

DIEBOLD NIXDORF, INCORPORATED

PEOPLE AND COMPENSATION COMMITTEE CHARTER

Purpose

The People and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Diebold Nixdorf, Incorporated (the “Company”): (1) discharges the Board’s responsibilities relating to compensation of the Company’s executive officers; (2) oversees the compensation policies, practices and programs of the Company; and (3) produces an annual report of the Committee for inclusion in the Company’s annual report on Form 10-K or proxy statement, in accordance with applicable rules and regulations.

Composition

Size. The Committee shall consist of no fewer than two 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 Securities and Exchange Commission (“SEC”), including the enhanced independence requirements for compensation committee members. In addition, each member of the Committee must qualify as a “non-employee director” as such term is defined under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

Appointment and Removal. The Board appoints Committee 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 and can be removed with or without cause by the Board at its discretion. The Board may designate one member of the Committee as its Chair and in the absence of any such designation by the Board, the Committee shall designate by majority vote of the full Committee one member of the Committee as its Chair.

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. 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 Recommend Chief Executive Officer Compensation. The Committee will, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the “CEO”). The Committee 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, regarding the total compensation level, including base salary and cash- and equity-based incentive compensation, of the CEO based on this evaluation. In determining the long-term incentive compensation for the CEO, the Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executives at comparable companies and the awards given to the CEO and such executive officer in previous years.
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 stockholder 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 stockholder 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. Establish a Benefits Committee. The Committee has established a Benefits Committee whose members shall be employees of the Company and appointed by the CEO. 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 SEC rules and regulations regarding stockholder 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, stockholders approve equity compensation plans. The Committee shall review the results of such votes and consider any implications.
10. Review and Approve Clawback Policies. The Committee will review and approve the Company's clawback policies or any other policies regarding the recoupment or recovery of incentive-based compensation in the event of misconduct or 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 or award agreements and administer and enforce any such policy consistent with the terms of the policy.
11. Review and Approve 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 current,

former or prospective 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. Oversee 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 and organizational plans. The Committee will also periodically review measures of employee engagement for the Company and plans related to employee engagement.
13. Oversee Stock Ownership Guidelines for Executives. The Committee shall determine and oversee the stock 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 SEC; (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; and (c) 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 stockholders.
15. Review Director Compensation. In accordance with the Company's Corporate Governance Guidelines, the Committee will periodically review director compensation in relation to similarly situated companies and in light of such other factors as the Committee may deem appropriate. The Committee shall discuss this review with the Board and make appropriate recommendations.
16. Review Say-on-Pay Votes. The Committee will review and discuss with management the Company's engagement with and responsiveness to the stockholder advisory vote on executive compensation.
17. Board Reports. The Committee shall report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate.
18. 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 may take actions by unanimous written consent. 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 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 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, its Amended and Restated Bylaws, or this Charter.

The Committee may meet in executive session without the presence of the management at any time at its discretion, including during voting or deliberations on executive compensation. 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 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 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. By adoption of this Charter, the Board authorizes funding for the Committee as appropriate, in the Committee's discretion, for the discharge of the Committee's functions and responsibilities. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (each an "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. The Committee will not be required to implement or act consistently with the advice or recommendations of such advisers to the Committee, and the authority granted in this Charter will not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee may select or receive advice from a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration whether the work of such consultant or adviser would raise a conflict of interest according to the independence factors stated by the NYSE, as well as any other factors the Committee determines to be relevant. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or the NYSE related to the foregoing is included in the Company's proxy statement.

Annual Review and Availability of the People and Compensation Committee Charter

At least annually, the Committee shall (a) review this Charter and recommend any changes to the Board and (b) participate (in connection with the Nomination and 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 shall conduct its review and evaluation in such manner as it deems appropriate.

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