

Diebold Nixdorf, Incorporated
North Canton, Ohio, United States of America

Public Disclosure of Inside Information pursuant to Article 17 Regulation (EU) No 596/2014

Diebold Nixdorf Initiates Merger Squeeze-out Procedure

November 7, 2018 - North Canton, Ohio, United States of America –Diebold Nixdorf, Inc. and Diebold Nixdorf AG have agreed today to implement a merger of Diebold Nixdorf AG (as transferring entity) into Diebold Nixdorf Holding Germany Inc. & Co. KGaA ("Diebold KGaA"), a wholly-owned direct subsidiary of Diebold Nixdorf, Inc., as surviving entity, in order to further simplify the structure of the Diebold Nixdorf group. In this context, a squeeze-out of the remaining minority shareholders of Diebold Nixdorf AG against adequate cash compensation pursuant to Sections 62 para. 1 and para. 5 of the German Transformation Act (*Umwandlungsgesetz* - UmwG) in conjunction with Sections 327a et seq. of the German Stock Corporation Act (*Aktiengesetz* - AktG) would be consummated. As a result of such merger squeeze-out, Diebold Nixdorf AG would cease to exist and the listing of Diebold Nixdorf AG shares on the Frankfurt Stock Exchange would be terminated. Diebold KGaA currently owns 28,006,679 shares in Diebold Nixdorf AG corresponding to 93.9% of the share capital of Diebold Nixdorf AG (excluding treasury shares).

Accordingly, Diebold KGaA will enter into negotiations with Diebold Nixdorf AG on a merger agreement, the completion of which will be subject to the approval of the supervisory board of Diebold Nixdorf AG. Following execution of the merger agreement, an extraordinary shareholders' meeting of Diebold Nixdorf AG will be called to resolve on the transfer of the shares of the remaining shareholders of Diebold Nixdorf AG to Diebold Nixdorf AG against adequate cash compensation. The extraordinary shareholders' meeting is expected to take place in the first quarter of 2019.

If prior to the publication of the convocation notice for the extraordinary shareholders' meeting of Diebold Nixdorf AG, outstanding shareholders of Diebold Nixdorf AG tender their shares to Diebold KGaA under the cash compensation offer in connection with the domination and profit-and-loss transfer agreement between Diebold KGaA as controlling entity and Diebold Nixdorf AG as controlled entity in such numbers that Diebold KGaA acquires at least 95% of the share capital of Diebold Nixdorf AG (excluding treasury shares), Diebold Nixdorf, Inc. and Diebold KGaA may consider initiating a corporate squeeze-out pursuant to Sections 327a et seq. of the German Stock Corporation Act (*Aktiengesetz* - AktG) instead of a merger squeeze-out. In any event, such corporate squeeze-out would be conducted on the same terms and within the same time frame as outlined herein and neither the legal nor the economic position of the outstanding shareholders of Diebold Nixdorf AG would change as a result of such shift from the merger squeeze-out to a corporate squeeze-out procedure.

North Canton, November 7, 2018

Diebold Nixdorf, Incorporated

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Forward-Looking Statements

This ad hoc release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements can generally be identified as forward-looking because they include words such as "believes", "anticipates", "expects", "could", "should" or words of similar meaning. Statements that describe the future plans of Diebold Nixdorf, Inc. (the "Company"), its objectives or goals are also forward-looking statements. Forward-looking statements are subject to assumptions, risks and uncertainties that may cause actual results to differ materially from those contemplated by such forward-looking statements. The factors that may affect the Company's results include, among others: the impact of the domination and profit and loss transfer agreement with Diebold Nixdorf AG ("DPLTA") and the outcome of the appraisal proceedings initiated in connection with the implementation of the DPLTA; the ultimate outcome and results of integrating the operations of the Company and Diebold Nixdorf AG; our ability to successfully complete the merger squeeze-out, its ultimate impact and any appraisal proceedings or other litigation that may be initiated in connection with the implementation of the merger squeeze-out; the ultimate outcome of the Company's pricing, operating and tax strategies applied to Diebold Nixdorf AG and the ultimate ability to realize cost reductions and synergies; the Company's ability to successfully operate its strategic alliances in China; the 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 the impact of the Tax Act; the Company's reliance on suppliers and any potential disruption to the Company's global supply chain; the impact of market and economic conditions on the financial services and retail industries; the capacity of the Company's technology to keep pace with a rapidly evolving marketplace; pricing and other actions by competitors; the effect of legislative and regulatory actions in the United States and internationally; the Company's ability to comply with government regulations; the impact of a security breach or operational failure on the Company's business; the Company's ability to successfully integrate acquisitions into its operations; the impact of the Company's strategic initiatives, including DN Now; the Company's success in divesting, reorganizing or exiting non-core businesses; the Company's ability to successfully close the Term Loan A-1 transaction; and other factors included in the Company's filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2017 and in other documents that the Company files with the SEC. You should consider these factors carefully in evaluating forward-looking statements and are cautioned not to place undue reliance on such statements. The Company assumes no obligation to update any forward-looking statements, which speak only to the date of this ad hoc release.