

## **DIEBOLD NIXDORF, INCORPORATED AUDIT COMMITTEE CHARTER**

### **Purposes**

The purposes of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Diebold Nixdorf, Incorporated (the “Company”) are to assist 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 function.

The Committee shall also have the responsibility to prepare the Committee’s report, made pursuant to the Securities Exchange Act of 1934 (the “Exchange Act”), to be included in the Company’s annual proxy statement.

### **Composition of the Committee**

***Number.*** The Committee shall consist of no fewer than three Board members.

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

- Each Committee member shall meet the independence criteria of (1) the rules of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment and as established by the Board or an appropriate committee of the Board, and (2) Section 301 of the Sarbanes-Oxley Act of 2002 and all rules promulgated thereunder by the Securities and Exchange Commission.
- 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 of the Committee shall have sufficient education and experience to have acquired the attributes necessary to meet the criteria of an “audit committee financial expert” as defined in the rules and regulations of the SEC. The Board determines, in its business judgment, whether each member is financially literate and whether at least one member has the requisite accounting or financial management expertise and whether that

member or another member of the Committee has sufficient education and experience to meet the criteria of an audit committee financial expert as defined in the rules and regulations of 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 greater than the duties, obligations and liability imposed on such person as a member of the Committee and the Board in the absence of such designation or identification, or (2) affect the duties, obligations or liability of any other member of the Committee or the Board.

- Each Committee member shall receive as compensation from the Company only (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. The Company shall disclose any such determination in its proxy statement relating to the Company's annual meeting of shareholders.

***Appointment and Removal.*** The Board appoints Committee members and appoints a Committee Chair from among those members. Each Committee member shall serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

### **Duties and Responsibilities of the Committee**

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 accounting and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's 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 shareholders. As used in this Charter, the term "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), engaged for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Company.

In performing its responsibilities, the Committee shall:

- **Retain the Independent Auditors.** The Committee shall directly (1) appoint, retain, terminate and determine the compensation of and oversee (a) the work of the Company's independent auditors, and (b) 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. No less frequently than every three years, the Audit Committee shall evaluate whether

continued engagement of the then-existing independent auditors would be in the best interest of the Company, taking into consideration all factors it deems pertinent. The Committee is to exercise this authority in a manner consistent with Sections 201, 202 and 301 of the Sarbanes-Oxley Act of 2002. 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.

- Review and Discuss the Auditors' Quality Control. The Company's independent auditors shall report directly to the Committee. The Committee shall, at least annually, obtain, review and discuss a report by the Company's independent auditors describing (1) the audit firm's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and (3) any steps taken to deal with any such issues.
- Review and Discuss the Independence of the Auditors. In connection with the retention of the Company's independent auditors, the Committee shall, at least annually, review and discuss the information provided by management and the auditors relating to the independence of the audit firm, including, among other things, information related to the non-audit services provided and expected to be provided by the auditors. The Committee shall be responsible for (1) ensuring that the independent auditors submit at least annually to the Committee a formal written statement delineating all relationships between the auditors and the Company consistent with applicable independence standards, (2) actively engaging in a dialogue with the auditors with respect to any disclosed relationship or service that may impact the objectivity and independence of the auditors, and (3) taking appropriate action in response to the auditors' report to satisfy itself of the auditors' independence. In connection with the Committee's evaluation of the auditors' independence, the Committee shall also review and evaluate the experience and qualifications of the lead partner and senior members of the independent auditor team and take such steps as may be required by law with respect to the regular rotation of the lead audit partner and the concurring audit partner of the independent auditors.
- 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 is or was within the two years prior to becoming employed by the Company 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 of whom would otherwise violate the restrictions set forth in or established pursuant to Section 206 of the Sarbanes-Oxley Act of 2002.

- Review and Discuss the Audit 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.
- Review and Discuss Conduct of the 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 restriction on audit scope or on access to requested information, (2) any significant disagreements with management, and (3) significant issues discussed with the independent auditors’ national office. The Committee shall decide all unresolved disagreements between management and the independent auditors regarding financial reporting. The Committee, consistent with Section 303 of the Sarbanes-Oxley Act of 2002, shall not influence the conduct of the audit in any improper manner.
- Review and Discuss Financial Statements and Disclosures. The Committee shall review and discuss with appropriate officers of the Company and the independent auditors the annual audited and quarterly financial statements of the Company, and shall make recommendations to the Board, concerning, but not limited to (1) the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and (2) the disclosures regarding internal controls and other matters required to be reported to the Committee by Section 302 of the Sarbanes-Oxley Act of 2002 and all rules promulgated thereunder by the SEC. The Committee shall discuss with the Independent Auditor the Independent Auditor's judgment about the quality of accounting principles applied in the Company's financial reporting. The Committee will make a recommendation to the Board as to whether the annual audited financial statements should be included in the Company’s 10-K for the last fiscal year for filing with the Securities and Exchange Commission.
- 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 (which may include a review of the types or substance of information to be disclosed and the form of presentation to be made).
- Review and Discuss Internal Audit Plans. The Committee shall review and discuss with the senior executive responsible for the internal audit function and appropriate members of his or her staff the plans for, budget and the scope of their ongoing audit activities, including adequacy of staffing. The Committee will, at least annually, also review, recommend changes to, and approve the internal audit plan.
- Review and Discuss Internal Audit Reports. The Committee shall review and discuss with the senior executive responsible for the internal audit function and appropriate members of his or her staff 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.

- Review and Discuss the Systems of Internal Accounting Controls. The Committee shall review and discuss with the independent auditors, the senior executive responsible for the internal audit function and, if and to the extent deemed appropriate by the Committee Chair, members of their respective staffs or representatives of any person or entity to which the internal audit function has been outsourced, 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 the Sarbanes-Oxley Act of 2002 and all rules promulgated thereunder by the SEC.
- Review and Discuss the Recommendations of Independent Auditors. The Committee shall review and discuss with the senior executive responsible for the internal audit function and the appropriate members of his or her staff recommendations made by the independent auditors and the senior executive responsible for the internal audit function, 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.
- Review and Discuss the Audit Results. The Committee shall review and discuss with the independent auditors (1) the report of their annual audit, or proposed report of their annual audit, (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 the Sarbanes-Oxley Act of 2002 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.
- 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 there have been no acts detected or that have otherwise come to the attention of the audit firm that require disclosure to the Committee under Section 10A(b) of the Exchange Act.

- Discuss Risk Management Policies. 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 Board Governance Committee, which has responsibility for Enterprise Risk Management oversight generally, , the Committee will discuss the guidelines and policies that govern the process by which risk assessment and management is undertaken.
- Oversight of the Company's Ethics and Compliance Program. The Committee shall be responsible for the oversight of the Company's ethics and compliance program. In connection with such oversight, the Committee shall periodically, and not less than annually, obtain reports from management, the Chief Ethics and Compliance Officer, the Company's senior executive responsible for the internal audit function 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 programs. The Committee shall also review and discuss reports and disclosures of insider and affiliated party transactions. 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 programs. In addition, the Company's Chief Ethics and Compliance Officer is required to report not less than annually on the effectiveness of the Company's ethics and compliance programs 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.
- 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 received by the Company 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 the Sarbanes-Oxley Act of 2002, and (3) investigations related thereto. The Committee shall 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.
- 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 as the Committee may, in its own discretion, deem desirable in connection with the review functions described above, including, but not limited to, the review of inquiries, complaints, objections or other commentary directed to the Committee, the Board or management from external sources relating to such matters. 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.

- Make Board Reports. The Committee shall report its activities to the Board in such manner and at such times, but no less frequently than after each regularly-scheduled meeting of the Committee, as the Committee or the Board deems appropriate. Such report shall include the Committee's conclusions with respect to its evaluation of the independent auditors. Any report concerning any issue the Committee believes impairs the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the adequacy of performance or independence of the Company's independent auditors or the adequacy of performance of the internal audit function will be made promptly to the Chairman of the Board.
- Maintain Flexibility. The Committee, in carrying out its responsibilities, policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.
- Other Duties. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

### **Meetings of the Committee**

The Committee shall meet at least quarterly, or more frequently as it may determine necessary, to comply with its responsibilities as set forth herein. The Committee Chair shall, in consultation with the other members of the Committee, the Company's independent auditors and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing agenda therefor and supervising the conduct thereof. Prior to the first meeting of each year, the Committee will agree upon a schedule of agenda subjects to be discussed throughout the year; to the extent these can be foreseen.

Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. 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 Articles of Incorporation, its Code of Regulations, or this Charter.

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 with the Company's management and the independent auditors at least annually, with the Company's General Counsel at least semi-annually, and with the senior executive responsible for the internal audit function at every meeting of the Committee, but in no event less than quarterly, in separate private sessions to discuss any matter that the Committee believes should be discussed privately. The Committee shall meet in executive session at each of its regularly

scheduled meetings. The Committee shall maintain minutes of each meeting and a record of any consents to action taken without meeting.

### **Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate, in the Committee's discretion, to discharge its responsibilities and carry out its duties as required by law, including full access to all books, records, facilities and personnel of the Company and the authority to engage outside auditors for investigations within the scope of the Committee's responsibilities, special audits, reviews and other procedures and to engage independent counsel and other advisors, experts or consultants. In addition, by adoption of this Charter, the Board authorizes funding for the Committee appropriate, in the Committee's discretion, for the discharge of the Committee's functions and responsibilities.

### **Audit Committee Report**

The Committee, with the assistance of management, the independent auditors and outside legal counsel, shall prepare the audit committee report to be included in the Company's proxy statement relating to the Company's annual meeting of shareholders.

### **Annual Review of Charter**

Annually, the Committee shall conduct a review and reassessment of the adequacy of this Charter as required by the rules of the New York Stock Exchange and for the giving of the affirmation required by such rules, and recommend any changes to the Board. The Committee shall conduct this charter review and reassessment in such manner as the Committee, in its business judgment, deems appropriate.

This Charter will be included on the Company's website and will be made available in print to any shareholder of the Company who submits a request to the Secretary for a copy of this Charter. The Company's annual report to shareholders will state that this Charter is available on the Company's website and will be available in print to any shareholder of the Company who submits to the Secretary a request for a copy of this Charter.

### **Annual Performance Evaluation**

The Committee will participate (in connection with the Board Governance Committee's annual review of Board and Committee performance) in an annual review and evaluation of the Committee's performance with respect to the requirements of this Charter. The Committee shall conduct this evaluation in such manner as the Committee, in its business judgment, deems appropriate.