

DIEBOLD NIXDORF, INCORPORATED

PEOPLE AND COMPENSATION COMMITTEE CHARTER

Purposes

The People and Compensation Committee of the Board of Directors of Diebold Nixdorf, Incorporated (the “Company”) establishes and administers the Company’s policies, programs and procedures for compensating its executive officers as well as Company employee benefits plans for all associates of the Company. Among other things, the Committee discharges the Board’s responsibilities relating to compensation of the Company’s executive officers and produces a report on executive compensation for inclusion in the Company’s proxy statement for its annual meeting of shareholders in accordance with applicable rules and regulations. The Committee also assists the Board in oversight of employee engagement within the Company and development of succession plans for executive officers and other key executives and talent management policies and programs. The Committee also has the authority to adopt, materially modify or terminate the Company’s “employee benefit plans” as such term is defined by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The Committee shall perform its duties and responsibilities with the goals of ensuring that (a) the benefits and compensation practices of the Company are competitive and sufficient to attract, motivate and retain quality professional staff and (b) the Company’s compensation programs adhere to a “pay for performance” philosophy, which is consistent with long-term corporate and shareholder interests, and do not encourage unnecessary or excessive risk-taking.

Composition

Size. The size of the Committee shall be determined by the Board, but it must always have no fewer than three members.

Qualifications. Each Committee member must satisfy the applicable independence requirements set forth in (1) the rules of the New York Stock Exchange, and (2) such rules promulgated by the Securities and Exchange Commission pursuant to any applicable law, including without limitation, the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Appointment and Removal. The Board selects Committee members and appoints a Committee Chair from among those members. Each Committee member will 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

The duties and responsibilities of the Committee, in consultation with its advisors as necessary, shall include the following:

1. Oversee Executive Compensation Philosophy, Policies and Programs. The Committee will establish, in consultation with the Board, the executive compensation philosophy and will review as necessary to ensure that the philosophy supports the Company’s objectives. The Committee will establish and periodically review the peer group used for executive compensation benchmarking purposes. The Committee will review and approve the

Company's compensation policies and programs for executive officers, including a review of the risks associated with each, and ensure that the policies and programs are aligned with and support that philosophy. In addition, as the Committee deems appropriate, the Committee shall monitor and evaluate the general compensation philosophy of the Company.

2. Review and Approve Chief Executive Officer Compensation. The Committee will, at least annually, review and approve corporate goals and objectives relevant to the compensation of the CEO. The Committee, together with the independent members of the Board of Directors, will evaluate the performance of the CEO in light of those goals and objectives and will make a recommendation, to be approved by the independent members of the Board of Directors, regarding the total compensation level, including base salary and cash- and equity-based incentive compensation, of the CEO based on this evaluation.
3. Review and Approve Executive Officer Compensation. The Committee will, at least annually, review and approve total compensation, including base salary and cash- and equity-based incentive compensation targets and awards, of the executive officers in consultation with and in light of the CEO's recommendations and subject to Board approval, as necessary. The Committee will evaluate the performance of the executive officers in the light of corporate goals and objectives and set such executive officers' total compensation based on those evaluations and such other factors as it deems appropriate.
4. Approve Incentive Compensation Plans; Determine Achievement of Goals. The Committee will oversee the structure, operations, and payments of incentive cash- and equity-based compensation plans for executive officers and will approve, adopt and amend all cash- and equity-based incentive compensation plans in which any executive officer of the Company participates, unless approval, adoption or amendment of the plan would require shareholder approval, in which case the Committee will make recommendations to the Board with respect to such approval, adoption or amendment. The Committee will determine and measure achievement of corporate and individual goals and objectives for the executive officers under the Company's incentive plans.
5. Approve Equity-Based Plans. The Committee will also approve, adopt and amend all other equity-based plans, unless approval, adoption or amendment of the plan would require shareholder approval, in which case the Committee will make recommendations to the Board with respect to such approval, adoption or amendment. The Committee will determine the individuals eligible to become participants in such plans.
6. Administer or Provide for the Administration of Compensation Plans. The Committee will administer (or provide for the administration of) the Company's equity-based incentive compensation plans and other compensation and deferred compensation plans adopted by the Board that contemplate administration by the Committee. The Committee will review, to the extent that they impact compensation plans, changes to any benefit plans of the Company, including, without limitation, retirement plans, savings plans and

deferred compensation plans. The Committee, or a subcommittee, shall approve all grants of stock options and other equity-based awards, subject to the terms and conditions of applicable plans. The Committee's administrative authority shall include the authority to approve the acquisition by the Company of shares of the Company's stock from any plan participant.

7. Review and Approve Executive Officer Benefits. The Committee will review and approve the Company's policies with respect to any additional benefits awarded to executive officers.
8. Establishment of a Benefits Committee. The Committee has established a Benefits Committee whose members shall be employees of the Company and appointed by the Chief Executive Officer of the Company. The Benefits Committee is the "Named Fiduciary" and "Plan Administrator" with respect to the Company's "employee benefit plans" as such terms are defined by ERISA. The Benefits Committee has all discretionary authority to administer the Company's employee benefit plans. The Committee shall have the non-fiduciary responsibility of adopting, materially modifying or terminating any employee benefit plan of the Company, but shall not be designated an ERISA fiduciary thereof, nor shall the Committee be responsible for the administration of such employee benefit plans or for the investment of the assets thereof .
9. Oversee Regulatory Compliance. The Committee will, in consultation with appropriate officers of the Company, oversee regulatory compliance with respect to compensation matters, including overseeing any compensation programs intended to preserve tax deductibility, and, as may be required, establishing performance goals and determining whether performance goals have been attained. The Committee shall also oversee the Company's compliance with the Securities and Exchange Commission rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans. The Committee shall review the results of such votes and consider any implications.
10. Recovery of Incentive-based Compensation. The Committee will review and approve the Company's policies regarding recovery of incentive-based compensation in the event of an accounting restatement due to material noncompliance with any financial reporting requirement under the securities laws or in accordance with the Company's incentive plans.
11. Review Employment Agreements and Severance Arrangements. The Committee will review and approve any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any executive officer of the Company. The Committee shall review and approve any severance or other termination payments proposed to be made to any executive officer of the Company.

12. Assist in Succession Planning, Talent Management, and Development of the Executives. The Committee will assist the Board in developing and evaluating potential candidates for executive officer positions and will oversee the development of executive succession plans and talent management. The Committee will periodically review succession and development plans for executive officers and other key executives and the Company's talent, diversity and organizational plans. The Committee will also periodically review measures of employee engagement for the Company and plans related to employee engagement and diversity initiatives.
13. Share Ownership Guidelines. The Committee shall determine and oversee the share ownership guidelines applicable to the Company's executives.
14. Prepare Compensation Committee Report. The Committee shall, with the assistance of any outside advisers the Committee deems appropriate: (a) review and discuss with management the Company's Compensation Discussion and Analysis and related disclosures in the Annual Report on Form 10-K and proxy statement, as required under the rules and regulations promulgated by the Securities and Exchange Commission; (b) recommend to the Board whether the Compensation Discussion and Analysis should be included in the Annual Report on Form 10-K and proxy statement; (c) and prepare a report for inclusion in the Company's Annual Report on Form 10-K and proxy statement relating to the Company's annual meeting of shareholders.
15. Board Reports. The Committee will report its activities to the Board at the first meeting of the Board following a meeting of the Committee or at such other times as the Committee or the Board deem appropriate.
16. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. 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 anytime. A majority of the number of Committee members selected by the Board will 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 will be the act of the Committee, unless a greater number is required by law, the Company's articles of incorporation or its code of regulations. The Committee Chair will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time.

The Committee may request any officer or other employee of the Company, or any

representative of the Company's advisers, to attend a meeting or to meet with any members or representatives of the Committee. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities, to the extent permitted by applicable law, to a subcommittee or to any other body or individual. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (a) "non-employee directors" within the meaning under Rule 16b-3 of the Securities Exchange Act of 1934, and (b) "outside directors" (as defined in Section 162(m) of the Internal Revenue Code as in effect immediately prior to its amendment by the Tax Cuts and Jobs Act of 2017) for purposes of pre-Tax Cuts and Jobs Act of 2017 performance-based compensation awards intended to be deductible as performance-based compensation under Internal Revenue Code Section 162(m).

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including commissioning special studies or analyses as it deems necessary to fulfill its Charter responsibilities and functions. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisers retained by the Committee. The Committee will have the sole authority to retain and terminate such advisers and the sole authority to approve the fees and other retention terms of such advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisers retained by the Committee and may evaluate the performance of such advisers.

When evaluating whether to retain, hire or obtain advice from any compensation consultant, legal counsel (other than the Company's in-house legal counsel) or other adviser, and at least annually with respect to retained advisers, the Committee shall evaluate whether it has any conflict of interest and consider all factors relevant to the adviser's independence from management, including without limitation, the following six factors, before selecting or receiving advice from such adviser:

- ❑ the provision of other services to the Company by the adviser's employer;
- ❑ the amount of fees received from the Company by the adviser's employer, as a percentage of the total revenue of the employer;
- ❑ the policies and procedures of such employer that are designed to prevent conflicts of interest;
- ❑ any business or personal relationship of the adviser with a member of the Committee;
- ❑ any Company stock owned by the adviser; and
- ❑ any business or personal relationship of the adviser or the adviser's employer with an executive officer of the Company.

The Committee is not required to assess the independence of any adviser that acts in a role limited to consulting on non-discriminatory plans that are generally available to all salaried employees.

Annual Review

At least annually, the Committee will (a) review this Charter with the Board and recommend any changes to the Board and (b) 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 and report the results of this evaluation to the Board. The Committee will conduct its review and evaluation in such manner as it 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 Company's 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 Company's Secretary a request for a copy of this Charter.