Committee, and (iii) ordinary administrative expenses necessary or appropriate in carrying out its duties.

Annual Review and Availability of Audit Committee Charter

At least annually, the Committee shall (a) review this Charter and recommend any changes to the Board and (b) participate in an annual review and evaluation of the Committee's performance (in connection with the Nomination and Governance Committee's annual review of Board and Committee performance) and report the results of this evaluation to the Board. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

This Charter will be included on the Company's website.