

DIEBOLD  

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NIXDORF

# ACHIEVING OUR GOALS THE RIGHT WAY

CODE OF BUSINESS ETHICS

# ACHIEVING OUR GOALS THE RIGHT WAY

THIS CODE OF BUSINESS ETHICS PROVIDES AN OVERVIEW TO OUR EMPLOYEES, SUPPLIERS AND BUSINESS PARTNERS ABOUT OUR COMMITMENT TO DOING THE RIGHT THING. HERE AT DIEBOLD NIXDORF, WE EXPECT EVERYONE TO:

- Exercise sound judgment;
- Avoid questionable conduct;
- Ask questions when unsure how to handle a situation;
- Lead by example and teach others to do the same;
- Follow all Organization policies and procedures;
- Report misconduct to managers, the compliance team and/or our confidential reporting hotline (Ethics Point);
- Never retaliate against anyone for raising ethical concerns; and
- Cooperate with any reviews by the Organization.



Andy W. Mattes  
Chief Executive Officer



Jonathan Leiken  
Chief Legal Officer and  
General Counsel



Elizabeth (Lisa) Radigan  
Vice President,  
Chief Ethics and Compliance Officer

# KEY POINTS ABOUT OUR CODE

## When and to whom does the Code of Business Ethics apply?

- Our Code of Business Ethics (the “Code”) applies to Diebold Nixdorf, Incorporated and all of our activities and to all of our subsidiaries and affiliates (collectively “Diebold Nixdorf” or the “Organization”).
- This Code requires compliance with all applicable laws. Although the Code highlights numerous specific requirements, it is impossible to predict all scenarios that an employee may encounter. If you are ever unsure of the appropriate course of conduct, please contact the Legal or Ethics & Compliance teams or one of Our Diebold Nixdorf Resources.
- Our Code applies to all of Diebold Nixdorf ’s directors, officers, employees, agents and contractors and we refer to all of them as “employees” in this Code. In addition, we expect our suppliers, distributors, customers and other business partners to act ethically and in a manner consistent with our Code.
- Any waiver of this Code for directors or executive officers may be made only by the Organization board or a board committee.

## Potential Wrongdoing Must Be Reported

- Any employee who is aware of a violation – or even suspects a violation – of this Code, other Diebold Nixdorf policies or the law must report it. Failing to report potential wrongdoing (or reporting a violation in bad faith) is itself a breach of this Code and may be cause for disciplinary action, up to and including termination of employment or service.
- The Organization will fully support employees who make honest, good-faith reports and no one at Diebold Nixdorf may retaliate against an employee who follows this rule. Retaliation is itself a breach of this Code and cause for disciplinary action, up to and including termination of employment or service.

## Investigation of Suspected Violations

- The Organization will fully investigate any suspected violations and all employees are expected to cooperate and to provide complete and truthful information in connection with any investigation.
- If the investigation reveals that an employee acted inconsistently with the Code, other policies, or the law, the employee will be disciplined appropriately, up to and including termination of employment or service and – where warranted – potential legal action.

# KEY AREAS OF FOCUS

The remainder of this Code is dedicated to specific areas of focus, each of which is summarized in this document and defined in greater detail in our core policies. The areas of focus are:

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# OUR BUSINESS PARTNERS

## **We value collaboration and engage in proper transactions with business partners around the world.**

- We only work with suppliers, business partners and other third parties who operate ethically.
- All suppliers and business partners are expected to exhibit high ethical standards and to support sustainable business practices.
- All third parties acting on our behalf to sell or market our products or interact with government entities on our behalf are screened, trained and monitored to ensure compliance with all applicable laws and regulations.

## **Working with Government**

- Many governments have enacted unique laws, rules and regulations governing how organizations conduct business with them. It is Diebold Nixdorf's policy to comply with these requirements and to strictly adhere to all terms and conditions of any government contract.
- All employees who interact in any way with the U.S. government are expected to review and follow our Code of Conduct for U.S. Government Sales.

# ANTI-CORRUPTION

## **We do not permit or tolerate any improper payments of any kind.**

- We adhere to all provisions of the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and other applicable anti-corruption laws where we do business.
- It is never acceptable to give, receive or offer a bribe – and it is never acceptable for a third party to do so on our behalf. Bribes are not limited to cash payments and can include anything of value, such as travel, entertainment, promotional or demonstrative items, the promise of a job or even a gift.
- Employees, business partners, suppliers and any other third party operating on our behalf may not, directly or indirectly, offer, provide, promise or accept anything of value in exchange for favorable business treatment or to obtain or retain business.
- All gifts, entertainment, travel and marketing or training events must conform to our policies, must be clearly for legitimate business purposes, must be modest and infrequent and must be transparent.
- All donations, either charitable or political, must be approved, and may be prohibited, according to our policies and cannot be used as a pretext to make an improper or unauthorized payment.
- We must also comply with all applicable anti-money laundering laws. Immediately report to your manager, your legal team or your compliance team any unusual or suspicious activities or transactions, such as:
  - attempted payment in cash or from an unusual financing source;
  - arrangements that involve the transfer of funds to or from countries or entities unrelated to the transaction or customer;
  - unusually complex deals that don't reflect a real business purpose; or attempts to evade record-keeping or reporting requirements.

# GLOBAL TRADE, IMPORT, EXPORT

## **We diligently follow all international trade laws.**

- Employees and business partners involved in cross-border business are expected to comply with all trade sanctions and embargoes imposed by the United States or any other jurisdiction in which we do business.
- Employees and business partners are also expected to properly document all products, materials and technology imported or exported to ensure compliance with customs and import/export laws and regulations.

# FINANCIAL DATA

## **We carefully prepare our business and financial results.**

- Our Organization maintains disclosure controls and procedures to ensure full, fair, accurate, timely and understandable disclosure of required information.
- Employees must create complete, accurate and truthful records.
- We are dedicated to, and expect our employees to adhere to, reliable financial reporting controls in accordance with U.S. generally accepted accounting principles.
- Our financial statements and books and records must properly disclose the nature and purpose of transactions and employees are expected to comply with all laws, regulations and Organization policies regarding proper disclosure and recordkeeping.
- All employees, suppliers and business partners are expected to fully cooperate with all internal and external auditors.

# DATA PRIVACY

## **We safeguard personal data.**

- We collect, hold and use personal data only for express business purposes and only hold it for as long as required.
- Only employees who are expressly permitted to do so may access or obtain personal data.
- Employees must consult with the legal department before transferring any personal data across borders to ensure compliance with laws and regulations.

# CONFIDENTIALITY

## **We protect confidential Organization information.**

- Employees, suppliers and business partners must keep all information learned from the Organization strictly confidential.
- Employees may not provide information to investors, the media or industry analysts without express approval from the Organization's Disclosure Committee.
- While we encourage our employees to invest in Diebold Nixdorf securities, employees are strictly prohibited from using confidential information to trade in Diebold Nixdorf securities and are prohibited from sharing such information with others for the purpose of trading in Diebold Nixdorf securities. Employees must adhere to all trading limitations and blackout windows as detailed in our Trading Policy.
- Employees, suppliers and business partners must exercise caution and good judgment in using social media and may not share confidential information on such platforms without express approval.



# WORK ENVIRONMENT

## **We maintain a respectful work environment.**

- Every employee is responsible for assuring that the workplace is free from inappropriate conduct and harassment.
- We are committed to equal employment and advancement opportunity without regard to sex, race, color, religion, national origin, age, disability, sexual orientation, veteran status and any other classification protected by applicable law.

# FAIR COMPETITION

## **We vigorously compete for all business.**

- We win customers based on our products or services and do not disparage our competitors or solicit or use non-public information from our competitors.
- We comply with all relevant antitrust and fair competition laws in all jurisdictions in which we do business.
- We never agree with competitors to set prices, limit production, divide markets or bids or make any other agreements to limit competition. As a rule of thumb, do not discuss prices, clients, product plans or other confidential information with any competitors.
- Employees working with distributors and other business partners must ensure that contracts with such distributors are reviewed and approved by the legal department to ensure compliance with fair competition laws.

# CONFLICTS OF INTEREST

## **We avoid conflicts of interest.**

- All employees and members of their immediate families are expected to avoid situations that cast doubt as to whether or not the employee is acting in the best interests of the Organization.
- Employees, suppliers and business partners are expected to be transparent and promptly disclose any potential conflicts of interest to the legal and compliance department.
- Employees and directors may not use Organization property or opportunities for personal gain and may not compete with the Organization.

# INTELLECTUAL PROPERTY

## **We protect our ideas.**

- All employees, suppliers and business partners are expected to take care to protect and keep confidential Diebold Nixdorf's inventions, patents, trademarks, copyrights and trade secrets.
- Employees involved in software development must pay particular attention to intellectual property rules and regulations and should consult with the legal department if they have any questions or concerns.
- Employees, suppliers and business partners must also respect the intellectual property rights of others. We only use licensed software and do not download photos, movies, music or other protected works without proper authorization.

# ORGANIZATION COMPUTERS AND SYSTEMS

## **We protect our electronic devices and systems.**

- Employees are expected to protect the security of our computers and systems by using strong passwords and taking steps to avoid theft or damage.
- Our Organization computers and systems may only be used for business purposes and our employees are expected to exercise good judgment in their communications within the Organization and when communicating with outside parties.

# ORGANIZATION PROPERTY

## **We protect Organization property from theft and fraud.**

- All employees are responsible for protecting Diebold Nixdorf's assets and ensuring their proper use.
- Organization assets may never be used for any unauthorized purpose.
- Employees, suppliers and business partners are expected to be alert to potential fraud or misuse of Organization assets – including misuse of Organization credit cards and petty cash, filing false expense reports or mischaracterizing transactions.

# CUSTOMER INTERACTION

## **We treat customers fairly and with respect.**

- Employees must maintain customer confidence and safeguard all customer data and information.
- Employees, suppliers and business partners are not permitted to share customer information outside of the Organization and may only access customer information as needed for legitimate business purposes and only as permitted by law.
- Employees must contact the legal department or global risk and security before collecting, transferring, processing, disclosing or disposing of customer data.

# SUSTAINABILITY

## **We are committed to human rights and a healthy environment.**

- We provide fair working conditions and do not engage in forced or child labor or human trafficking. We expect our suppliers and business partners to do the same.
- We are committed to compliance with all applicable environmental and health and safety laws.

# OUR DIEBOLD NIXDORF RESOURCES

**We expect our employees, suppliers and business partners to report misconduct and wrongdoing and to reach out with questions.**

There are numerous Organization resources available to help answer questions, make the right decision and report concerns:

- Supervisors or managers
- Human Resources partners or representatives
- Officer or any member of the global Ethics and Compliance team  
([compliance@dieboldnixdorf.com](mailto:compliance@dieboldnixdorf.com))
- Diebold Nixdorf's Chief Legal Officer or any member of the global legal team
- Diebold Nixdorf's Board of Directors
- The confidential Ethics Point hotline

## ETHICS POINT

**Employees may report matters to Diebold Nixdorf's confidential Ethics Point hotline available at: 1-866-ETHICSP (1-866-384-4277) or [www.ethicspoint.com](http://www.ethicspoint.com)**

**ARGENTINA**  
0-800-555-0906

**AUSTRALIA**  
1-800-339276

**AUSTRIA**  
0800-291870

**BAHAMAS**  
1-8005399827

**BANGLADESH**  
157-0011 – At the prompt dial 866-384-4277

**BELGIUM**  
0800-77004

**BOLIVIA**  
800-10-0707

**BRAZIL**  
0800-8911667

**BULGARIA**  
00-800-0010 – At the prompt dial 866-384-4277

**CAMBODIA**  
1-800-881-001, available from payphones in Phnom Penh and Siem Riep only – At the prompt dial 866-384-4277

**CAYMAN ISLANDS**  
1-8003371159

**CHILE**  
1230-020-5771

**CHINA**  
Southern – 10-800-120-1239  
Northern – 10-800-712-1239

**COLOMBIA**  
01800-9-155860

**COSTA RICA**  
0800-0121386

**CROATIA**  
0800-220-111 – At the prompt dial 866-384-4277

**CURACAO**  
001-800-872-2881 – At the prompt dial 866-384-4277

**CZECH REPUBLIC**  
800-142-550

**DENMARK**  
80-882809

**DOMINICAN  
REPUBLIC**  
1-8887512292

**ECUADOR**  
1-800-225-528  
Andinatel:  
1-999-119 – At the  
prompt dial 866-384-4277

**EGYPT**  
02-2510-0200  
Cairo:  
2510-0200 – At the  
prompt dial 866-384-4277

**EL SALVADOR**

**ESTONIA**  
800-12001 – At the  
prompt dial 866-384-4277

**FIJI**  
004-890-1001 – At the  
prompt dial 866-384-4277

**FINLAND**  
0800-1-14945

**FRANCE**  
0800-902500

**FRENCH  
ANTILLES**  
0-800-99-0011 – At the  
prompt dial 866-384-4277

**FRENCH GUIANA**  
0800 99 00 11 – At the  
prompt dial 866-384-4277

**GERMANY**  
0800-1016582

**GIBRALTAR**  
8800 – At the prompt  
dial 866-384-4277

**GREECE**  
00800-12-6576

**GRENADA**  
1-800-225-5288, available  
from airports, cruise docks  
and hotels only – At the  
prompt dial 866-384-4277

**GUADELOUPE**  
0-800-99-0011 – At the  
prompt dial 866-384-4277

**GUAM**

**GUATEMALA**  
1-800-6240091

**GUYANA**  
1-8007320752

**HONDURAS**  
800-0123 – At the prompt  
dial 866-384-4277

**HONG KONG**  
800-964214

**HUNGARY**  
06-800-17199

**ICELAND**  
800-9208

**INDIA**  
000-800-100-1071

**INDONESIA**  
001-803-011-3570

**IRELAND**  
1-800615403

**ISRAEL**  
1-809-21-4405

**ITALY**  
800-786907

**IVORY COAST**  
00-111-11  
French Operator:  
00-111-12 – At the  
prompt dial 866-384-4277

**JAMAICA**  
1-8003371285

**JAPAN**  
00531-121520

**JORDAN**  
1-880-0000 – At the prompt  
dial 866-384-4277

**KAZAKHSTAN**  
8^800-121-4321 – At the  
prompt dial 866-384-4277

**KOREA (SOUTH)**  
00798-14-800-6599

**LATVIA**  
8000-0937

**LEBANON**  
01-426-801 – At the prompt  
dial 866-384-4277

**LUXEMBOURG**  
800-2-1157

**MACEDONIA**  
0800-94288 – At the  
prompt dial 866-384-4277

**MALAYSIA**  
1-800-80-8641

**MEXICO**  
001-800-840-7907

**MICRONESIA**  
288 – At the prompt  
dial 866-384-4277

**MONACO**  
0800-91-1557

**MOROCCO**  
002-11-0011 – At the  
prompt dial 866-384-4277

**NETHERLANDS**  
0800-0226174

**NETHERLANDS  
ANTILLES**  
001-800840-8061

**NEW ZEALAND**  
0800-447737

**NICARAGUA**  
001-800-220-1932

**NORWAY**  
800-15654

**PAKISTAN**  
00-800-01-001 – At the  
prompt dial 866-384-4277

**PANAMA**  
001-800-507-2386

**PARAGUAY**  
008-11-800, Asuncion City  
only – At the prompt dial  
866-384-4277

**PERU**  
0800-52116

**PHILIPPINES**  
1-800-1-114-0165

**POLAND**  
0-0-800-1211571

**PORTUGAL**  
8008-12499

**PUERTO RICO**  
1-866-384-4277

**ROMANIA**  
0808-03-4288 – At the  
prompt dial 866-384-4277

**RUSSIA**  
8-10-8002-6053011

**SAUDI ARABIA**  
1-800-10 – At the prompt  
dial 866-384-4277

**SENEGAL**  
800-103-072  
French Operator  
800-103-073 – At the  
prompt dial 866-384-4277

**SINGAPORE**  
800-1204201

**SLOVAKIA**  
0800-001-544

**SOUTH AFRICA**  
080-09-92604

**SPAIN**  
900-991498

**SRI LANKA**  
112-430-430  
Colombo:  
2-430-430 – At the prompt  
dial 866-384-4277

**SWEDEN**  
020-79-8729

**SWITZERLAND**  
0800-562907

**TAIWAN**  
00801-13-7956

**THAILAND**  
001-800-12-0665204

**TRINIDAD AND  
TOBAGO**  
1-888-805-3405

**TURKEY**  
0811-288-0001 – At the  
prompt dial 866-384-4277

**UKRAINE**  
0^00-11 – At the prompt  
dial 866-384-4277

**UNITED ARAB  
EMIRATES**  
8000-021

**U.S. MILITARY  
BASES**  
8000-051 or 8000-061 –  
At the prompt dial  
866-384-4277

**UNITED KINGDOM**  
0800-032-8483

**URUGUAY**  
000-413-598-3075

**UZBEKISTAN**  
8^641-744-0010 – At the  
prompt dial 866-384-4277

**VENEZUELA**  
0800-1-00-4586

**VIETNAM**  
120-11067

# ADDITIONAL RESOURCES

**You can learn more from Organization policies, which include, but are not limited to, the following:**

- Anti-Corruption Policy
- Whistleblower Non-Retaliation Policy
- Anti-Corruption Corporate Development Policy
- Conflicts of Interest Policy
- Confidentiality & Disclosure Policy
- Fair Competition Policy
- Global Trade Compliance Policy
- Gifts, Entertainment & Travel Policy
- Charitable Donations Policy
- Political Donations & Activities Policy
- Third Party Policy
- Payee Policy
- Sales Intermediary Policy
- Trading Policy

*\*The Diebold guidelines named in this policy, which are legally binding for employees of Diebold Nixdorf and also valid for German employees of Diebold Nixdorf, are, in the case of co-determination rights, subject to the express proviso of examination by and the approval of the Corporate Works Council of Wincor Nixdorf International GmbH, and in this respect they have, initially and until further notice, no legal effect on Diebold Nixdorf employees in Germany. The policies adopted by Diebold Nixdorf might be subject to the review and approval of works councils in other European countries as well.*

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