

Diebold Nixdorf, Incorporated
Hudson, Ohio, United States of America

Public Disclosure of Inside Information pursuant to Article 17 Regulation (EU) No 596/2014

Diebold Nixdorf announces CEO succession and 2022 outlook

February 10, 2022 –Hudson, Ohio, United States of America – Diebold Nixdorf, Incorporated (ISIN: US2536511031, the "Company") announces that the board of directors has appointed Octavio Marquez, current executive vice president of Global Banking of the Company, to replace Gerrard Schmid as the Company's president and chief executive officer effective March 11, 2022. Mr. Marquez will also join Diebold Nixdorf's board.

At the same time, the Company reports its 2021 fourth quarter and full-year financial results which include the following guidance for 2022:

Total Revenue	\$4.0B - \$4.2B
Adjusted EBITDA (non-GAAP measure) ¹	\$440M - \$460M
Free cash flow (non-GAAP measure) ²	\$130M - \$150M
Return on Invested Capital (non-GAAP measure) ^{1,3}	~17%

¹ - With respect to the Company's adjusted EBITDA and Return on Invested Capital (ROIC) outlook for 2022, the Company is not providing a reconciliation to the most directly comparable GAAP financial measures because it is unable to predict with reasonable certainty those items that may affect such measures calculated and presented in accordance with GAAP without unreasonable effort. These measures primarily exclude net non-routine items. These reconciling items are uncertain, depend on various factors and could significantly impact, either individually or in the aggregate, operating profit and net income calculated and presented in accordance with GAAP. Please see "Non-GAAP Financial Measures" for additional information regarding the Company's use of non-GAAP financial measures.

² - Free cash flow is a non-GAAP financial measure defined as net cash provided by operating activities from continuing operations less capital expenditures, less cash used for capitalized software development, and excluding the impact of changes in cash of assets held for sale and the use of cash for M&A activities, and excluding the use of cash for the settlement of foreign exchange derivative instruments, and excluding the use of cash for the termination of certain interest rate swaps due to the debt refinancing in Q3 2020, and including the proceeds from the surrender of Company-owned life insurance policies. With respect to the Company's non-GAAP free cash flow outlook for 2022, it is not providing a reconciliation to the most directly comparable GAAP financial measure because it is unable to predict with reasonable certainty those items that may affect such measure calculated and presented in accordance with GAAP without unreasonable effort. This measure primarily excludes the future impact of changes in cash of assets held for sale, cash used for M&A activities and the settlement of foreign exchange derivative instruments. These reconciling items are uncertain, depend on various factors and could significantly impact, either individually or in the aggregate, net cash provided (used) by operating activities calculated and presented in accordance with GAAP. Please see "Non-GAAP Financial Measures and Other Information" for additional information regarding our use of non-GAAP financial measures.

³ - ROIC is defined as tax-effected adjusted operating profit (NOPAT), utilizing an estimated 30% effective tax rate, divided by average invested capital for the period.

Non-GAAP Financial Measures

To supplement the Company's condensed consolidated financial statements presented in accordance with GAAP, the Company considers certain financial measures that are not prepared in accordance with GAAP, including free cash flow/(use) and adjusted EBITDA. The Company uses these non-GAAP financial measures, in addition to GAAP financial measures, to evaluate its operating and financial performance and to compare such performance to that of prior periods and to the performance of its competitors. Also, the Company uses these non-GAAP financial measures in making operational and financial decisions and in establishing operational goals. The Company also believes providing these non-GAAP financial measures to investors, as a supplement to GAAP financial measures, helps investors evaluate its operating and financial performance and trends in its business, consistent with how management evaluates such performance and trends. The Company also believes these non-GAAP financial measures may be useful to investors in comparing its performance to the performance of other companies, although its non-GAAP financial measures are specific to the Company and the non-GAAP financial

measures of other companies may not be calculated in the same manner. The Company provides adjusted EBITDA because it believes that investors and securities analysts will find adjusted EBITDA to be a useful measure for evaluating its operating performance and comparing its operating performance with that of similar companies that have different capital structures and for evaluating its ability to meet its future debt service, capital expenditures and working capital requirements. The Company is also providing adjusted EBITDA in light of its credit agreement and the issuance of its secured and unsecured senior notes.

For additional information regarding the Company's use of non-GAAP financial measures, please refer to the Company's press release of February 10, 2022 and its financial statements as published under <https://investors.dieboldnixdorf.com/>.

Hudson, February 10, 2022
Diebold Nixdorf, Incorporated

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Forward-Looking Statements

This ad hoc notice contains statements that are not historical information and are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the potential impact of the ongoing coronavirus (COVID-19) pandemic, anticipated revenue, future liquidity and financial position. Statements can generally be identified as forward looking because they include words such as "believes," "anticipates," "expects," "could," "should" or words of similar meaning. Statements that describe the Company's future plans, objectives or goals are also forward-looking statements. Forward-looking statements are subject to assumptions, risks and uncertainties that may cause actual results to differ materially from those contemplated by such forward-looking statements. The factors that may affect the Company's results include, among others the overall impact of global supply chain complexities on the Company and its business, including delays in sourcing key components as well as longer transport times, especially for container ships and U.S. trucking, given the Company's reliance on suppliers, subcontractors and availability of raw materials and other components; the ultimate impact of the ongoing COVID-19 pandemic, including further adverse effects to the Company's supply chain, maintenance of increased order backlog, and the effects of any COVID-19 related cancellations; the Company's ability to sustain benefits from its cost-reduction initiatives and to achieve other strategic initiatives; the success of the Company's new products, including its DN Series line and EASY family of retail checkout solutions; the impact of a cybersecurity breach or operational failure on the Company's business; the Company's ability to generate sufficient cash to service its debt or to comply with the covenants contained in the agreements governing its debt; the Company's ability to attract, retain and motivate key employees; changes in the Company's intention to further repatriate cash and cash equivalents and short-term investments residing in international tax jurisdictions, which could negatively impact foreign and domestic taxes; the Company's ability to successfully manage acquisitions, divestitures, and alliances; the outcome of the appraisal proceedings initiated in connection with the implementation of the Domination and Profit Loss Transfer Agreement with the former Diebold Nixdorf AG and the merger/squeeze-out; the impact of market and economic conditions, including the proliferation of cash and any deterioration or disruption in the financial and service markets, including the bankruptcies, restructurings or consolidations of financial institutions, which could reduce the Company's customer base and/or adversely affect its customers' ability to make capital expenditures, as well as adversely impact the availability and cost of credit; competitive pressures, including pricing pressures and technological developments; changes in political, economic or other factors such as currency exchange rates, inflation rates (including the impact of possible currency devaluations in countries experiencing high inflation rates), recessionary or expansive trends, taxes and regulations and laws affecting the worldwide business in each of the Company's operations; the Company's ability to maintain effective internal controls; unanticipated litigation, claims or assessments, as well as the outcome/impact of any current/pending litigation, claims or assessments; the effect of changes in law and regulations or the manner of enforcement in the U.S. and internationally and the Company's ability to comply with government regulations; and other factors included in the Company's filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2020 and in other documents that the Company files with the SEC. You should consider these factors carefully in evaluating forward-looking statements and are cautioned not to place undue reliance on such statements. The Company assumes no obligation to update any forward-looking statements, which speak only to the date of this ad hoc notice.