

**Diebold Nixdorf, Incorporated**  
**Technology Strategy and Innovation Committee**

**Purpose**

The purpose of the Committee shall be to assist the Board of Directors (the “Board”) of Diebold Nixdorf, Incorporated (the “Company”) in its oversight of the Company’s technology goals and strategies on a global basis, within the overall corporate strategy, which include its innovation, competitive differentiation, customer and market understanding, research and development and engineering programs, security and privacy dimensions, and its partnering and acquisition proposals. The members of the Committee shall exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders.

Committee members will:

- Be a source of external perspective to management and the Board
- Augment the relationship, communication, understanding, and oversight between the Board and management regarding strategic technology direction and global positioning, risks, and competitive differentiation.
- Provide management with a sounding-board during technology and security direction-setting, strategy formulation, R&D, and consideration of related partnerships, acquisitions, and divestitures at times and at a depth that is not practical during formal Board meetings.
- Make recommendations to the Board on the validity of management’s proposals regarding technology and innovation strategy.
- Enhance management’s network of contacts and connections with relevant technology industry experts and companies.

**Committee Membership**

The Committee shall consist of no fewer than two members. The Board shall appoint the members of the Committee, and designate one member to be its Chair. Committee members may be replaced, and the Chair may be changed, from time to time by the Board.

**Operation**

The Committee shall meet at such time and place as the Committee shall determine. It will be governed by the same rules as other Board committees regarding the conduct of meetings and periodic reporting to the full Board. Representatives of management shall attend meetings as required by the Committee. The Chair shall set the agenda for and preside at meetings of the Committee.

**Authority**

The Committee shall exercise such other powers and authority as the Board shall, from time to time, confer upon it. In carrying out its responsibilities, the Committee’s practices and

Last revised: April 2018

policies shall remain flexible, in order for the Committee to respond to changing facts and circumstances.

### **Responsibilities**

In discharging its delegation from the Board, the Committee shall have the following responsibilities:

1. To assist the Board in its oversight of the Company's investments in hardware, software, and services technology and related intellectual property.
2. Preview and evaluate the Company's global technology and innovation strategies and initiatives, including their impact on Company performance, growth, and competitive position.
3. Evaluate management proposals for strategic technology investments, partnerships, divestitures and acquisitions. Provide counsel and advice to the Board of Directors, with the understanding that the ultimate responsibility for approval resides with the full Board.
4. Provide understanding, clarification, and validation to the Board on the strategic direction of the Company as it relates to technology and innovation.

### **Execution**

In pursuit of its responsibilities, the Committee will:

1. Review and analyze global technology trends that could significantly affect the Company and the global markets in which it operates.
2. Review and discuss with management the Company's overall technology and innovation strategy, including objectives, strategic initiatives, investments, and research and development activities.
3. Periodically meet with management regarding the establishment of technology-related milestones, monitor and evaluate the performance of the Company's initiatives in support of its technology and innovation strategies, including competitive differentiation, consumer acceptance, and integration of new products and services.
4. Review and discuss with management, as appropriate, major technology acquisition, partnering and internal development opportunities; emerging issues and trends in the broader relevant markets.
5. Review and assess technology risks including cyber-attack threats, prevention and detection and the protection of intellectual property.
6. Report to the Board regularly on its actions and deliberations

## **Evaluation**

The Committee will participate (in connection with the Board Governance Committee's annual review of Board and Committee performance) in an annual review and evaluation of the Committee's performance with respect to the requirements of this Charter. The Committee shall conduct this evaluation in such manner as the Committee, in its business judgment, deems appropriate.

## **Resources and Authority**

The Committee shall have the resources and authority appropriate, in the Committee's discretion, to discharge its responsibilities and to engage consultants, independent counsel and other independent advisors. By adoption of this Charter, the Board authorizes funding for the Committee appropriate, in the Committee's discretion, for the discharge of the Committee's functions and responsibilities. Any such advisors retained by the Committee shall be independent as determined in the discretion of the Committee.