



Draft transfer resolution:

“The no-par value bearer shares of the remaining shareholders of Diebold Nixdorf Aktiengesellschaft (minority shareholders) are transferred, in accordance with sections 78, 62 para. 5 of the German Transformation Act in conjunction with sections 327a et seq. of the German Stock Corporation Act, to Diebold Nixdorf Holding Germany Inc. & Co. KGaA, with its registered office in Paderborn (majority shareholder) against adequate cash compensation in the amount of EUR 54.80 for each no-par value bearer share of Diebold Nixdorf Aktiengesellschaft to be paid by the majority shareholder.”