



NEWS RELEASE

# Diebold Nixdorf, Incorporated Announces the Commencement of Exchange Offers and Consent Solicitations with respect to its Outstanding 9.375% Senior Secured Notes due 2025 and Diebold Nixdorf Dutch Holding B.V.'s 9.000% Senior Secured Notes due 2025

11/28/2022

HUDSON, Ohio, Nov. 28, 2022 /PRNewswire/ -- Diebold Nixdorf, Incorporated ("Parent") (NYSE:DBD) today announced the commencement of private exchange offers and consent solicitations (the "Exchange Offers and Consent Solicitations") with respect to the outstanding 9.375% Senior Secured Notes due 2025 issued by Parent (144A CUSIP: 253657AA8; 144A ISIN: US253657AA82; REG S CUSIP: U25317AA3; ISIN: USU25317AA30) (the "2025 USD Senior Notes") and the outstanding 9.000% Senior Secured Notes due 2025 issued by Diebold Nixdorf Dutch Holding B.V. (the "Dutch Issuer"), a direct and wholly owned subsidiary of Parent (144A ISIN: XS2206383080; 144A Common Code 220638308; REG S ISIN: XS2206382868; REG S Common Code 220638286 (the "2025 EUR Senior Notes", and together with the 2025 USD Senior Notes, the "Existing Notes").

## Exchange Offers and Consent Solicitations

The Exchange Offers and Consent Solicitations include private offers to Eligible Holders (as defined below) to exchange (i) any and all 2025 USD Senior Notes for new senior secured notes (the "New 2025 USD Senior Notes") having the same terms as the 2025 USD Senior Notes, other than the issue date and other than with respect to CUSIP and ISIN numbers, along with certain enhancements to the covenants and collateral and guarantee

provisions, and (ii) any and all 2025 EUR Senior Notes for new senior secured notes (the "New 2025 EUR Senior Notes" and, together with the New 2025 USD Senior Notes, the "New Notes") having the same terms as the 2025 USD Senior Notes, other than the issue date and other than with respect to ISIN numbers and common codes, along with certain enhancements to the covenants and collateral and guarantee provisions. Eligible Holders that validly tender their Existing Notes will also receive accrued and unpaid interest on the Existing Notes on the Settlement Date (as defined below).

The Exchange Offers and Consent Solicitations are being made on the terms and subject to the conditions set forth in the Offering Memorandum and Consent Solicitation Statement, dated as of November 28, 2022 (the "Offering Memorandum"), and the related eligibility letter, which set forth in more detail the terms and conditions of the Exchange Offers and Consent Solicitations.

In connection with the Exchange Offers and Consent Solicitations, Parent and the Dutch Issuer are also soliciting consents to enter into supplemental indentures with respect to (i) the indenture governing the 2025 USD Senior Notes, dated as of July 20, 2020 (the "2025 USD Senior Notes Indenture"), and (ii) the indenture governing the 2025 EUR Senior Notes, dated as of July 20, 2020 (the "2025 EUR Senior Notes Indenture" and, together with the 2025 USD Senior Notes Indenture, the "Senior Notes Indentures"), in order to amend certain provisions of the Indentures to, among other things, permit the Refinancing Transactions (as defined below) set forth in the Transaction Support Agreement (as defined below), as described in more detail in the Offering Memorandum.

The Exchange Offers and Consent Solicitations will expire at 11:59 p.m., New York City time, on December 23, 2022 unless earlier terminated or extended by Parent (such time and date, as it may be extended, the "Expiration Date"). Existing Notes tendered may be withdrawn at any time prior to 5:00 p.m., New York City time, on December 9, 2022, but not thereafter.

For each \$1,000 in principal amount of 2025 USD Senior Notes that an Eligible Holder validly tenders (and does not validly withdraw) in accordance with the terms of the Offering Memorandum, such Eligible Holder will receive \$1,030 in principal amount of New 2025 USD Senior Notes, and for each €1,000 in principal amount of 2025 EUR Senior Notes that an Eligible Holder validly tenders (and does not validly withdraw) in accordance with the terms of the Offering Memorandum, such Eligible Holder will receive €1,030 in principal amount of New 2025 EUR Senior Notes (collectively, the "Exchange Offer Consideration"). The Eligible Holders will receive the Exchange Offer Consideration and accrued and unpaid interest on the Existing Notes on the settlement date, which we expect will be the third business day following the Expiration Date (the "Settlement Date").

The 2025 USD Senior Notes may be tendered in minimum denominations of \$2,000 principal amount and integral multiples of \$1,000 in excess thereof. The 2025 EUR Senior Notes may be tendered in minimum denominations

of €100,000 principal amount and integral multiples of €1,000 in excess thereof. The New Notes and the Exchange Offer Consideration will only be issued in minimum denominations of \$2,000 or €2,000, as applicable, and any integral multiple of \$1,000 or €1,000, as applicable. New Notes or Exchange Offer Consideration in denominations of less than \$2,000 or €2,000, as applicable, will not be issued and Eligible Holders will receive cash in lieu thereof.

As previously reported, Parent entered into a Transaction Support Agreement (the "Transaction Support Agreement") dated October 20, 2022, with certain of its subsidiaries, including the Dutch Issuer, and certain holders of Parent's existing indebtedness (the "TSA Supporting Parties"), which was subsequently amended on the date hereof, whereby the TSA Supporting Parties have agreed to the principal terms of a new money financing and recapitalization and exchanges that address certain near-term debt maturities (the "Refinancing Transactions"), subject to the terms and conditions set forth therein. The TSA Supporting Parties represent over 90% of the aggregate principal amount of the 2025 USD Senior Notes, over 90% of the aggregate principal amount of the 2025 EUR Senior Notes, approximately 97% of the aggregate principal amount of Parent's existing term loans and approximately 83% of the aggregate principal amount of Parent's 2024 Senior Notes. The terms and conditions of the Transaction Support Agreement are described more fully in the Offering Memorandum and in Parent's Form 8-K filed on October 20, 2022 and Form 8-K submitted on the date hereof.

The Exchange Offers and Consent Solicitations are subject to certain conditions, which Parent and the Dutch Issuer may waive in full or in part in their sole discretion, but subject to the terms of the Transaction Support Agreement, including, subject to waiver, minimum participation thresholds of 83.4% for the exchange of the 2024 Senior Notes and 95% for the exchange of the existing term loans, in each case as such exchanges are described more fully in the Transaction Support Agreement and the Offering Memorandum, among other conditions. Consummation of the Refinancing Transactions on the Settlement Date is a condition to the Exchange Offers and Consent Solicitations. If the conditions to the Exchange Offers and Consent Solicitations are not satisfied, the supplemental indentures to the Senior Notes Indentures will not become operative.

D.F. King & Co., Inc. will also act as the Information and Exchange Agent for the Exchange Offers and Consent Solicitations. Questions or requests for assistance related to the Exchange Offers and Consent Solicitations or for copies of the Offering Memorandum may be directed to D.F. King & Co., Inc. at (800) 290-6428 (U.S. toll free), +1(212) 269-5550 (collect), or [diebold@dfking.com](mailto:diebold@dfking.com) (email). You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Exchange Offers and Consent Solicitations.

Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Existing Notes as to when such intermediary would need to receive instructions from such Eligible Holder in order for that Eligible Holder to be able to participate in, or withdraw their instruction to participate in, the Exchange Offers and Consent Solicitations, before the deadlines specified herein and in the Offering Memorandum.

The deadlines set by any such intermediary, The Depository Trust Company, Euroclear Bank SA/NV or Clearstream Banking société anonyme for the submission and withdrawal of tender instructions will also be earlier than the relevant deadlines specified herein and in the Offering Memorandum.

The New Notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act") or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws. The Exchange Offers and Consent Solicitations are being made, and the New Notes are being offered and issued, and this announcement is directed, only (a) in the United States, to holders of the Existing Notes who are (i) "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) or (ii) an institutional "accredited investor" as that term is defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act, and (b) outside the United States to holders of the Existing Notes who are not, and who are not acting for the account or benefit of, any U.S. person as that term is defined in Rule 902 under the Securities Act and, in each case, if the holder is in the European Economic Area, the United Kingdom, Canada or another relevant jurisdiction, such holder is a "non-U.S. qualified offeree." The holders of the Existing Notes who have certified to Parent and that they are eligible to participate in one or both of the Exchange Offers and Consent Solicitations pursuant to at least one of the foregoing conditions as set forth in the eligibility letter are referred to as "Eligible Holders." Only Eligible Holders are authorized to receive or review the Offering Memorandum or to participate in the Exchange Offers and Consent Solicitations. The New Notes will not be transferable except in accordance with the restrictions described in the Offering Memorandum. The eligibility letter can be accessed at the following link: [www.dfking.com/diebold](http://www.dfking.com/diebold).

For the purposes of the foregoing paragraph, "non-U.S. qualified offeree" means:

(1) Any person that is located and/or resident in a Member State of the European Economic Area and is (x) a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) and (y) not a retail investor. For these purposes, a "retail investor" means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II;

(2) Any person that is located and/or resident in the United Kingdom and is:

(x) a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA");

(y) not a retail investor; and

(z) an investment professional falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) a high net worth entity or other person to whom it may lawfully be communicated , falling within Article 49(2) (a) to (d) of the Order ;

and for the purposes of this paragraph (2), a "retail investor" means a person who is one (or more) of the following: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement the Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA;

(3) Any person that is resident in the Provinces of Ontario, British Columbia or Alberta, Canada and is (i) an accredited investor, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), as applicable, and (ii) a permitted client as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations; or

(4) Any person outside the United States, the European Economic Area, the United Kingdom and Canada to whom the Exchange Offers may be made in compliance with all other applicable laws and regulations of any applicable jurisdiction.

## About Diebold Nixdorf

Diebold Nixdorf, Incorporated (NYSE: DBD) automates, digitizes and transforms the way people bank and shop. As a partner to the majority of the world's top 100 financial institutions and top 25 global retailers, our integrated solutions connect digital and physical channels conveniently, securely and efficiently for millions of consumers each day. The company has a presence in more than 100 countries with approximately 22,000 employees worldwide. Visit [www.DieboldNixdorf.com](http://www.DieboldNixdorf.com) for more information.

## Disclaimer

This press release does not constitute an offer to sell or buy, nor the solicitation of an offer to sell or buy, any securities referred to herein. Any solicitation or offer will only be made pursuant to the Offering Memorandum and only to such persons and in such jurisdictions as is permitted under applicable law.

The Exchange Offers and Consent Solicitations are being made solely pursuant to the Offering Memorandum. The Exchange Offers and Consent Solicitations are not being made to holders of Existing Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Exchange Offers and

Consent Solicitations to be made by a licensed broker or dealer, the Exchange Offers and Consent Solicitations will be deemed to be made on behalf of Parent and the Dutch Issuer by the Dealer Managers for the Exchange Offers and Consent Solicitations or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

## Forward-Looking Statements

This press release contains statements that are not historical information and are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give current expectations or forecasts of future events and are not guarantees of future performance. These forward-looking statements include, but are not limited to, projections, statements regarding the company's expected future performance (including expected results of operations and financial guidance), future financial condition, potential impact of the ongoing coronavirus (COVID-19) pandemic, anticipated operating results, strategy plans, future liquidity and financial position.

Statements can generally be identified as forward looking because they include words such as "believes," "anticipates," "expects," "intends," "plans," "will," "estimates," "potential," "target," "predict," "project," "seek," and variations thereof or "could," "should" or words of similar meaning. Statements that describe the company's future plans, objectives or goals are also forward-looking statements, which reflect the current views of the company with respect to future events and are subject to assumptions, risks and uncertainties that could cause actual results to differ materially. Although the company believes that these forward-looking statements are based upon reasonable assumptions regarding, among other things, the economy, its knowledge of its business, and key performance indicators that impact the company, these forward-looking statements involve risks, uncertainties and other factors that may cause actual results to differ materially from those expressed in or implied by the forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

The factors that may affect the company's results include, among others:

- our ability to successfully complete the transactions contemplated by the Transaction Support Agreement, including the ability to negotiate and execute definitive documentation, the receipt of required consents to any or all of such transactions, satisfaction of any conditions in any such documentation and the availability of alternative transactions;
- the overall impact of the 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;

- our ability to successfully convert our backlog into sales, including our ability to overcome supply chain and liquidity challenges;
- the ultimate impact of the ongoing COVID-19 pandemic and other public health emergencies, 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 successfully meet its cost-reduction goals and continue to achieve benefits from its cost-reduction initiatives and other strategic initiatives, such as the current \$150m+ cost savings plan;
- the success of the company's new products, including its DN Series line and EASY family of retail checkout solutions, and electronic vehicle charging service business;
- 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 and to successfully refinance its debt;
- the company's ability to attract, retain and motivate key employees;
- the company's reliance on suppliers, subcontractors and availability of raw materials and other components;
- 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 success in divesting, reorganizing or exiting non-core and/or non-accretive businesses and its ability to successfully manage acquisitions, divestitures, and alliances;
- the ultimate 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 (which was dismissed in the company's favor at the lower court level in May 2022) and the merger/squeeze-out;
- the impact of market and economic conditions, including the bankruptcies, restructuring 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;
- the impact of 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, hostilities or conflicts (including the conflict between Russia and Ukraine), disruption in energy supply, 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, 2021, its Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2022, June 30, 2022 and September 30, 2022, and in other documents the company files with the SEC.

Except to the extent required by applicable law or regulation, the company undertakes no obligation to update these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

You should consider these factors carefully in evaluating forward-looking statements and are cautioned not to place undue reliance on such statements.

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