

# **DIEBOLD NIXDORF, INCORPORATED**

## **FINANCE COMMITTEE CHARTER**

### **Purpose**

The Finance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Diebold Nixdorf, Incorporated (the “Company”) for the primary purpose of assisting the Board in oversight of the Company’s capital structure, financing, investment and other financial matters of importance to the Company.

### **Members**

**Number.** The Committee will consist of three directors, or such greater number of directors as the Board appoints.

**Qualifications; Independence.** Each director on the Committee will have such qualifications as the Board determines. In addition, a majority of the directors on the Committee must be independent within the meaning of applicable laws or NYSE listing standards, as the Board determines.

**Appointment and Removal.** The Board appoints Committee members and appoints a Committee Chair from among those 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.

**Chair.** The Board may designate a Chair of the Committee (the “Chair”), who shall be an independent director. In the absence of such designation, the Committee may designate the Chair by majority vote of the Committee. From time to time the Chair may establish such other rules as are necessary and proper for the conduct of the business of the Committee.

### **Responsibilities**

The responsibilities of the Committee include reviewing and, where appropriate, making recommendations to the Board with respect to:

1. Material or other significant transactions, including mergers, acquisitions and divestitures, as well as joint ventures and other equity investments;
2. The Company’s capital structure, including potential issuances of debt and equity securities, credit agreements and material changes thereto, and short-term investment policy;
3. Customer financing activities and funding plans of the Company and its subsidiaries;
4. Significant financial exposures and contingent liabilities of the Company, including the use of derivatives and other risk management techniques;
5. Major insurance programs;
6. Employee benefit plan trust investment policies, administration and performance; and
7. Dividends, stock splits and stock repurchases, subject to approval by the Board.

The Committee may consider such other finance, treasury, insurance and investment matters regarding the Company as the Committee, in its discretion, may determine to be advisable.

## **Meetings**

The Committee shall meet at least two times per year, with additional meetings as appropriate to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate management of the Company, establish the agenda for each Committee meeting. Each 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.

A majority of the number of Committee members shall 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 shall be the act of the Committee, unless a greater number is required by law, the Company's Articles of Incorporation, its Code of Regulations, or this Charter.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any member or representative of the Committee.

## **Delegation**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee. The Committee may delegate any of its duties and responsibilities to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by applicable laws or NYSE listing standards. Any subcommittee, director, or other person 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.

## **Authority to Retain Advisors**

In the course of its duties, the Committee will have sole authority, at the Company's or employee benefit plan's expense, to engage and terminate consultants or advisors, as the Committee deems advisable, including the sole authority to approve the consultant or advisor's fees and other retention terms.

## **Annual Review**

At least annually, the Committee shall evaluate its own performance against 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 a manner as it deems appropriate. At least annually, the Committee will review and reassess the adequacy of this charter and will submit any recommended changes to the charter to the NGSR Committee and the Board for approval.

This Charter will be included on the Company's website and will be made available in print to any shareholder of the Company who submits a request to the Company's Secretary for a copy of this Charter. The Company's annual report to shareholders will state that this Charter is available on the Company's website and will be available in print to any shareholder of the Company who submits to the Company's Secretary a request for a copy of this Charter.

### **Reporting to the Board**

The Committee will report regularly to the Board with respect to the Committee's activities.