



Use of Non-GAAP Financial Information



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Diebold's management uses non-GAAP product, service and total gross margins, non-GAAP operating expense, non-GAAP operating profit, non-GAAP tax rate, non-GAAP net earnings, and non-GAAP diluted earnings per share, and excludes the Brazilian elections systems business, losses or other charges that are considered by Diebold's management to be outside of Diebold's core business segment operating results. Net debt and free cash flow are liquidity measures that provide useful information to management about the amount of cash available for investment in Diebold's businesses, funding strategic acquisitions, repurchasing stock and other purposes.

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Forward-looking Statements



In this presentation, statements that are not reported financial results or other historical information are "forward-looking statements". Forward-looking statements give current expectations or forecasts of future events and are not guarantees of future performance. These forward-looking statements relate to, among other things, the company's future operating performance, the company's share of new and existing markets, the company's short- and long-term revenue and earnings growth rates, and the company's implementation of cost-reduction initiatives and measures to improve pricing, including the optimization of the company's manufacturing capacity.

The use of the words "will," "believes," "anticipates," "expects," "intends" and similar expressions is intended to identify forward-looking statements that have been made and may in the future be made by or on behalf of the company. 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 on 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. The company is not obligated to update forward-looking statements, whether as a result of new information, future events or otherwise.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Some of the risks, uncertainties & other factors that could cause actual results to differ materially from those expressed in or implied by the forward-looking statements include, but are not limited to:

- * competitive pressures, including pricing pressures and technological developments;
- * changes in the company's relationships with customers, suppliers, distributors and/or partners in its business ventures;
- * 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 Brazil, where a significant portion of the company's revenue is derived;
- * global economic conditions, including any additional deterioration and disruption in the financial markets, including the bankruptcies, restructurings or consolidations of financial institutions, which could reduce our customer base and/or adversely affect our customers' ability to make capital expenditures, as well as adversely impact the availability and cost of credit;
- * acceptance of the company's product and technology introductions in the marketplace;
- * the company's ability to maintain effective internal controls;
- * changes in the company's intention to repatriate cash and cash equivalents and short-term investments residing in international tax jurisdictions could negatively impact foreign and domestic taxes;
- * unanticipated litigation, claims or assessments, as well as the outcome/impact of any current/pending litigation, claims or assessments, including with respect to the company's Brazilian tax dispute;
- * variations in consumer demand for financial self-service technologies, products and services;
- * potential security violations to the company's information technology systems;
- * the investment performance of our pension plan assets, which could require us to increase our pension contributions, and significant changes in health care costs, including those that may result from government action;
- * the amount and timing of repurchases of the company's common shares, if any;
- * the outcome of the company's global FCPA review and any actions taken by government agencies in connection with the company's self disclosure, including the pending DOJ and SEC investigations; and
- * the company's ability to achieve benefits from its cost-reduction initiatives and other strategic changes, including its restructuring actions.

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Q4 2012
Company Update

Henry D.G. Wallace
Executive Chairman of the Board

Company Update



- *2012 results are disappointing and we need to improve*
- *Significant opportunities in marketplace and good strategies for growth*
- *Diebold is not a broken company – it is an underperforming company*
- *Progress on several fronts:*
 1. *Continue to enhance FSS offering with more capable terminals and software*
 2. *Expanded integrated services capabilities and infrastructure*
 3. *Strengthened organization and competencies required to grow electronic security business*
- *Experienced reasonable revenue growth, but margins continued to erode*
- *To improve our performance we must drive immediate organizational change and structural cost reductions and accelerate our investments in growth*

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Organizational Realignment



- *First task to realign the organization to seize marketplace opportunities*
- *Establishment of chief operating officer position creates global model for product development, service and supply chain*
- *Leverage synergies across regional divisions and attack cost structure*
- *George S. Mayes, Jr. named as chief operating officer*
 - *Ideally suited to drive rapid improvement required to reach our objectives*
 - *Passion, skills and experience to help Diebold achieve its goals*

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Market Opportunities



- **Financial self-service**
 - *Global scale, unparalleled service capabilities and great product offerings*
 - *Banks have more need for our solutions than ever before due to unprecedented cost pressures*
 - *We can and will win in this space*

- **Security**
 - *Electronic security is a very attractive market*
 - *Fast growth, good margins and strong recurring revenue potential*
 - *Changed business model to focus more on recurring services and monitoring*

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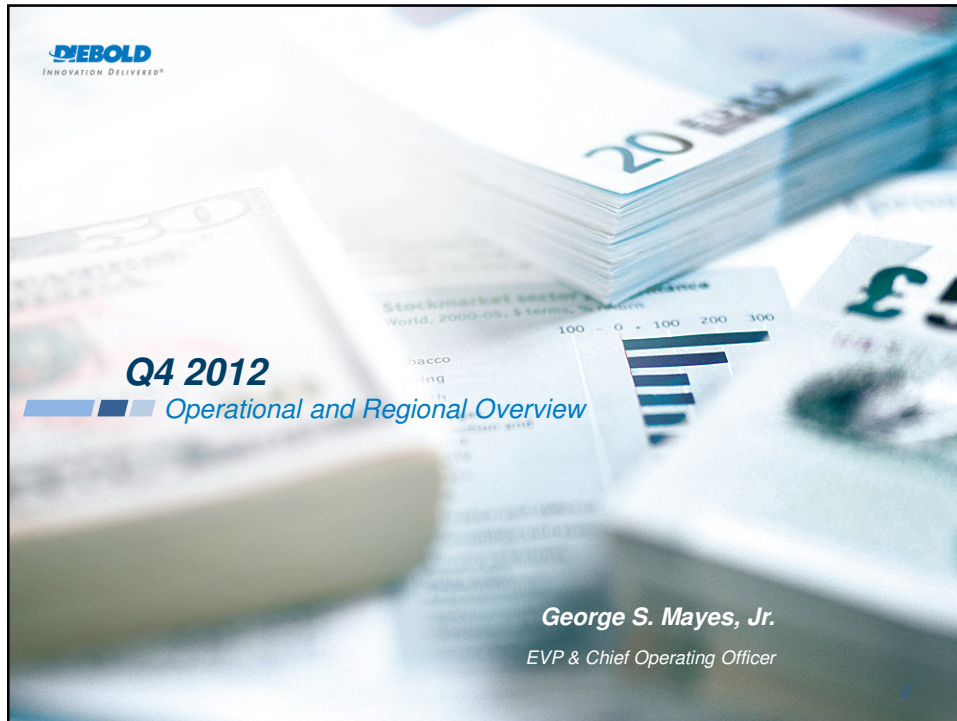
Conclusion



- **Strong balance sheet to invest in growth and continue returning cash to shareholders**
- **Board authorized 60th consecutive annual dividend increase; believe we have the right strategy to continue increasing dividend in the future**
- **Chief executive officer search underway**
 - *Search committee formed, led by Rick Crandall, Diebold board member*
- **Strong, engaged board of directors for providing appropriate oversight and selecting right leader in new CEO**
 - *No set timeframe; will focus on finding the right person*

We are committed to delivering value to our shareholders and returning Diebold to long-term, sustainable and profitable growth

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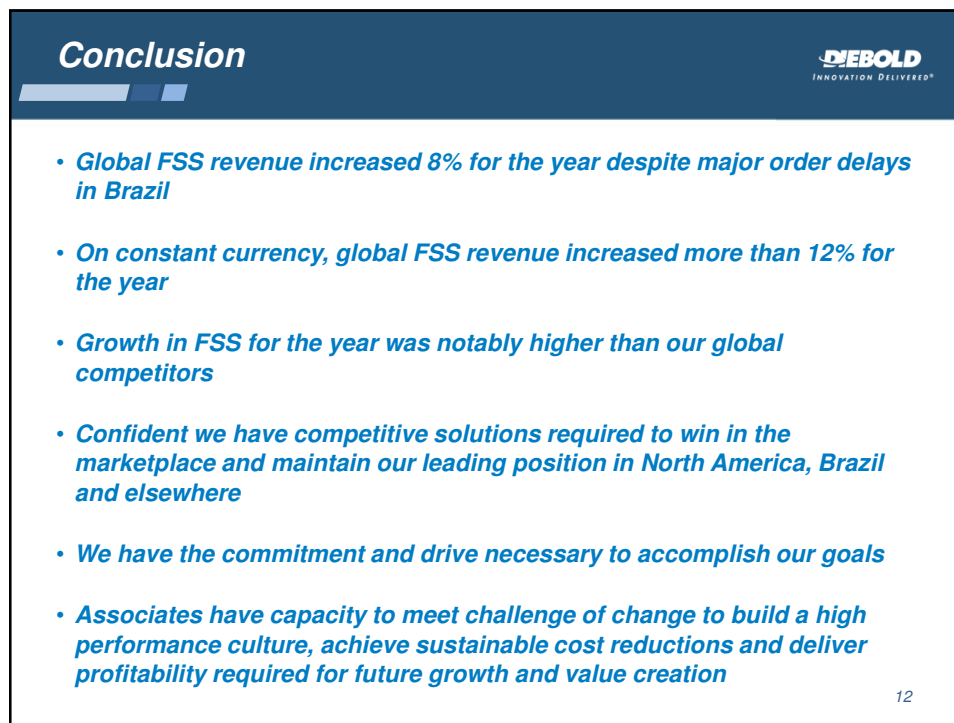
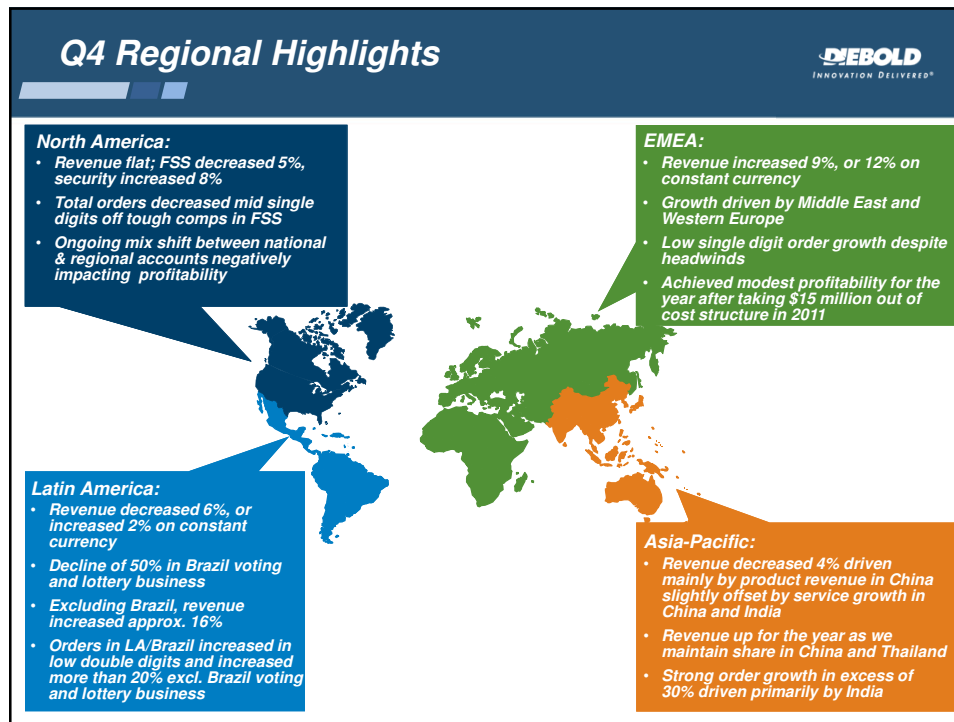


Operational Improvements

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- *Critical need to focus on operational improvements*
- *Opportunity in our markets with the strategies we have established*
- *Need to improve our execution and the speed with which we execute*
- *New reporting relationships designed to drive change*
- *Addressing cost structure to improve financial performance*
- *Systematic approach to create a lean, Six Sigma operating model across entire operation*
- *Firmly believe in long-term strategy and confident in our ability to get the company back on a more positive path*

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Q4 Highlights



- **Hit revenue guidance, missed on earnings**
- **Free cash flow of \$86M well below expectations**
- **Lower than expected EPS primarily driven by profit deterioration in NA due to the following:**
 - **Decline in maintenance revenue incl. billed work services - \$.06 EPS impact**
 - **U.S. regional bank business lower volume due to certain delays - \$.06 EPS impact**
 - **Insurance reserve charge - \$.05 EPS impact**
 - **Hurricane Sandy - \$.03 EPS impact**
- **Factors contributing to decline in free cash flow:**
 - **Net income, adjusted for noncash items - impact of approx. \$15M**
 - **Lower year-end cash collections due to shift in business mix from regional banks, which tend to pay early - impact of approx. \$60M**


Q4 Highlights



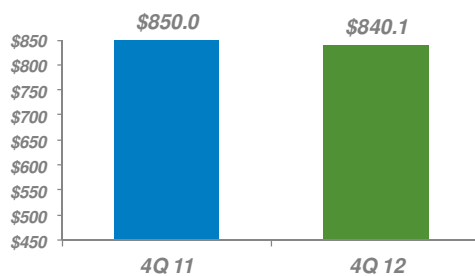
- Revenue in-line with guidance at 6% growth, or 9% on a constant currency basis
- Core markets, while cyclical, remain intact
- Two large bank delays in Brazil impacted revenue performance for the full year
- EMEA restructuring efforts contributed to overall performance; returned to profitable position for the year despite economic headwinds
- Net debt ended the year at \$20M
- Financial capacity to invest in key growth areas - software, services, and electronic security - as well as core IT infrastructure
- Continue to pursue acquisition opportunities to support key growth strategies
- Continued focus on driving ROCE of 15%

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Total Revenue



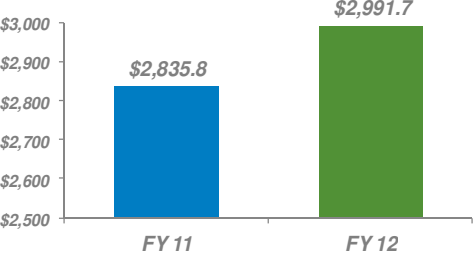
2011 vs. 2012 (\$Millions)



Quarter	Total Revenue (\$Millions)
4Q 11	\$850.0
4Q 12	\$840.1

Q4 Revenue Summary:

- Down \$9.9M or 1.2%
- Negative currency impact of approx. 2%
- Strong performance in security, EMEA and LA excl. Brazil
- Service rev. increased 5%; Product rev. decreased 7%
- Mix: service 51%; product 49%

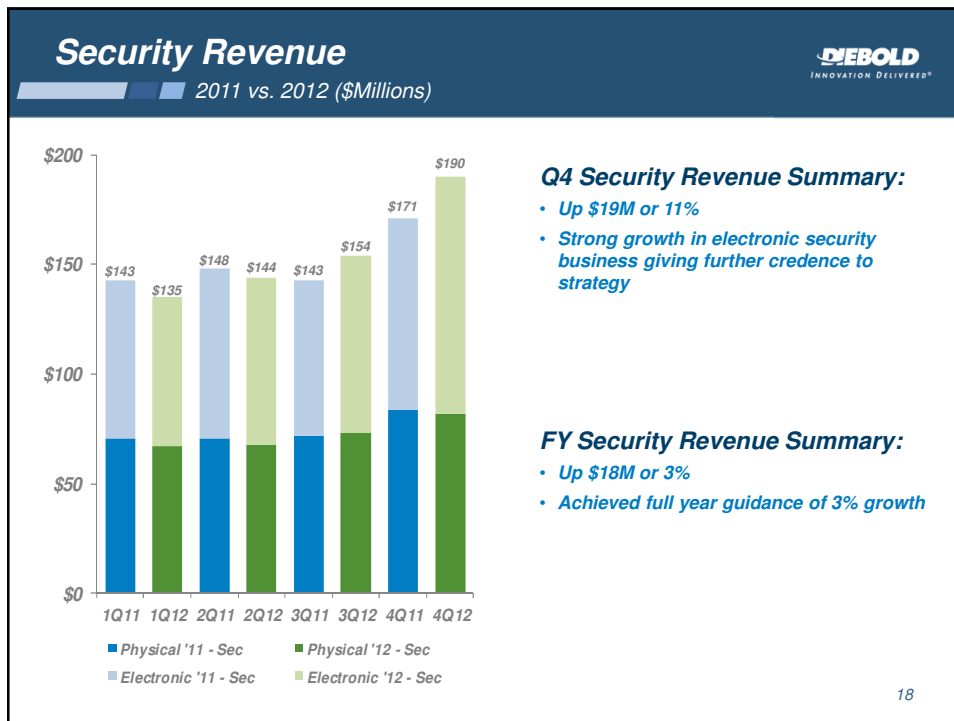
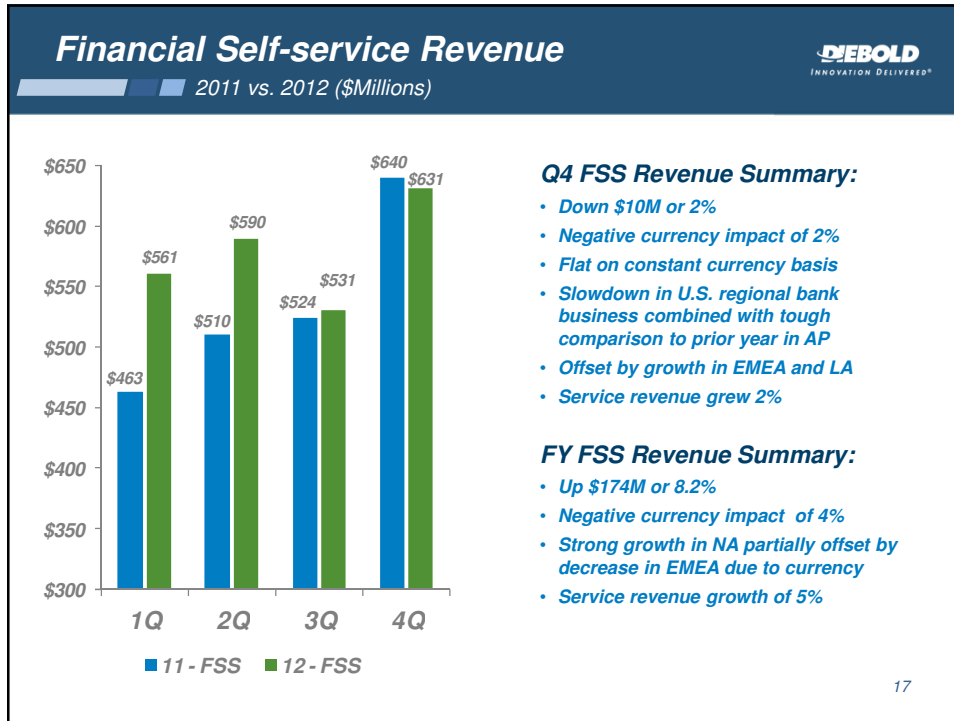


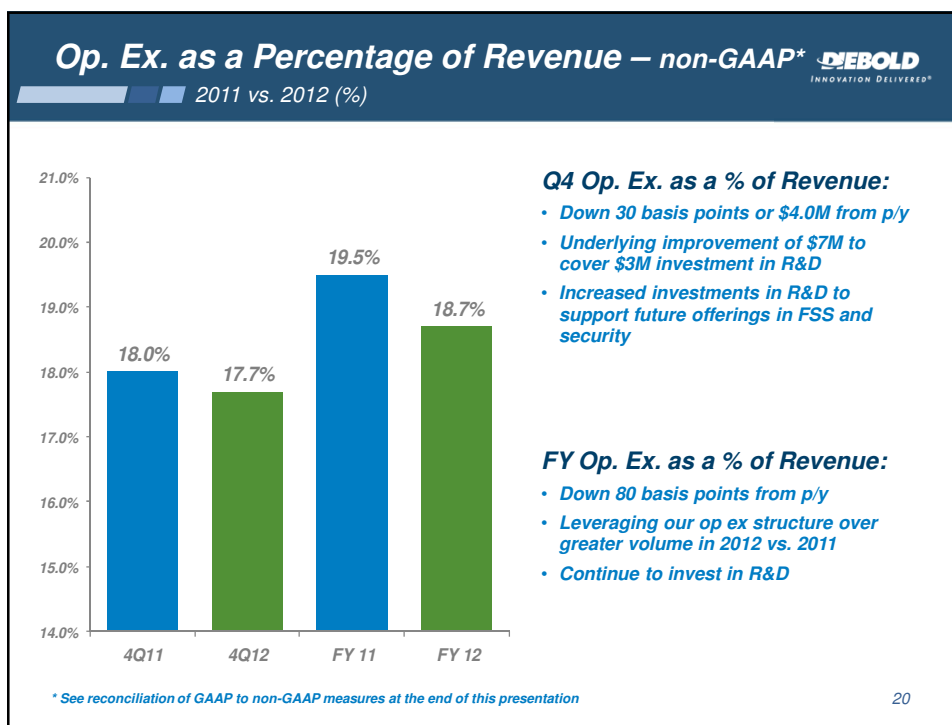
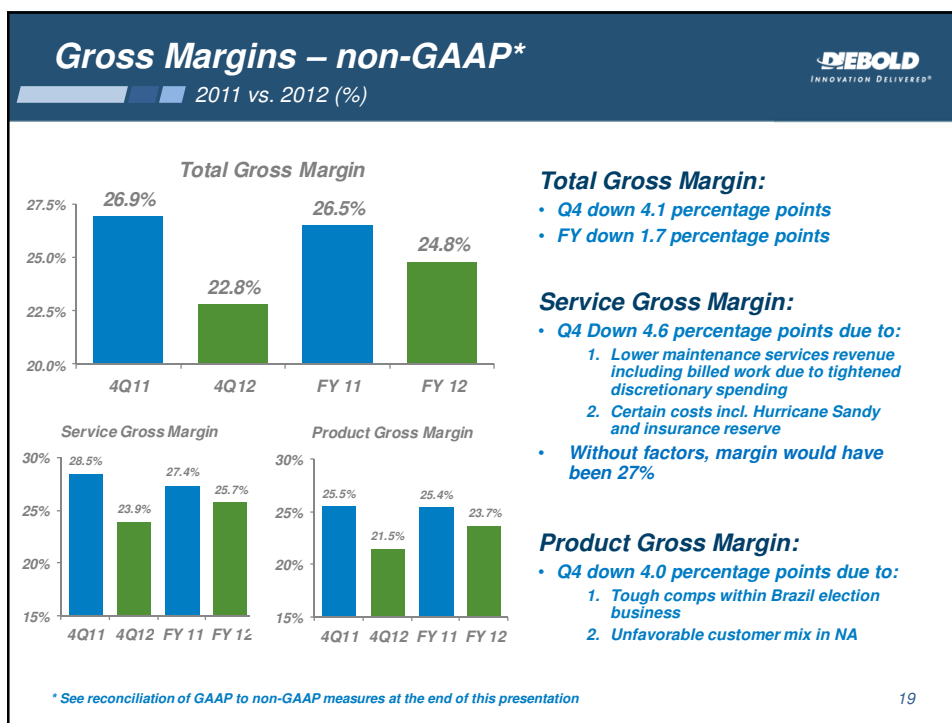
Fiscal Year	Total Revenue (\$Millions)
FY 11	\$2,835.8
FY 12	\$2,991.7

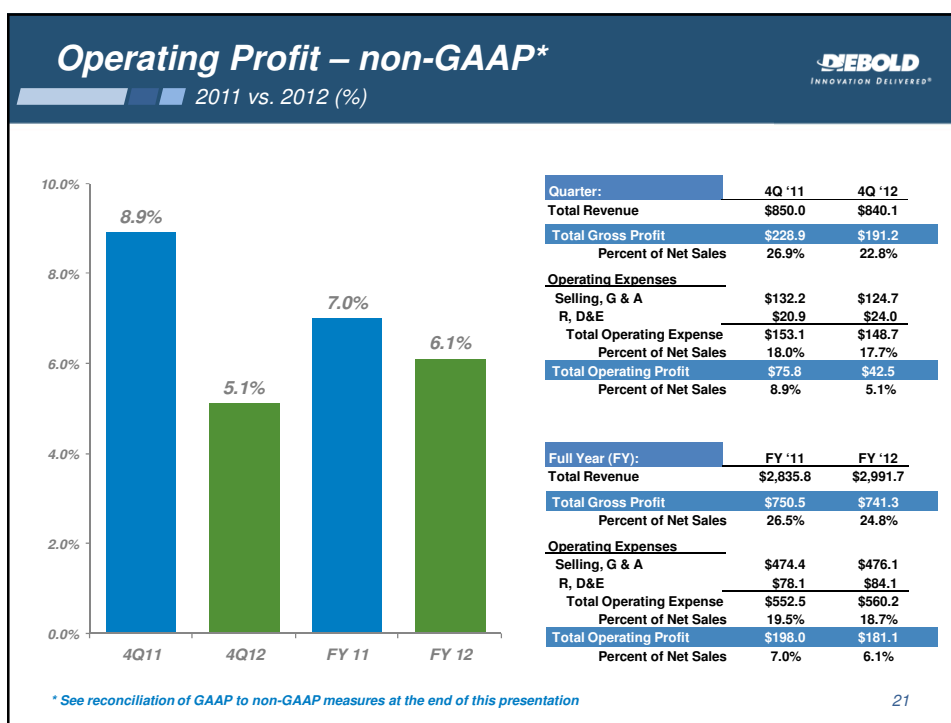
FY Revenue Summary:

- Up \$156M or 6%
- Negative currency impact of approx. 3%
- Up on a constant currency basis in all regions

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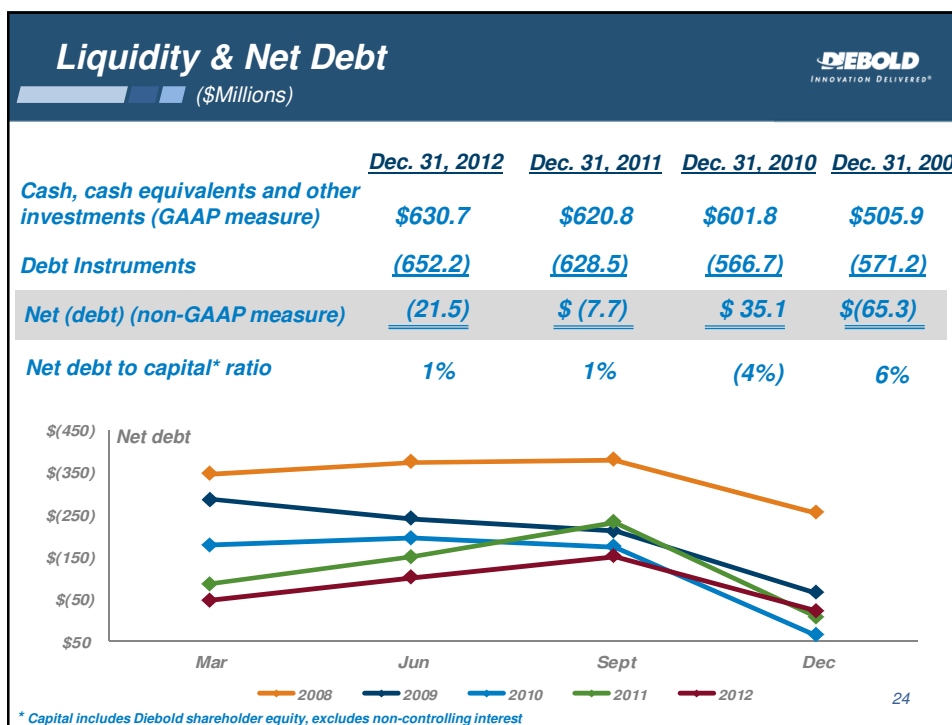
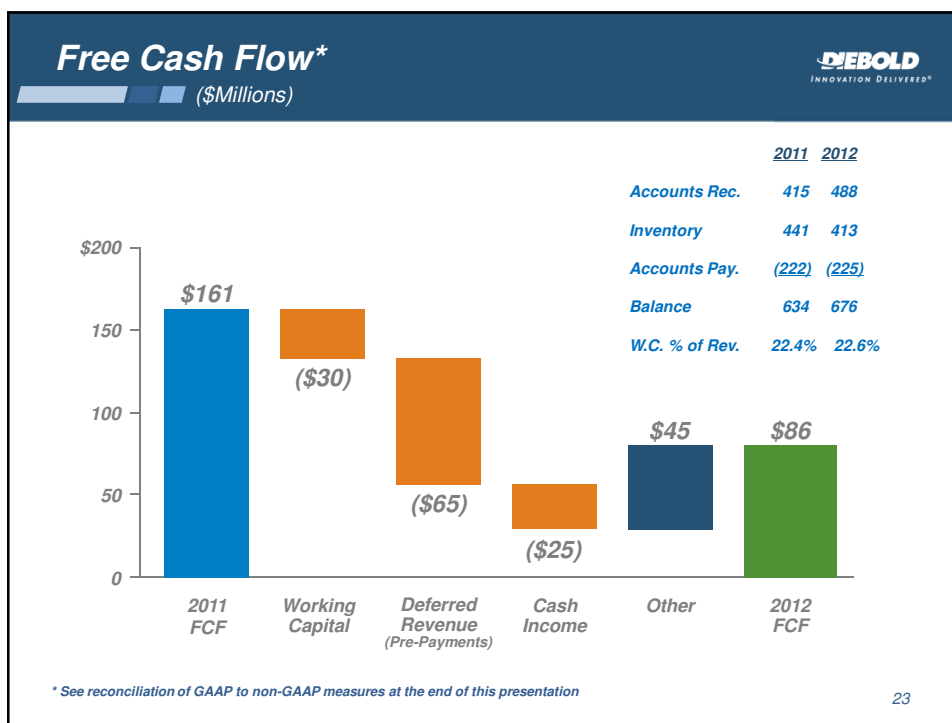


EPS Reconciliation

	<u>Q4 '11</u>	<u>Q4 '12</u>	<u>FY '11</u>	<u>FY '12</u>
EPS (GAAP)	\$1.26	(\$0.12)	\$2.23	\$1.28
Restructuring charges	0.10	0.12	0.32	0.17
Non-routine expenses	0.06	0.44	0.18	0.45
Non-routine income	(0.02)	-	(0.02)	-
Impairment	0.00	0.01	0.03	0.17
EPS (non-GAAP)	\$1.40	\$0.45	\$2.74	\$2.07
Tax rate (non-GAAP)	-13.7%	24.1%	10.6%	27.8%

Note: The sums of the quarterly figures may not equal annual figures due to rounding or differences in the weighted-average number of shares outstanding during the respective periods.

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2013 Outlook



- *Revenue relatively flat*
 - *Growth in Asia and LA offset by declines in NA due to the U.S. regional bank ADA/PCI upgrade cycle in 2012*
 - *Encouraged by strong Q4 orders in AP, U.S. national accounts and LA excl. Brazil*
 - *Expect U.S. regional bank space to be down substantially, particularly in the first half of the year*
- *EPS flat to down moderately due to wide-range of possible outcomes*
 - *Several large outstanding tenders in Brazil representing opportunity to replace 18,000 ATMs in 2013*
 - *U.S. regional bank demand having been consistently weaker than expectations; clearer view once we fully progress through Q1*
 - *Combined, adds \$30M potential operating profit variation for 2013*
- *Expect Q1 EPS to be well below historic norms; anticipate 20-25% of 2013 EPS to be delivered in 1st half 2013*

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Free Cash Flow Assumptions



- *Flat to moderately down earnings*
- *Relatively stable core working capital elements and prepayment activity versus a negative cash impact of \$70M in 2012*
- *Slight increase in capital expenditures to ~\$60M*
- *Business capable of generating free cash flow of at least \$100M in 2013*
- *More than enough to sustain dividend and invest in growth initiatives*


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Conclusion



- *Faced a challenging fourth quarter*
- *Fundamentals of business remain sound*
- *Four growth strategies intact*
 1. *Branch Transformation / Deposit Automation*
 2. *Integrated Services*
 3. *Electronic Security*
 4. *Emerging Markets*
- *Strategies and operational improvement initiatives designed to offset underlying margin pressure*
- *Solid balance sheet positions us to capitalize on growth opportunities and deliver sustained shareholder value*

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Supplemental Schedules

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Q4 2012 Profit & Loss Statement



Reconciliation GAAP to non-GAAP (\$Millions)

	2012 (GAAP)	Restructuring	Non-routine Expenses	Impairment	Non-routine Income	2012 (non-GAAP)
Total Revenue	\$840.1	\$0.0	\$0.0	\$0.0	\$0.0	\$840.1
Total Gross Profit	\$184.1	\$6.2	\$0.8	\$0.0	\$0.0	\$191.2
Percent of Net Sales	21.9%					22.8%
Operating Expenses						
Selling, G & A	\$150.7	(\$3.4)	(\$22.9)	\$0.0	\$0.1	\$124.5
R, D & E	\$24.7	(\$0.7)	\$0.0	\$0.0	\$0.0	\$24.0
Impairment of Assets	\$1.2	\$0.0	\$0.0	(\$1.0)	\$0.0	\$0.1
Total Operating Expense	\$176.6	(\$4.1)	(\$22.9)	(\$1.0)	\$0.1	\$148.7
Percent of Net Sales	21.0%					17.7%
Total Operating Profit	\$7.5	\$10.3	\$23.7	\$1.0	(\$0.1)	\$42.5
Percent of Net Sales	0.9%					5.1%
Other income/(expense)	(\$17.4)	\$0.0	\$16.8	\$0.0	\$0.0	(\$0.7)
Inc from Cont Ops before Tax	(\$9.9)	\$10.3	\$40.4	\$1.0	(\$0.1)	\$41.8
Percent of Net Sales	-1.2%					5.0%
Income Taxes	\$5.6	(\$2.7)	(\$12.1)	(\$0.4)	\$0.0	(\$9.6)
Income from Cont Ops	(\$4.3)	\$7.6	\$28.3	\$0.6	(\$0.0)	\$32.3
Percent of Net Sales	-0.5%					3.8%
Noncontrol Interest - Net Tax	(\$3.2)	\$0.0	\$0.0	\$0.0	\$0.0	(\$3.2)
Inc from Cont Ops - Net Tax	(\$7.5)	\$7.6	\$28.3	\$0.6	(\$0.0)	\$29.0
Loss from Disc Ops - Net Tax	(\$3.1)	\$0.0	\$0.0	\$0.0	\$0.0	(\$3.1)
Net Income	(\$10.6)	\$7.6	\$28.3	\$0.6	(\$0.0)	\$25.9
Percent of Net Sales	-1.3%					3.1%

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Q4 2011 Profit & Loss Statement



Reconciliation GAAP to non-GAAP (\$Millions)

	2011 (GAAP)	Restructuring	Non-routine Expenses	Impairment	Non-routine Income	2011 (non-GAAP)
Total Revenue	\$850.0	\$0.0	\$0.0	\$0.0	\$0.0	\$850.0
Total Gross Profit	\$222.6	\$6.3	\$0.0	\$0.0	\$0.0	\$228.9
Percent of Net Sales	26.2%					26.9%
Operating Expenses						
Selling, G & A	\$134.6	(\$2.2)	(\$0.2)	\$0.0	\$0.0	\$132.2
R, D & E	\$20.8	\$0.0	\$0.0	\$0.0	\$0.0	\$20.9
Impairment of Assets	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Total Operating Expense	\$155.4	(\$2.2)	(\$0.2)	\$0.0	\$0.0	\$153.1
Percent of Net Sales	18.3%					18.0%
Total Operating Profit	\$67.2	\$8.5	\$0.2	\$0.0	\$0.0	\$75.8
Percent of Net Sales	7.9%					8.9%
Other income/(expense)	\$4.9	\$0.0	\$3.3	\$0.0	(\$1.5)	\$6.6
Inc from Cont Ops before Tax	\$72.1	\$8.5	\$3.4	\$0.0	(\$1.5)	\$82.5
	8.5%					9.7%
Income Taxes	\$11.0	(\$1.9)	(\$0.1)	\$0.0	\$0.5	\$9.5
Income from Cont Ops	\$63.0	\$6.5	\$3.3	\$0.0	(\$1.0)	\$91.9
Percent of Net Sales	9.8%					10.8%
Noncontrol Interest - Net Tax	(\$3.3)	\$0.0	\$0.0	\$0.0	\$0.0	(\$3.3)
Inc from Cont Ops - Net Tax	\$79.8	\$6.5	\$3.3	\$0.0	(\$1.0)	\$88.6
Income from Disc Ops - Net Tax	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Net Income	\$79.8	\$6.5	\$3.3	\$0.0	(\$1.0)	\$88.6
Percent of Net Sales	9.4%					10.4%

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Q4 2012 Product & Service Gross Profit



Reconciliation GAAP to non-GAAP (\$Millions)

	2012 (GAAP)	Restructuring	Non-routine Expenses	2012 (non-GAAP)
Service Revenue	\$430.4	\$0.0	-	\$430.4
Product Revenue	\$409.7	\$0.0	-	\$409.7
Total Revenue	\$840.1	\$0.0	\$0.0	\$840.1
Service Gross Profit	\$96.0	\$6.1	\$0.8	\$103.0
Percent of Net Sales	22.3%			23.9%
Product Gross Profit	\$88.1	\$0.1	\$0.0	\$88.2
Percent of Net Sales	21.5%			21.5%
Total Gross Profit	\$184.1	\$6.2	\$0.8	\$191.2
Percent of Net Sales	21.9%			22.8%

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Q4 2011 Product & Service Gross Profit



Reconciliation GAAP to non-GAAP (\$Millions)

	2011 (GAAP)	Restructuring	2011 (non-GAAP)
Service Revenue	\$410.0	\$0.0	\$410.0
Product Revenue	\$439.9	\$0.0	\$439.9
Total Revenue	\$850.0	\$0.0	\$850.0
Service Gross Profit	\$113.4	\$3.4	\$116.8
Percent of Net Sales	27.7%		28.5%
Product Gross Profit	\$109.2	\$2.9	\$112.1
Percent of Net Sales	24.8%		25.5%
Total Gross Profit	\$222.6	\$6.3	\$228.9
Percent of Net Sales	26.2%		26.9%

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2012 Profit & Loss Statement



Reconciliation GAAP to non-GAAP (\$Millions)

	2012 (GAAP)	Restructuring	Non-routine Expenses	Impairment	Non-routine Income	2012 (non-GAAP)
Total Revenue	\$2,991.7	\$0.0	\$0.0	\$0.0	\$0.0	\$2,991.7
Total Gross Profit	\$736.2	\$4.4	\$0.8	\$0.0	\$0.0	\$741.3
Percent of Net Sales	24.6%					24.8%
Operating Expenses						
Selling, G & A	\$509.8	(\$9.0)	(\$24.8)	\$0.0	\$0.1	\$476.0
R, D & E	\$85.9	(\$1.8)	\$0.0	\$0.0	\$0.0	\$84.1
Impairment of Assets	\$15.8	\$0.0	\$0.0	(\$15.6)	\$0.0	\$0.1
Total Operating Expense	\$611.4	(\$10.9)	(\$24.8)	(\$15.6)	\$0.1	\$560.2
Percent of Net Sales	20.4%					18.7%
Total Operating Profit	\$124.7	\$15.2	\$25.6	\$15.6	(\$0.1)	\$181.1
Percent of Net Sales	4.2%					6.1%
Other income/(expense)	(\$7.3)	\$0.0	\$16.8	\$0.0	\$0.0	\$9.5
Inc from Cont Ops before Tax	\$117.4	\$15.2	\$42.3	\$15.6	(\$0.1)	\$190.6
Income Taxes	(\$29.9)	(\$4.5)	(\$12.8)	(\$5.1)	\$0.0	(\$52.3)
Income from Cont Ops	\$87.5	\$10.7	\$29.5	\$10.6	(\$0.0)	\$138.3
Percent of Net Sales	2.9%					4.6%
Noncontrol Interest - Net Tax	(\$5.9)	\$0.0	\$0.0	\$0.0	\$0.0	(\$5.9)
Inc from Cont Ops - Net Tax	\$81.6	\$10.7	\$29.5	\$10.6	(\$0.0)	\$132.4
Loss from Disc Ops - Net Tax	(\$3.1)	-	-	-	-	(\$3.1)
Net Income	\$78.5	\$10.7	\$29.5	\$10.6	(\$0.0)	\$129.2
Percent of Net Sales	2.6%					4.3%

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2011 Profit & Loss Statement



Reconciliation GAAP to non-GAAP (\$Millions)

	2011 (GAAP)	Restructuring	Non-routine Expenses	Impairment	Non-routine Income	2011 (non-GAAP)
Total Revenue	\$2,835.8	\$0.0	\$0.0	\$0.0	\$0.0	\$2,835.8
Total Gross Profit	\$735.9	\$14.6	\$0.0	\$0.0	\$0.0	\$750.5
Percent of Net Sales	26.0%					26.5%
Operating Expenses						
Selling, G & A	\$499.3	(\$11.6)	(\$13.2)	\$0.0	\$0.0	\$474.4
R, D & E	\$78.1	\$0.0	\$0.0	\$0.0	\$0.0	\$78.1
Impairment of Assets	\$3.0	\$0.0	\$0.0	(\$3.0)	\$0.0	\$0.0
Total Operating Expense	\$580.3	(\$11.6)	(\$13.2)	(\$3.0)	\$0.0	\$552.5
Percent of Net Sales	20.5%					19.5%
Total Operating Profit	\$155.6	\$26.2	\$13.2	\$3.0	\$0.0	\$198.0
Percent of Net Sales	5.5%					7.0%
Other income/(expense)	\$8.8	\$0.0	\$3.3	\$0.0	(\$1.5)	\$10.5
Inc from Cont Ops before Tax	\$164.4	\$26.2	\$16.5	\$3.0	(\$1.5)	\$208.5
	5.8%					7.4%
Income Taxes	(\$12.8)	(\$5.5)	(\$4.9)	(\$1.1)	\$0.5	(\$23.7)
Income from Cont Ops	\$151.6	\$20.7	\$11.6	\$1.9	(\$1.0)	\$184.8
Percent of Net Sales	5.3%					6.5%
Noncontrol Interest - Net Tax	(\$7.3)	\$0.0	\$0.0	\$0.0	\$0.0	(\$7.3)
Inc from Cont Ops - Net Tax	\$144.3	\$20.7	\$11.6	\$1.9	(\$1.0)	\$177.5
Income from Disc Ops - Net Tax	\$0.5	-	-	-	-	\$0.5
Net Income	\$144.8	\$20.7	\$11.6	\$1.9	(\$1.0)	\$178.0
Percent of Net Sales	5.1%					6.3%

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2012 Product & Service Gross Profit



Reconciliation GAAP to non-GAAP (\$Millions)

	2012 (GAAP)	Restructuring	Non-routine Expenses	2012 (non-GAAP)
Service Revenue	\$1,626.5	\$0.0	-	\$1,626.5
Product Revenue	\$1,365.2	\$0.0	-	\$1,365.2
Total Revenue	\$2,991.7	\$0.0	\$0.0	\$2,991.7
Service Gross Profit	\$410.8	\$6.2	\$0.8	\$417.9
Percent of Net Sales	25.3%			25.7%
Product Gross Profit	\$325.3	(\$1.8)	\$0.0	\$323.5
Percent of Net Sales	23.8%			23.7%
Total Gross Profit	\$736.2	\$4.4	\$0.8	\$741.3
Percent of Net Sales	24.6%			24.8%

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2011 Product & Service Gross Profit



Reconciliation GAAP to non-GAAP (\$Millions)

	2011 (GAAP)	Restructuring	2011 (non-GAAP)
Service Revenue	\$1,552.4	\$0.0	\$1,552.4
Product Revenue	\$1,283.5	\$0.0	\$1,283.5
Total Revenue	\$2,835.8	\$0.0	\$2,835.8
Service Gross Profit	\$414.1	\$10.7	\$424.8
Percent of Net Sales	26.7%		27.4%
Product Gross Profit	\$321.8	\$3.9	\$325.7
Percent of Net Sales	25.1%		25.4%
Total Gross Profit	\$735.9	\$14.6	\$750.5
Percent of Net Sales	26.0%		26.5%

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Free Cash Flow Reconciliation



(\$Millions)

	<u>Q4 11</u>	<u>Q4 12</u>	<u>FY 11</u>	<u>FY 12</u>
Net Cash provided by operating activities (GAAP Measure)	\$270.1	\$164.3	\$215.4	\$135.5
Capital expenditures	<u>(16.3)</u>	<u>(13.9)</u>	<u>(54.8)</u>	<u>(49.7)</u>
Free Cash Flow (use) (non-GAAP measure)	<u>\$253.8</u>	<u>\$150.4</u>	<u>\$160.6</u>	<u>\$85.8</u>

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