DIEBOLD NIXDORF, INCORPORATED

NOMINATION AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nomination and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Diebold Nixdorf, Incorporated (the "Company"): (1) identifies individuals qualified to become Board members, consistent with the criteria approved by the Board; (2) recommends candidates to fill vacancies and newly-created positions on the Board; (3) recommends director nominees for election by the stockholders at the annual stockholder meetings; (4) develops and recommends corporate governance guidelines applicable to the Company; (5) oversees the evaluation of the Board and management of the Company; (6) ensures adequate oversight by the Board or a Committee of the Board of the Company's enterprise risk management processes; (7) provides risk oversight and guidance to the Chief Information Security Officer and the Board for information security policies and procedures, such as cybersecurity; (8) oversees and provides guidance to management regarding the physical security provided to the Company's executive officers and (9) assists the Board with other matters as described in this Charter or requested by the Board from time to time.

Composition

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

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").

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 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, and that the Committee's activities may diverge from those described below, as appropriate under the circumstances. The duties and responsibilities of the Committee, in consultation with its advisors as necessary, shall include the following:

1. Recommendations Regarding the Board. The Committee shall make recommendations regarding the appropriate size, structure, activities and composition of the Board and its committees.

2. Identify and Recommend Director Candidates. The Committee shall identify and recommend to the Board new director candidates consistent with criteria approved by the

Board. The Committee shall identify individuals who it believes will meet these criteria and who are qualified to become Board members. The Committee will recommend candidates to the Board to fill new or vacant positions. In recommending new and incumbent candidates, the Committee shall consider such factors as it deems appropriate, consistent with the factors set forth in the Company's Corporate Governance Guidelines and other criteria established by the Board for selecting directors. These factors and criteria may include business experience, knowledge, skills, integrity, global experience, the extent to which the candidate's skills and experience complement those of other Board members, performance as a current Board member, as applicable, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company by stockholders of the Company in accordance with the Company's Amended and Restated Bylaws or otherwise.

3. Recommend Director Nominees for Election at Annual Meetings of Stockholders. The Committee shall identify and recommend to the Board director nominee candidates to be submitted to the stockholders for election at the annual meetings of stockholders, including any such nominees submitted by stockholders. In selecting director nominee candidates, the Committee shall consider both new director candidates and incumbent directors.

4. Develop Corporate Governance Guidelines. The Committee shall develop and recommend to the Board Corporate Governance Guidelines consistent with federal and state law and the rules of the SEC and the NYSE. The Committee shall review such Corporate Governance Guidelines annually and recommend changes to the entire Board, if appropriate. In addition, the Committee shall advise the Board with respect to corporate governance practices generally.

5. Review and Evaluate Board and Management. The Committee shall have oversight responsibility for an annual evaluation of the performance of the Board, Board committees, and the Company's management against any Corporate Governance Guidelines that have been adopted by the Board and against any duties and responsibilities set forth in committee charters. The Committee shall conduct its evaluation in such a manner as it deems appropriate. The evaluation shall include a self-assessment and may include an individual peer review assessment at the Committee's discretion. The Committee shall report the results of such evaluation to the Board along with any recommendations it deems appropriate.

6. Review Board's Leadership Structure. The Committee will periodically review and make recommendations to the Board regarding the Board's leadership structure.

7. Ensure Oversight of Enterprise Risk Management. The Committee shall be primarily responsible for ensuring Board oversight of the Company's enterprise risk management process. Except for those responsibilities delegated to other Board committees, as set forth in their respective committee charters, or as is required by rule or regulation, the Committee shall regularly oversee and assist the Board in its oversight of the Company's process for management and communication of key risks facing the Company, as well as the guidelines, policies and processes for monitoring and mitigating such risks. In this

oversight role, the Committee shall coordinate with management and other Board committees to ensure (1) appropriate allocation of enterprise risk oversight responsibilities and (2) the Board or the relevant committee receives the information necessary to fulfill its risk management duties. Risk assessment and risk management are the responsibility of the Company's management, and the Committee (like all other Board committees) relies on the reports given to it by management regarding risk assessment and management.

8. Ensure Oversight of ESG Matters. The Committee should assist the Board in fulfilling its oversight responsibilities relating to corporate responsibility and environmental, social and governance ("ESG") matters, including with respect to determining the best oversight structure for the Company and providing explicit disclosures regarding the oversight process and the Company's ESG initiatives.

9. Review Director Education. The Committee shall, at least annually, consider and make recommendations regarding director education and training opportunities.

10. Review Disclosures with Management. The Committee will review and discuss with management disclosure of the Company's (a) corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, the director nominations process, and proxy voting results and (b) environmental and social initiatives, and, in each case, recommend that the appropriate disclosure of these topics be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

11. Review Possible Conflicts of Interest and Related Party Transactions. The Committee shall consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize or eliminate such conflicts of interest. With respect to transactions with directors, executive officers or significant stockholders or their immediate family members in an amount exceeding $120,000 where any related person may have a direct or indirect material interest ("related party transactions"), the Committee shall conduct a reasonable review and oversight of reports and memoranda regarding the related party transaction if it would cast into doubt the independence of a director, would present the appearance of a conflict of interest or is otherwise prohibited by law, rule or regulation and shall make recommendations to the Board concerning any policy waiver. Consistent with the NYSE listing requirements, the Board will (1) cause the Company to promptly disclose any waiver of the Company's conflict of interest policy for a director or executive officer and (2) prohibit a related party transaction which it determines to be inconsistent with the interests of the Company and its stockholders.

12. Review Director Resignations. The Committee shall review any director resignation tendered in accordance with the Company's Majority Voting Policy and evaluate and recommend to the Board whether such resignation should be accepted.

13. Information Security. The Committee shall provide oversight and guidance to the Chief Information Security Officer and the Board regarding strategy and management of the Company's information security program, including cybersecurity and data privacy incidents.

14. Executive Security. The Committee shall provide oversight and guidance over the physical security provided to the Company's executive officers.

15. Board Reports. The Committee shall report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate.

16. Other Delegated Duties or Responsibilities. 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 as frequently as it may determine necessary to carry out its responsibilities under this Charter but not less than once per year. The Committee may take actions by unanimous written consent. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, set the agenda for each Committee meeting. 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. The Committee shall maintain minutes of each meeting and a record of any consents to action taken without 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 any representative of the Company's advisors, to attend a meeting or to meet with any member or representative of the Committee.

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 will 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 and to engage consultants, independent counsel and other independent advisors. The Company shall provide funding to the Committee, as appropriate, for the discharge of the Committee's functions and responsibilities. The Committee shall have the sole authority to engage and terminate search firms to assist in the identification of director candidates and the sole authority to approve the fees and other retention terms of such search firms. Any such advisors retained by the Committee shall be independent as determined in the discretion of the

Committee.

Annual Review and Availability of the Nomination and Governance 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 and report the results of this evaluation to the Board. The Committee shall conduct its review and evaluation in such a manner as it deems appropriate.

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