



## Diebold Nixdorf Initiates Merger Squeeze-Out Of Its German Subsidiary

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- Diebold Nixdorf, Inc., launched the formal process to acquire the remaining outstanding shares in Diebold Nixdorf AG through a merger squeeze-out
- Final, important milestone in the acquisition of Wincor Nixdorf
- Once complete, merger squeeze-out will result in a more simplified and streamlined corporate structure, including the elimination of the annual dividend to minority shareholders and administrative burdens relating to operating a German public company, which previously cost the company more than \$20 million per year
- Approximately \$13 million of these expenditures have already been reduced as a result of minority shares tendered to date this year

Diebold Nixdorf (NYSE: DBD) today launched the formal process to merge the company's German subsidiary, Diebold Nixdorf AG, with and into Diebold Nixdorf Holding Germany Inc. & Co. KGaA (Diebold KGaA), a wholly-owned direct subsidiary of Diebold Nixdorf, Inc. This process includes a squeeze-out of the remaining minority shareholders of Diebold Nixdorf AG, utilizing funds set aside for this purpose. As a result of the merger squeeze-out, Diebold Nixdorf AG will be eliminated as a separate corporate entity and the listing of Diebold Nixdorf AG shares on the Frankfurt Stock Exchange will be terminated. When complete, the company will no longer be required to pay annual dividends to minority shareholders nor bear the administrative burdens relating to operating a German public company.



"As previously announced, we are taking decisive steps to reduce cost and complexity in our business," said Gerrard Schmid, Diebold Nixdorf president and chief executive officer. "This step represents an important and final milestone in the acquisition of Wincor Nixdorf and further simplifies the structure of our company, eliminating annual cash expenditures which previously totaled more than \$20 million per year. At least \$13 million of these cash expenditure reductions have been realized in 2018 based on minority shares tendered to date this year."

Diebold KGaA currently owns approximately 28 million shares in Diebold Nixdorf AG corresponding to 94 percent of the share capital of Diebold Nixdorf AG (excluding treasury shares).

### About Diebold Nixdorf

Diebold Nixdorf, Incorporated (NYSE:DBD) is a world leader in enabling connected commerce for millions of consumers each day across the financial and retail industries. Its software-defined solutions bridge the physical and digital worlds of cash and consumer transactions conveniently, securely and efficiently. As an innovation partner for nearly all of the world's top 100 financial institutions and a majority of the top 25 global retailers, Diebold Nixdorf delivers unparalleled services and technology that are essential to evolve in an 'always on' and changing consumer landscape. The company has a presence in more than 130 countries with approximately 23,000 employees worldwide. Visit [www.DieboldNixdorf.com](http://www.DieboldNixdorf.com) for more information.

### Forward-looking statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated revenue, net income and adjusted EBITDA. 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 ultimate impact of the domination and profit and loss transfer agreement with Diebold Nixdorf AG ("DPLTA") and the outcome of the appraisal proceedings initiated in connection with the implementation of the DPLTA; the ultimate outcome and results of integrating the operations of the company and Diebold Nixdorf AG; the ultimate outcome of the company's pricing, operating and tax strategies applied to Diebold Nixdorf AG and the ultimate ability to realize cost reductions and synergies; the company's ability to successfully operate its strategic alliances in China; the changes in political, economic or other factors such as currency exchange rates, inflation rates, recessionary or expansive trends, taxes and regulations and laws affecting the worldwide business in each of the company's operations, including the impact of the Tax Act; the company's reliance on suppliers and any potential disruption to the company's global supply chain; the impact of market and economic conditions on the financial services and retail industries; the capacity of the company's technology to keep pace with a rapidly evolving marketplace; pricing and other actions by competitors; the effect of legislative and regulatory actions in the United States and internationally; the company's ability to comply with government regulations; the impact of a security breach or operational failure on the company's business; the company's ability to successfully integrate acquisitions into its operations; the impact of the company's strategic initiatives, including DN Now; the company's success in divesting, reorganizing or exiting non-core businesses; the company's ability to comply with the covenants contained in the agreements governing its debt; 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, 2017 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 release.

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