

DIEBOLD INC
Form 424B3
February 09, 2016
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-208186

This document has neither been reviewed nor approved by the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (BaFin). In connection with the voluntary takeover offer (*Freiwilliges Übernahmeangebot*) that is being made in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and applicable regulations to acquire all ordinary shares in Wincor Nixdorf Aktiengesellschaft, Diebold, Incorporated (the Bidder) filed a German language exchange offer document with BaFin, which publication was approved by BaFin on February 4, 2016 (the Offer Document). The Offer Document and an English translation thereof that was neither reviewed nor approved by BaFin were published by the Bidder on February 5, 2016 on the internet at <http://www.Diebold.com> under *Company/Investor Relations*. This document and the English translation of the Offer Document that was published by the Bidder on the internet at <http://www.Diebold.com> on February 5, 2016 are identical in all substantive respects, except that this document includes under 35. *Exhibits* additional sections entitled *Unaudited Condensed Group Interim Financial Statements of Wincor Nixdorf Aktiengesellschaft for the Three Months Ended December 31, 2015 and Selected Explanatory Notes*, *Legal Matters*, *Experts*, *Incorporation by Reference*, and a copy of the Business Combination Agreement. In addition, this document does not include a report pursuant to paragraph 20.2 of Annex I of Commission Regulation (EC) No 809/2004. These modifications do not affect the Offer Document under which the offer is being made. Where this document makes reference to its publication pursuant to the German Takeover Act or that its publication has been approved by BaFin, such reference shall be deemed to relate to the Offer Document only.

Shareholders of Wincor Nixdorf Aktiengesellschaft, particularly shareholders with a place of residence, registered office or habitual abode outside of Germany, should pay particular attention to Section 1 of this Offer Document.

OFFER DOCUMENT

Voluntary Public Takeover Offer

(Combined Cash and Exchange Offer)

by

Diebold, Incorporated

Edgar Filing: DIEBOLD INC - Form 424B3

5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077,

United States

to the shareholders of

Wincor Nixdorf Aktiengesellschaft

Heinz-Nixdorf-Ring 1, 33106 Paderborn,

Germany

to acquire all ordinary bearer shares of Wincor Nixdorf Aktiengesellschaft

without par value for

payment of 38.98

and

0.434 common shares of Diebold, Incorporated

for

each tendered share of Wincor Nixdorf Aktiengesellschaft

Acceptance Period:

February 5, 2016 to March 22, 2016, at 24:00 hours (Central European Time)

Wincor Nixdorf Shares: ISIN DE000A0CAYB2

Tendered Wincor Nixdorf Shares: ISIN DE000A169QN2

Diebold Shares: ISIN US2536511031

Common shares of Diebold, Incorporated are traded on the New York Stock Exchange under the symbol DBD.

The offer is subject to the satisfaction or, where permissible, waiver of certain conditions. Settlement of the offer and payment of the offer consideration will not be made until the regulatory condition has been satisfied (or waived). If the regulatory condition is not satisfied (or waived) on or prior to November 21, 2016, the offer will terminate and settlement will not occur. As a result, settlement of the offer and payment of the offer consideration may be made on a date that is significantly later than the expiration of the offer acceptance period (after which withdrawal rights will cease) or the expiration of the additional acceptance period, or may not occur.

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission or regulatory authority has approved or disapproved of the securities to be issued in connection with the business

combination or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offense under U.S. law.

Information about the exchange offer is contained in this exchange offer document, which we urge you to read. In particular, see Risk Factors beginning on page 1 in Annex 4 of this document.

Prospectus dated February 5, 2016.

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This offer document (the **Offer Document**) describes the voluntary public takeover offer by way of a combined cash and exchange offer (the **Takeover Offer**) made by Diebold, Incorporated, registered under the laws of the state of Ohio, United States and with its principal executive offices at 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, United States (the **Bidder** , and together with its subsidiaries and affiliated companies, the **Diebold Group**), to the shareholders of Wincor Nixdorf Aktiengesellschaft, with its registered office in Paderborn, Germany, registered with the commercial register (*Handelsregister*) of the Local Court Paderborn under registration number HRB 6846 (the **Target** or **Wincor Nixdorf** , and together with its subsidiaries and affiliated companies, the **Wincor Nixdorf Group**) (the shareholders of **Wincor Nixdorf**, the **Wincor Nixdorf Shareholders** and the ordinary bearer shares without par value of Wincor Nixdorf with the International Securities Identification Number (**ISIN**) DE000A0CAYB, the **Wincor Nixdorf Shares**).

The Takeover Offer is a voluntary public offer to acquire securities pursuant to the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, the **Takeover Act**) in conjunction with the German Regulation on the Content of the Offer Document, Consideration for Takeover Offers and Mandatory Offers and the Release from the Obligation to Publish and Issue an Offer (*Verordnung über den Inhalt der Angebotsunterlage, die Gegenleistung bei Übernahmeangeboten und Pflichtangeboten und die Befreiung von der Verpflichtung zur Veröffentlichung und zur Abgabe eines Angebots* WpÜG-Angebotsverordnung, the **Takeover Offer Regulation**). The Takeover Offer is exclusively carried out in accordance with German law and applicable provisions of the securities laws of the United States of America (the **United States**), including the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the **Exchange Act**) and the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (the **Securities Act**).

Pursuant to applicable U.S. securities laws, including Section 5 of the Securities Act, and Rule 145 thereunder, the Bidder is required to file a registration statement on Form S-4 (the **Registration Statement**) with respect to the common shares (ISIN US2536511031) offered in this Takeover Offer (the **Diebold Offer Shares**). The Takeover Offer may only be settled after the U.S. Securities and Exchange Commission (the **SEC**) declares the Registration Statement effective. Once the Bidder has satisfactorily addressed all SEC comments in an amendment to the Registration Statement, the Bidder may request effectiveness and the SEC will declare the Registration Statement effective. The Diebold Offer Shares will be fully fungible with the other common shares of the Bidder (the Diebold Offer Shares and the other common shares of the Bidder together, the **Diebold Shares**), including with respect to dividend entitlements (based on the Bidder's quarterly dividend distribution) as well as voting rights, and the Diebold Offer Shares will be admitted to trading on the New York Stock Exchange (the **NYSE**) and all Diebold Shares will be admitted to trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (**Frankfurt Stock Exchange**). On the basis of the Early Commencement Rule (as defined in Section 10.2.2), the Bidder may begin the Takeover Offer pursuant to a preliminary prospectus filed with the SEC prior to the effectiveness of the Registration Statement (see Section 10.2).

Annex 4 contains information according to Section 2 no. 2 of the Takeover Offer Regulation in conjunction with Section 7 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*, the **Securities Prospectus Act**) and the Commission Regulation (EC) No 809/2004 of April 29, 2004 implementing Directive 2003/71/EC of the European Parliament and of the European Council with regards to information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the **EU**

Prospectus Regulation). **Annex 4** forms part of this Offer Document and should be read together with the main part of this Offer Document.

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With the exception of **Annex 1** (Financing Confirmation), **Annex 2** (List of Persons Acting in Concert with the Bidder (Subsidiaries of Diebold)), **Annex 3** (List of Persons Acting in Concert with the Target (Subsidiaries of Wincor Nixdorf)), **Annex 4** (Section 2 no. 2 of the Takeover Offer Regulation in conjunction with Section 7 Securities Prospectus Act) and **Annex 5** (Share Price and Liquidity Analysis), there are no further documents that form part of this Offer Document.

With this Takeover Offer, the Bidder is not making any public offer pursuant to any laws other than the laws of Germany and the laws of the United States. Consequently, unless required by mandatory law, no other announcements have been made, and no other registrations, approvals, admissions or authorizations have been applied for or granted, in respect of this Offer Document and/or the Takeover Offer outside Germany or the United States (with respect to the publication and dissemination of the Offer Document please refer to Section 1.5). As a result, the Wincor Nixdorf Shareholders cannot rely upon the application of foreign laws for investor protection.

1.2 Special Information for Wincor Nixdorf Shareholders whose place of residence, seat or habitual abode is in the United States

The Takeover Offer is being made in the United States in reliance on, and in compliance with, applicable provisions of Section 14(e) and Regulation 14E of the Exchange Act. The Takeover Offer refers to shares of a German company and is subject to the legal provisions of the Federal Republic of Germany regarding the implementation and disclosure requirements for such an offer which differ substantially from the corresponding legal provisions of the United States. For example, certain financial information in this Offer Document has been determined in accordance with the International Financial Reporting Standards (the **IFRS**) as adopted by the European Union and may therefore not be comparable to financial information relating to U.S. companies and other companies whose financial information is determined in accordance with the Generally Accepted Accounting Principles of the United States (the **U.S. GAAP**). Furthermore, the payment and settlement procedure with respect to the Takeover Offer will comply with the relevant German rules which differ from payment and settlement procedures customary in the United States, particularly with regard to the payment date of the consideration.

1.3 Publication of the Decision to Launch a Takeover Offer

On November 23, 2015, the Bidder published its decision to launch the Takeover Offer under Section 10 para. 1 sentence 1 Takeover Act. The referenced publication of the Bidder is available on the internet at <http://www.diebold.com/> in the *Investor Relations* section.

1.4 Review of the Offer Document by BaFin

The German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (the **BaFin**) has reviewed this Offer Document in the German language and has approved its publication on February 4, 2016. The English translation has not been subject to review by the BaFin. No other documents form a part of this Takeover Offer.

This Takeover Offer is exclusively carried out in accordance with German law and certain applicable provisions of the securities laws of the United States (see Section 1.1). Registrations, admissions or approvals of this Offer Document and/or this Takeover Offer under any other laws have not been made so far and are not intended.

1.5 Publication and Dissemination of this Offer Document

The Bidder has published this Offer Document in German in accordance with Sections 34, 14 paras. 2 and 3 Takeover Act on February 5, 2016, by (i) making an announcement on the internet at <http://www.diebold.com/> in the *Investor Relations* section, and (ii) keeping copies available for distribution free of charge for all Wincor Nixdorf Shareholders through Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany (inquiries by facsimile at +49 69 910 38794 or by email at

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dct.tender-offers@db.com) (the **Settlement Agent**). The Bidder has provided a non-binding English translation to the Wincor Nixdorf Shareholders in the same way. Only the German Offer Document, whose publication has been approved by BaFin on February 4, 2016, has binding effect for this Takeover Offer.

The announcement pursuant to Section 14 para. 3 sentence 1 no. 2 Takeover Act, regarding the availability of this Offer Document through the Settlement Agent for distribution free of charge and the internet address under which this Offer Document is published, was published by the Bidder in the Federal Gazette (*Bundesanzeiger*) on February 5, 2016.

Immediately after approval of the publication of the German Offer Document by BaFin, the non-binding English translation of this Offer Document will be filed by the Bidder with the SEC and will be available electronically through the SEC's Electronic Data Gathering, Analysis and Retrieval (**EDGAR**) system. The English translation of this Offer Document can be located on EDGAR at <http://www.sec.gov/edgar/searchedgar/companysearch.html>. On this website, search for Diebold Inc under company name. The English translation of this Offer Document is also available on the internet at <http://www.diebold.com/> in the *Investor Relations* section. In addition, the Settlement Agent keeps the non-binding English translation for distribution free of charge.

In addition, the U.S. Shareholders of Wincor Nixdorf can request, free of charge, the delivery of the English translation of this Offer Document to the United States either through the aforementioned internet address or by contacting the Settlement Agent using the aforementioned contact details. The Bidder will also announce by way of an English language press release via an electronically operated information distribution system in the United States where copies of this Offer Document will be available free of charge and at which internet address this Offer Document is published. The aforementioned publications serve the purpose of complying with the mandatory provisions of the Takeover Act and of complying with the Securities Act and the Exchange Act. In addition, in the United States, the Bidder has filed a Registration Statement with the SEC that includes a prospectus of the Bidder to be used in connection with the Takeover Offer made to U.S. shareholders of Wincor Nixdorf. After the Registration Statement is declared effective by the SEC, the prospectus will be available electronically through the SEC's EDGAR system at <http://www.sec.gov/edgar/searchedgar/companysearch.html>.

Except as set forth above, no publications of this Offer Document are intended.

This Offer Document has been prepared without taking into account any particular person's objectives, financial situation or needs. Therefore, Wincor Nixdorf Shareholders should, before acting based on the information contained in this Offer Document, consider such information with regard to their personal objectives, financial situation and needs as well as individual tax situation.

This Takeover Offer and this Offer Document shall not constitute the publication of an offer or an advertisement of an offer pursuant to laws and regulations of jurisdictions other than those of Germany and the United States. In particular, this Offer Document, or any summary or excerpt thereof, shall not be directly or indirectly distributed, disseminated or circulated outside Germany or the United States if and to the extent such distribution, dissemination or circulation is not in compliance with applicable foreign regulations, or depends on the issuance of authorizations, compliance with official procedures or any other legal requirements, and such conditions are not satisfied. The Bidder has not approved the publication, sending, distribution or dissemination of the Offer Document or other documents associated with the Takeover Offer by third parties outside the Federal Republic of Germany or the United States. The Bidder is not responsible for ensuring that the publication, distribution, dissemination or circulation of this Offer Document outside Germany and the United States is consistent with the provisions of legal systems other than those of Germany and the United States.

The Bidder makes this Offer Document available, upon request, to the respective custodian securities services companies that hold custody of the Wincor Nixdorf Shares (each, a **Custodian Bank**) for distribution to the Wincor Nixdorf Shareholders with domicile, registered office or habitual abode in Germany, the European Union, the European Economic Area and the United States only. The Custodian

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Banks may not otherwise publish, send, distribute or disseminate this Offer Document, unless this takes place in accordance with all applicable domestic and foreign legal provisions.

1.6 Acceptance of the Takeover Offer outside Germany and the United States

The acceptance of the Takeover Offer outside Germany and the United States may be subject to legal restrictions.

The Takeover Offer may be accepted by all domestic and foreign Wincor Nixdorf Shareholders (including those with domicile, registered office or habitual abode in Germany, the European Union, the European Economic Area and the United States) in accordance with this Offer Document and the relevant applicable legal provisions. Wincor Nixdorf Shareholders who come into possession of this Offer Document outside of Germany and the United States and/or who wish to accept the Takeover Offer outside of Germany and the United States are advised to inform themselves of the relevant applicable legal provisions and to comply with them. Neither the Bidder nor persons acting in concert with the Bidder within the meaning of Section 2 para. 5 sentences 1 and 3 Takeover Act assume responsibility for the admissibility of the acceptance of the Takeover Offer outside of Germany and the United States being permissible under the relevant applicable legal provisions.

Unless required by mandatory law, no action has been or will be taken in any jurisdiction other than Germany or the United States that would permit a public offering of the Diebold Offer Shares, or permit possession or distribution of this Offer Document or any advertising material relating to the Diebold Offer Shares, except as described in Section 1.5.

2. Notes on the Information Contained in this Offer Document

2.1 General

References to the time in this Offer Document refer to local time in Frankfurt am Main, Germany (Central European Time or Central European Summer Time), unless stated otherwise. References to a **Business Day** refer to a day other than a Saturday, Sunday or other day on which banks in Frankfurt am Main, Germany, or New York, New York, United States, are generally closed. To the extent that expressions such as *currently*, *at the present time*, *at the moment*, *now*, *at present* or *today* are used in this Offer Document, they refer to the point in time of publication of the Offer Document, except as otherwise expressly stated.

References to *€* refer to the legal currency of Germany and certain other member states of the European Union as from January 1, 1999; references to *\$* refer to the legal currency of the United States. References to *subsidiaries* relate to subsidiaries within the meaning of Section 2 para. 6 Takeover Act.

The Bidder has not authorized third parties to make statements about the Takeover Offer or this Offer Document. If third parties nevertheless make such statements, such statements shall neither be attributable to the Bidder, nor to persons acting jointly with the Bidder.

2.2 Status and Sources of Information Contained in this Offer Document

Unless expressly noted otherwise, all information and statements on intentions and all other information in this Offer Document are based on the knowledge or the intention of the Bidder at the time of the publication of this Offer Document.

The information regarding Wincor Nixdorf and Wincor Nixdorf Group contained in this Offer Document is based, among other things, on information made available during due diligence that was carried out prior to the conclusion of the Business Combination Agreement (as defined in Section 7.3). The due diligence was limited in time and scope due to the nature of the transaction (public takeover of a listed company); it was carried out between September and November 2015 and covered financial, legal and operational matters (see also Section 7.1). Additional information was provided to the Bidder by Wincor Nixdorf in the course of the preparation of the Registration Statement and this Offer Document, including oral information. In addition, information regarding Wincor Nixdorf and Wincor Nixdorf Group contained in this Offer Document is based on

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publicly accessible sources (such as published annual reports, annual financial statements, prospectuses, press releases or analyst presentations), in particular information published on internet at <http://www.wincor-nixdorf.com>, as well as Wincor Nixdorf's articles of association (**Wincor Nixdorf Articles of Association**) and information derived from the commercial register, and the Business Combination Agreement (as defined in Section 7.3). Beyond the aforementioned due diligence and discussion with Wincor Nixdorf management and advisors, the Bidder did not review all information independently. The Bidder cannot rule out that the information about Wincor Nixdorf and Wincor Nixdorf Group described in this Offer Document has changed since its publication.

2.3 Forward-Looking Statements

This Offer Document and the documents referred to in it contain certain forward-looking statements. These statements do not represent facts and are characterized by words such as *expect*, *believe*, *estimate*, *intend*, *aim*, *assume* or similar words. Such statements express the intentions, opinions or current expectations of the Bidder, persons acting in concert with it within the meaning of Section 2 para. 5 sentences 1 and 3 Takeover Act, as well as their subsidiaries, with respect to possible future events, *e.g.*, regarding possible consequences of the Takeover Offer for Wincor Nixdorf and the Wincor Nixdorf Shareholders or for future financial results of Wincor Nixdorf.

Such forward-looking statements are based on current plans, estimates and forecasts which the Bidder, the persons acting in concert with it within the meaning of Section 2 para. 5 sentences 1 and 3 Takeover Act, as well as their subsidiaries, have made to the best of their knowledge, but which do not claim to be correct in the future.

Forward-looking statements are subject to risks and uncertainties that are difficult to predict and generally cannot be influenced by the Bidder, the persons acting in concert with it within the meaning of Section 2 para. 5 sentences 1 and 3 Takeover Act, as well as their subsidiaries. The forward-looking statements contained in this Offer Document could turn out to be incorrect and future events and developments could considerably deviate from the forward-looking statements contained in this Offer Document.

It is possible that the Bidder may change its intentions and the estimates outlined in this Offer Document after the publication of this Offer Document, subject to existing contractual agreements.

2.4 No Updates

The Bidder will only update this Offer Document to the extent permissible and required under the Takeover Act, and will comply with its obligations under United States law in accordance with the Exchange Act to inform security holders of any material change in the information published, sent or given to security holders. The Bidder will also, as applicable, publish additional accompanying information regarding the Takeover Offer, which will be made available on the internet at <http://www.diebold.com> in the *Investor Relations* section, and will file such information in English on the SEC's website under the link to the EDGAR system described in Section 1.5.

3. Summary of the Takeover Offer

The following summary contains an overview of selected information provided in this Offer Document. It is supplemented by, and should be read in conjunction with, the information and particulars set out elsewhere in this Offer Document. Therefore, this summary does not contain all information that may be relevant for Wincor Nixdorf Shareholders. Thus, Wincor Nixdorf Shareholders should carefully read the entire Offer Document.

Wincor Nixdorf Shareholders, particularly Wincor Nixdorf Shareholders with a place of residence, registered office or habitual abode outside Germany, should pay particular attention to the information set out in Section 1 of this Offer Document, General Information on the Implementation of the Takeover Offer, Particularly for Shareholders with a Place of Residence, Registered Office or Habitual Abode Outside Germany .

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Bidder:	Diebold, Incorporated, 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio, 44720-8077, United States.
Target:	Wincor Nixdorf Aktiengesellschaft, Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany.
Subject matter of the Takeover Offer:	Acquisition of all ordinary bearer shares, without par value (<i>auf den Inhaber lautende Stammaktien ohne Nennbetrag</i>) of Wincor Nixdorf with the ISIN DE000A0CAYB2, each representing a pro-rata amount of the share capital of 1.00 and each with full dividend rights and all ancillary rights associated therewith at the time of completion of the Takeover Offer.
Offer Consideration:	<p>For each Wincor Nixdorf Share, 38.98 in cash (the Cash Component) and 0.434 common shares of the Bidder (Diebold Offer Shares) (ISIN US2536511031) (the Share Component), together with the Cash Component, the Offer Consideration).</p> <p>The Diebold Offer Shares will be issued pursuant to a resolution of the board of directors of the Bidder dated as of November 21, 2015, which will authorize certain authorized persons to issue the Diebold Offer Shares on behalf of the Bidder subject to the satisfaction or waiver of certain conditions (as described in the Section <i>Issuance of Diebold Offer Shares</i> below).</p>
Issuance of Diebold Offer Shares:	<p>As of the date of the publication of this Offer Document, the Bidder is authorized to issue up to 125,000,000 common shares each with a par value of \$1.25, of which a total of 79,716,861 common shares have been issued.</p> <p>By resolution of the board of directors of the Bidder dated as of November 21, 2015, the board of directors of the Bidder determined that, subject to the satisfaction or, where permissible, waiver of the Closing Conditions (as defined in Section 11.1), the Diebold Offer Shares be set aside, reserved and authorized for issuance in connection with the consummation of the Takeover Offer. The board of directors of the Bidder further resolved, subject to the satisfaction or, where permissible, waiver of the Closing Conditions (as defined in Section 11.1), among other things, that the Bidder, acting through certain authorized officers or each of them individually, or their designees or agents, be authorized and empowered to issue the Diebold Offer Shares pursuant to and on the terms set forth in the Business Combination Agreement (as defined in Section 7.3) and this Offer Document without further action by the board of directors (the Issuance of Diebold Offer Shares).</p>
Acceptance:	<p>The acceptance of the Takeover Offer must be declared in writing to the respective Custodian Bank within the Acceptance Period (as defined in Section 4.2) or the Additional Acceptance Period (as defined in Section 4.4), respectively. The acceptance will become valid with the timely transfer of the Wincor Nixdorf Shares tendered within the Acceptance Period or the Wincor Nixdorf Shares tendered within the Additional Acceptance Period to ISIN DE000A169QN2 (WKN A16 9QN) at Clearstream Banking AG, Frankfurt (Clearstream).</p> <p>If the acceptance is declared within the Acceptance Period (as defined in Section 4.2) or the Additional Acceptance Period (as defined in Section 4.4) to the</p>

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Custodian Bank, the transfer of Wincor Nixdorf Shares at Clearstream shall be deemed effected on time if the transfer has been effected no later than by

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6:00 p.m. (Central European Time / Central European Summer Time) on the second Business Day after the expiration of the Acceptance Period or after the expiration of the Additional Acceptance Period.

Withdrawal Rights: Prior to the expiration of the Acceptance Period, Wincor Nixdorf Shareholders may at any time withdraw from the agreements that were concluded as a consequence of the acceptance of the Takeover Offer.

Acceptance Period: The Acceptance Period (as defined in Section 4.2) of the Takeover Offer starts on February 5, 2016 and ends on March 22, 2016 at 24:00 hours (Central European Time). This period may be extended.

Additional Acceptance Period: The Additional Acceptance Period (as defined in Section 4.4) is expected to begin on March 30, 2016 and to expire on April 12, 2016, at 24:00 hours (Central European Summer Time).

Closing Conditions: This Takeover Offer and the agreements resulting from its acceptance will only be consummated if the following Closing Conditions (as defined in Section 11.1) are satisfied or effectively waived by the Bidder before the default of the respective Closing Condition (see Section 11.3):

1. Regulatory Condition

After publication of this Offer Document and no later than November 21, 2016, the transactions contemplated by this Takeover Offer have been approved by the competent antitrust authorities (each an **Antitrust Authority**) in the following jurisdictions or the statutory waiting periods in the following jurisdictions have lapsed, with the result that the transactions contemplated by this Takeover Offer may be completed:

(1) Austria, Poland, Portugal, Slovakia and Spain and/or the European Union, if and to the extent the European Commission has authority pursuant to Council Regulation (EC) No. 139/2004 of January 20, 2004;

(2) The United States of America;

(3) Brazil;

(4) China;

(5) Russia; and

(6) Turkey.

2. Registration Statement Condition

The Registration Statement regarding the Diebold Offer Shares:

(1) has been declared effective by the SEC between the publication of this Offer Document and the expiration of the Acceptance Period (as defined in Section 4.2); and

(2) at the expiration of the Acceptance Period is not the subject of any stop order by the SEC pursuant to Section 8(d) of the Securities Act or any proceeding initiated by the SEC seeking such a stop order.

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3. Minimum Tender Condition

At the time of the expiration of the Acceptance Period (as defined in Section 4.2), the sum of the number of

(1) Tendered Wincor Nixdorf Shares (as defined in Section 12.2(2)) (including those Wincor Nixdorf Shares for which the acceptance of this Takeover Offer has been declared during the Acceptance Period (as defined in Section 4.2) but only becomes effective after the end of the Acceptance Period (as defined in Section 4.2) by transferring the Wincor Nixdorf Shares to ISIN DE000A169QN2 (WKN A16 9QN)) for which the right to withdrawal, if any, has not been validly exercised in accordance with this Offer Document,

(2) Wincor Nixdorf Shares held directly by the Bidder, any member of Diebold Group or any person acting in concert with the

Bidder within the meaning of Section 2 para. 5 Takeover Act (excluding, for the avoidance of doubt, any Wincor Nixdorf Treasury Shares),

(3) Wincor Nixdorf Shares that must be attributed to the Bidder or any member of Diebold Group in accordance with Section 30 Takeover Act, and

(4) Wincor Nixdorf Shares for which the Bidder, any member of Diebold Group or any person acting in concert with the Bidder within the meaning of Section 2 para. 5 Takeover Act has entered into an agreement outside of this Takeover Offer, giving them the right to demand the transfer of title of such Wincor Nixdorf Shares,

(Wincor Nixdorf Shares that fall within the scope of several of the Sections 3(1) through (4) are counted only once) equals at least 22,362,159 Wincor Nixdorf Shares (approximately 67.6 percent of all Wincor Nixdorf Shares existing at the time of approval of the publication of this Offer Document by BaFin) (the **Minimum Acceptance Rate**).

4. No Market Material Adverse Change Condition

(1) Between the publication of this Offer Document and the expiration of the Acceptance Period (as defined in Section 4.2), trading on the Frankfurt Stock Exchange shall not have been suspended for more than three consecutive trading days for all shares admitted to trading on the entire Frankfurt Stock Exchange.

(2) Furthermore, the closing quotations of the DAX (ISIN DE0008469008), as determined by Deutsche Börse AG, Frankfurt am Main, Germany, or a successor thereof, and published on its website (currently: www.deutsche-boerse.com), of the two trading days prior to the end of the Acceptance Period (as defined in Section 4.2) are no more than 28.5 percent below the closing quotation of the DAX on the trading day immediately preceding the day of approval of the publication of this Offer Document by BaFin (namely, not below 6,745.90 points).

The Closing Conditions in Sections 4(1) and 4(2) constitute independent Closing Conditions.

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5. No Wincor Nixdorf Material Adverse Change Condition

Between the publication of this Offer Document and the expiration of the Acceptance Period (as defined in Section 4.2) neither

(1) Wincor Nixdorf has published new circumstances pursuant to Section 15 Securities Trading Act (*Wertpapierhandelsgesetz*, the **Securities Trading Act**), nor

(2) circumstances have occurred that would have had to be published by Wincor Nixdorf pursuant to Section 15 Securities Trading Act or that Wincor Nixdorf did not publish because of a self-exception pursuant to Section 15 para. 3 Securities Trading Act,

that, in case of a one-time event, result in a negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 50 million, and/or, in case of a recurring event, result in a recurring negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 18 million for the fiscal years 2015/2016, 2016/2017 and 2017/2018, or that, in each case, could reasonably be expected to have such effect (**Material Adverse Change**).

Whether a Material Adverse Change has occurred between the publication of this Offer Document and the expiration of the acceptance period will be determined exclusively by an expert opinion of the Independent Expert as set out in greater detail in Section 11.2. If (i) the Independent Expert (as defined in Section 11.2) confirms that a Material Adverse Change has occurred, (ii) this expert opinion of the Independent Expert has been received by the Bidder by the expiration of the acceptance period and (iii) the Bidder has published the receipt and result of this expert opinion of the Independent Expert no later than on the required date of publication pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act, the Closing Condition as set out in this Section 5 shall be deemed not satisfied. In all other cases, the Closing Condition as set out in this Section 5 shall be deemed to have been satisfied.

6. No Material Compliance Violation

Between the publication of this Offer Document and the expiration of the Acceptance Period (as defined in Section 4.2) , no criminal or administrative offense (*Ordnungswidrigkeit*) relating to applicable corruption, anti-bribery, money-laundering or cartel laws (such a criminal or material administrative offense, a **Material Compliance Violation**) by a member of a governing body or officer of Wincor Nixdorf or a subsidiary of Wincor Nixdorf, while any such person was operating in their official capacity at, or on behalf of, Wincor Nixdorf or a subsidiary of Wincor Nixdorf is known to have occurred, if any such Material Compliance Violation constitutes insider information for Wincor Nixdorf pursuant to Section 13 Securities Trading Act or has constituted insider information prior to its publication.

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Whether a Material Compliance Violation has occurred between the publication of this Offer Document and the expiration of the acceptance period will be determined exclusively by an expert opinion of the Independent Expert as set out in greater detail in Section 11.2. If (i) the Independent Expert (as defined in Section 11.2) confirms that a Material Compliance Violation has occurred, (ii) this expert opinion of the Independent Expert has been received by the Bidder by the expiration of the acceptance period and (iii) the Bidder has published the receipt and result of the expert opinion of the Independent Expert no later than on the required date of publication pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act, the Closing Condition as set out in this Section 6 shall be deemed not satisfied. Otherwise, the Closing Condition as set out in this Section 6 shall be deemed to have been satisfied.

7. No Increase of Share Capital; No Issuance of Wincor Nixdorf Treasury Shares

Between the publication of this Offer Document and the expiration of the Acceptance Period (as defined in Section 4.2):

- (1) Wincor Nixdorf shall not have increased its share capital; and

- (2) Wincor Nixdorf shall not have granted, delivered, sold, committed to sell or to transfer, or in any other way disposed of any or all of the Wincor Nixdorf Treasury Shares (as defined in Section 6.2.2).

The Closing Condition in Sections 7(1) and 7(2) constitute independent Closing Conditions. For the avoidance of doubt, the issuance of new stock options to management directors and employees does not constitute a default of this Closing Condition, even if in principle such stock options could be satisfied by delivery of treasury shares or conditioned capital pursuant to the terms and conditions of the existing stock option plans.

8. No Over-Indebtedness or Insolvency

Between the publication of this Offer Document and the expiration of the Acceptance Period (as defined in Section 4.2), Wincor Nixdorf does not publish pursuant to Section 15 Securities Trading Act that:

(1) Insolvency proceedings under German law have been opened in respect of the assets of Wincor Nixdorf or the management board of Wincor Nixdorf has applied for such proceedings to be opened; or

(2) There are grounds that would require an application for the opening of insolvency proceedings.

The Closing Conditions in Sections 8(1) and 8(2) constitute independent Closing Conditions.

9. No Superior Competing Offer

Between the publication of this Offer Document and the expiration of the Acceptance Period (as defined in Section 4.2), no competing offer by a third party within the meaning of Section 22 Takeover Act was announced pursuant to Section 10 para. 1 sentence 1 Takeover Act which according to an ad hoc notification by Wincor Nixdorf pursuant to Section 15 Securities Trading Act, (i) offers an overall consideration exceeding the consideration offered by this Takeover Offer, or (ii) is otherwise determined by the management board and the supervisory board of Wincor Nixdorf to be in the best interest of Wincor Nixdorf.

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10. No Prohibition or Illegality of the Takeover Offer or of the Business Combination

At the expiration of the Acceptance Period (as defined in Section 4.2), no temporary restraining order or preliminary or permanent injunction or other order of a competent governmental authority has been issued and is still in force or continues to exist in

- (1) a member state of the European Union;
- (2) the United States of America;
- (3) Brazil;
- (4) China;
- (5) Colombia;
- (6) Russia;
- (7) Turkey;
- (8) Canada;
- (9) Australia; or

(10) Japan

and prohibits or makes unlawful the business combination or the acquisition or direct or indirect ownership of Wincor Nixdorf Shares through the Bidder or Diebold KGaA and as a result prevents consummation of the Takeover Offer.

Settlement:

The Settlement Agent will arrange that all Diebold Offer Shares created through the Issuance of Diebold Offer Shares will be transferred through Clearstream and the respective Custodian Banks to the securities custody account of the Wincor Nixdorf Shareholders who accepted the Takeover Offer. The Settlement Agent will also arrange for the Cash Component to be credited through Clearstream and the respective Custodian Banks.

Prior to the time of delivery of the Diebold Offer Shares to the Wincor Nixdorf Shareholders under the Takeover Offer, the Bidder will apply for admission to trading of Diebold Offer Shares on the NYSE and on the Frankfurt Stock Exchange and of all Diebold Shares on the Frankfurt Stock Exchange. If all Closing Conditions have been satisfied by the end of the Additional Acceptance Period (as defined in Section 4.4) and the Takeover Offer has been settled without undue delay thereafter, the Bidder expects trading to begin immediately after delivery of the Diebold Offer Shares to the Wincor Nixdorf Shareholders having accepted the Takeover Offer (**Tendering Wincor Nixdorf Shareholders**), presumably on April 27, 2016. If the Regulatory Condition (as defined in Section 11.1.1), which may remain outstanding until November 21, 2016, has not been satisfied by the end of the Additional Acceptance Period (as defined in Section 4.4) (or waived until one working day prior to the end of the Acceptance Period (as defined in Section 4.2)), the settlement of the Takeover Offer will be delayed accordingly until satisfaction of this condition.

The Diebold Offer Shares will be transferred to the securities custody accounts of the Custodian Banks maintained at Clearstream no later than seven Business Days following the later of (i) the publication of the results of the Additional Acceptance Period (as defined in Section 4.4) pursuant to Section 23 para. 1 no. 3 Takeover Act or (ii) the satisfaction of the Regulatory Condition (as defined in Section 11.1.1) that may remain outstanding until November 21, 2016.

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In the course of the settlement, the Settlement Agent will transfer the Offer Consideration through Clearstream to the Custodian Banks, and the Custodian Banks will credit the Diebold Offer Shares (subject to the fractional shares rules in Section 12.4) in exchange for Tendered Wincor Nixdorf Shares (as defined in Section 12.2(2)) to the securities custody account of the relevant former Wincor Nixdorf Shareholder and credit the Cash Component per Tendered Wincor Nixdorf Share to the relevant account of the former Wincor Nixdorf Shareholder at the Custodian Banks. Simultaneously, Clearstream will transfer the Tendered Wincor Nixdorf Shares to the securities custody account of Diebold Holding Germany Inc. & Co. KGaA (**Diebold KGaA**), held by the Settlement Agent to the securities account of the Settlement Agent at Clearstream.

With the transfer of the Diebold Offer Shares and the Cash Component to the respective securities custody accounts and bank accounts of the Tendering Wincor Nixdorf Shareholders, the Bidder transfers ownership and pays, respectively, the Offer Consideration to the Tendering Wincor Nixdorf Shareholders and with the transfer of the Tendered Wincor Nixdorf Shares (as defined in Section 12.2(2)) to Diebold KGaA, the Tendering Wincor Nixdorf Shareholders transfer ownership of the Tendered Wincor Nixdorf Shares to Diebold KGaA.

If fractions of Diebold Offer Shares are created as a result of the acceptance of the Takeover Offer by Wincor Nixdorf Shareholders, these fractions will be disposed of by means of a fractional adjustment (*Spitzenverwertung*) and the former Wincor Nixdorf Shareholders so entitled will be paid in cash and the proceeds credited for any fractional shares of Diebold Offer Shares will be determined on the basis of the average proceeds per share. The resulting proceeds from these disposals will be credited to the accounts of the relevant Wincor Nixdorf Shareholders within ten Business Days after the deposit of the Diebold Offer Shares to the securities custody accounts of the former Wincor Nixdorf Shareholders has occurred. Because market prices of Diebold Shares will fluctuate, cash proceeds received by Wincor Nixdorf Shareholders in respect of their fractional shares may be different than an amount calculated based on the market price of a Diebold Share at the time of the settlement of the Takeover Offer.

Assuming the Announcement of Results (as defined in Section 18) occurs on April 15, 2016, and all Closing Conditions (as defined in Section 11.1) are satisfied up to this point or have been effectively waived by the Bidder by the end of the working day prior to the expiration of the Acceptance Period, the Diebold Offer Shares and the Cash Component would be expected to be credited by April 26, 2016, and the proceeds from the fractional adjustments would be expected to be credited by the respective Custodian Banks by May 11, 2016.

If the Regulatory Condition (as defined in Section 11.1.1), which may remain outstanding until November 21, 2016, is not satisfied by the end of the Additional

Acceptance Period and has not been effectively waived until one working day prior to the expiration of the Acceptance Period (as defined in Section 4.2), the settlement of the Takeover Offer will be delayed accordingly until satisfaction of this condition.

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If the Regulatory Condition (as defined in Section 11.1.1) is satisfied on the latest possible date, November 21, 2016, and has not been waived as of the expiration of the Acceptance Period, the Diebold Offer Shares and the Cash Component would be expected to be credited by November 30, 2016 and the proceeds from fractional adjustments would be expected to be credited by the respective Custodian Banks by December 14, 2016.

Costs of Acceptance:

Acceptance of the Takeover Offer is free of costs and expenses for the Wincor Nixdorf Shareholders who hold their Wincor Nixdorf Shares in German custody accounts (except for the costs of transmitting the Declaration of Acceptance (as defined in Section 12.2(1)) to the relevant Custodian Bank). For this purpose, the Bidder grants a market-standard commission to the Custodian Banks, communicated separately.

However, potential additional costs and expenses charged by Custodian Banks or foreign investment service providers, as well as applicable expenses incurred outside Germany, must be borne by the relevant Wincor Nixdorf Shareholders.

Trading:

The Bidder will ensure that the Tendered Wincor Nixdorf Shares (as defined in Section 12.2(2)) as well as Wincor Nixdorf Shares put to the Bidder (as defined in Section 15.5), if any, under the ISIN DE000A169QN2 (WKN A16 9QN) will be admitted to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange no later than the third trading day after commencement of the Acceptance Period (as defined in Section 4.2). Trading in the Tendered Wincor Nixdorf Shares (as defined in Section 12.2(2)) as well as Wincor Nixdorf Shares put to the Bidder (as defined in Section 15.5), if any, on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange is expected to cease after the end of the regular stock exchange trading hours one working day after satisfaction of the last Closing Condition (as defined in Section 11.1) or, if later, one working day after the expiry of the Additional Acceptance Period (as defined in Section 4.4).

Wincor Nixdorf Shares that have not been tendered will continue to be traded under ISIN DE000A0CAYB2 (WKN A0C AYB).

ISIN:

Wincor Nixdorf Shares: ISIN DE000A0CAYB2

Tendered Wincor Nixdorf Shares: ISIN DE000A169QN2

Diebold Shares: ISIN US2536511031

Publication:

The Bidder has published this Offer Document in German in accordance with Sections 34, 14 paras. 2 and 3 Takeover Act on February 5, 2016, by (i) making an

announcement on the internet at <http://www.diebold.com/> in the *Investor Relations* section, and (ii) keeping copies available for distribution free of charge for all Wincor Nixdorf Shareholders through Deutsche Bank Aktiengesellschaft, Taunusalage 12, 60325 Frankfurt am main, Germany (inquiries by facsimile at +49 69 910 38794 or by email at dct.tender-offers@db.com). The Bidder has provided a non-binding English translation to the Wincor Nixdorf Shareholders in the same way. Only the German Offer Document, whose publication has been approved by BaFin on February 4, 2016, has binding effect for this Takeover Offer.

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The announcement pursuant to Section 14 para. 3 sentence 1 no. 2 Takeover Act, regarding the availability of this Offer Document through the Settlement Agent for distribution free of charge and the internet address under which this Offer Document is published, was published by the Bidder in the Federal Gazette (*Bundesanzeiger*) on February 5, 2016.

This non-binding English translation of this Offer Document is (i) available electronically through the SEC's EDGAR system at <http://www.sec.gov/edgar/searchedgar/companysearch.html> and (ii) available on the internet at <http://www.diebold.com/> in the *Investor Relations* section and (iii) kept for distribution free of charge through the Settlement Agent.

In addition, the U.S. Shareholders of Wincor Nixdorf can request, free of charge, the delivery of the English translation of this Offer Document to the United States either through the aforementioned internet address or by contacting the Settlement Agent using the aforementioned contact details. The Bidder will also announce by way of an English language press release via an electronically operated information distribution system in the United States where copies of this Offer Document will be available free of charge and at which internet address this Offer Document is published. The aforementioned publications serve the purpose of complying with the mandatory provisions of the Takeover Act and of complying with the Securities Act and the Exchange Act.

In addition, in the United States, the Bidder has filed a Registration Statement with the SEC that includes a prospectus of the Bidder to be used in connection with the Takeover Offer made to U.S. Shareholders of Wincor Nixdorf. After the Registration Statement is declared effective by the SEC, the prospectus will be available electronically through the SEC's EDGAR system at <http://www.sec.gov/edgar/searchedgar/companysearch.html>.

All notifications and announcements required pursuant to the Takeover Act will also be published on the internet at <http://www.diebold.com/> in the *Investor Relations* section (in German as well as in English) and in German in the Federal Gazette (*Bundesanzeiger*). The Bidder will also file such notifications and announcements in English with the SEC and otherwise comply with its obligation under U.S. law with respect to informing security holders of any material change in the information published, sent or given to security holders.

Information Regarding

Tax

The taxation principles are set out in the section *Material German Tax Considerations* on pages 287 *et seq.* of **Annex 4** of this Offer Document. There you will find, among other things, detailed information on the domestic tax treatment of the Offer Consideration, which includes the Share Component and the Cash Component and will be paid to Wincor Nixdorf Shareholders with tax residency in Germany and abroad. **The Bidder recommends that every Wincor Nixdorf Shareholder, including German Retail Investors (as defined in Section 19), obtains tax advice regarding the relevant tax implications of accepting the**

Takeover Offer, particularly taking into account their individual tax situation, prior to accepting the Takeover Offer.

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4. Takeover Offer

4.1 Subject Matter

The Bidder hereby offers to all Wincor Nixdorf Shareholders to acquire all ordinary bearer shares, without par value (auf den Inhaber lautende Stammaktien ohne Nennbetrag) of Wincor Nixdorf with the ISIN DE000A0CAYB2, each representing a pro-rata amount of the share capital of 1.00 and each with full dividend rights and all ancillary rights associated therewith at the time of completion of the Takeover Offer, in accordance with the terms of this Offer Document.

The Bidder offers, for each Wincor Nixdorf Share, the Offer Consideration consisting of a payment of 38.98 (Cash Component) and 0.434 Diebold Offer Shares (Share Component).

If the acceptance of the Takeover Offer results in fractional share rights of Wincor Nixdorf Shareholders in Diebold Offer Shares, such fractional shares will be disposed of by means of a fractional adjustment (*Spitzenverwertung*) (see Sections 12.3 and 12.4) and the entitled former Wincor Nixdorf Shareholders will be paid in cash.

In this regard, the Custodian Bank and/or the Settlement Agent will aggregate the fractional rights in Diebold Offer Shares shortly after settlement of the Takeover Offer and sell them in the open market. The proceeds, determined on the basis of the average proceeds per Diebold Offer Share, will then be distributed to the entitled former Wincor Nixdorf Shareholders who have tendered Wincor Nixdorf Shares on a pro rata basis within ten Business Days after the deposit of Diebold Offer Shares in the accounts of the accepting Wincor Nixdorf Shareholders. Because market prices of Diebold Shares will fluctuate, cash proceeds received by Wincor Nixdorf Shareholders in respect of their fractional shares may be different than an amount calculated based on the market price of a Diebold Share at the time of the settlement of the Takeover Offer.

4.2 Acceptance Period

The period for acceptance of the Takeover Offer starts with the publication of this Offer Document on February 5, 2016. It expires on

March 22, 2016, at 24:00 hours (Central European Time).

The period for acceptance of the Takeover Offer may be extended as set out in more detail in Section 4.3 of this Offer Document.

The period of acceptance of the Takeover Offer, where applicable as extended in accordance with Section 4.3 of this Offer Document, is referred to in this Offer Document as the **Acceptance Period**.

4.3 Extension of the Acceptance Period

The Bidder may amend the Takeover Offer in accordance with Section 21 para. 1 Takeover Act up to one working day prior to the expiration of the Acceptance Period, *i.e.*, in the case of an expiration of the Acceptance Period on March 22, 2016, at 24:00 hours (Central European Time), until March 21, 2016 at 24:00 hours (Central European

Time).

If an amendment to the Takeover Offer is published within the last two weeks prior to the expiration of the Acceptance Period, the Acceptance Period will be extended by two weeks (according to Section 21 para. 5 Takeover Act) and in accordance with Rule 14e-1 of the Exchange Act and will end on April 5, 2016 at 24:00 hours (Central European Summer Time). This applies even if the amended Takeover Offer would be in violation of any laws.

If a competing offer within the meaning of Section 22 para. 1 Takeover Act is made by a third party during the Acceptance Period, and if the Acceptance Period for this Takeover Offer expires prior to the expiration of the Acceptance Period for such a competing offer, the expiration date of the Acceptance Period for this Takeover Offer will correspond (regardless of the Closing Condition in Section 11.1.9) to the date on

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which the Acceptance Period of the competing offer expires (Section 22 para. 2 Takeover Act). This also applies when the competing offer is amended, prohibited or violates any laws.

If a general shareholders meeting of Wincor Nixdorf is called in connection with the Takeover Offer after this Offer Document has been published, the Acceptance Period pursuant to Section 16 para. 3 Takeover Act will be ten weeks from the publication of this Offer Document. The Acceptance Period would then expire on April 15, 2016 at 24:00 hours (Central European Summer Time).

The Acceptance Period will be extended only in accordance with the events provided for in the Takeover Act. The Bidder will publish any extension of the Acceptance Period in accordance with Section 18 of this Offer Document.

4.4 Additional Acceptance Period pursuant to Section 16 Para. 2 Takeover Act

Wincor Nixdorf Shareholders who have not accepted the Takeover Offer during the Acceptance Period may still accept it within two weeks after the Bidder has published the results of the Takeover Offer pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act (**Additional Acceptance Period**), if all of the Closing Conditions (as defined in Section 11.1) other than the Regulatory Condition (as defined in Section 11.1.1) have been satisfied or effectively waived before their default at the end of the Acceptance Period.

The possibility of accepting the Takeover Offer during the Additional Acceptance Period is therefore in particular only possible if the Closing Condition of obtaining the Minimum Acceptance Rate (see Section 11.1.3) is satisfied prior to the expiration of the Acceptance Period, unless this Closing Condition has been effectively waived. The Minimum Acceptance Rate may also be reduced.

Subject to an extension of the Acceptance Period in accordance with Section 4.3 of this Offer Document, the Additional Acceptance Period starts assuming publication of the results of this Takeover Offer pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act occurs on March 29, 2016 on March 30, 2016 and ends on April 12, 2016, at 24:00 hours (Central European Summer Time). After the expiration of this Additional Acceptance Period, the Takeover Offer may no longer be accepted (except for a possible Put Right (as defined in Section 15.5) in accordance with Section 39c Takeover Act see Section 15.5).

The procedure which applies to the acceptance of this Takeover Offer within the Additional Acceptance Period is described in Section 12.6, in conjunction with Sections 12.2 through 12.5 of this Offer Document. The acceptance is thus made in due time if the respective Custodian Bank is notified of the acceptance within the Additional Acceptance Period and the transfer of Wincor Nixdorf Shares to Clearstream has been carried out under the ISIN DE000A169QN2, at the latest, by 6:00 p.m. (Central European Summer Time) on the second Business Day after the expiration of the Additional Acceptance Period.

5. Description of the Bidder

5.1 Legal Basis of the Bidder

The Bidder, Diebold, Incorporated was incorporated under the laws of the State of Ohio in August 1876, succeeding a proprietorship established in 1859. The Bidder has approximately 15,000 employees with business in more than 90 countries worldwide. The Bidder's principal executive offices are located at 5995 Mayfair Road, P.O. Box 3077, North

Canton, Ohio 44720-8077, United States and its telephone number at that location is +1(330) 490-4000.

5.2 Share Capital, Authorized Shares and Share-Based Compensation Awards

5.2.1 Share Capital

As of the date of the publication of this Offer Document, the Bidder had issued a total of 79,716,861 common shares each with a par value of \$1.25. Of these common shares 65,014,989 were outstanding as of the same date. The remaining 14,701,872 common shares were held by the Bidder as treasury shares.

The Bidder's common shares trade on the NYSE under ISIN US2536511031 and with the ticker symbol DBD.

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5.2.2 Authorized Shares and Issuance of Diebold Offer Shares

As of the date of the publication of this Offer Document, the Bidder is authorized to issue up to 125,000,000 common shares each with a par value of \$1.25, of which a total of 79,716,861 common shares have been issued (the **Authorized Shares**).

The Ohio Revised Code provides that the authorized number of shares of an Ohio corporation must be set forth in the articles of incorporation. Under the Bidder's amended and restated articles of incorporation (as amended and restated, the **Articles of Incorporation**), the Bidder was authorized to issue 26,000,000 shares consisting of 1,000,000 serial preferred shares without par value and 25,000,000 common shares each with a par value of \$1.25. A meeting of the shareholders of the Bidder held on April 3, 1996 resolved to amend the Articles of Incorporation to increase the Bidder's authorized number of common shares from 25,000,000 to 125,000,000, holding the par value at \$1.25 each.

Under the Ohio Revised Code, except as otherwise provided by law, the Articles of Incorporation or the code of regulations of a corporation, the directors of a corporation may determine the time when, the terms under which, and the considerations for which the corporation issues, disposes of or receives subscriptions for, its shares, including treasury shares. Under the Bidder's amended and restated code of regulations (as amended and restated, the **Code of Regulations**), the board of directors has the authority to make such rules and regulations as it deems expedient concerning the issuance, transfer and registration of certificates for shares and the shares represented thereby and may at any time, by resolution, provide for the opening of transfer books for the making and registration of transfers of shares of the Bidder in any state of the United States or in any foreign country, and may employ and appoint and remove, at its discretion, any agent or agents to keep the records of its shares or to transfer or to register shares, or to perform all of said functions, at any place that the board of directors may deem advisable.

However, the NYSE Rule 312.03(c) requires shareholder approval prior to the issuance of common stock, or securities convertible into or exercisable for common stock, if (i) the common stock has, or will have upon issuance, voting power equal to or in excess of 20 percent of the voting power outstanding before the issuance of such stock; or (ii) the number of shares of common stock to be issued is, or will be upon issuance, equal to or in excess of 20 percent of the number of shares of common stock outstanding before the transaction. Therefore, the Bidder will refrain from issuing Authorized Shares that exceed 19.91 percent of the outstanding Diebold Shares or a number of 12,940,236 shares.

By resolution of the board of directors of the Bidder adopted on November 21, 2015, the board of directors resolved that, subject to the satisfaction, or where permissible, waiver, of the Closing Conditions (as defined in Section 11.1), the Diebold Offer Shares be set aside, reserved and authorized for issuance in connection with the consummation of the Takeover Offer. The board of directors further resolved, among other things, that, subject to the satisfaction, or where permissible, waiver, of the Closing Conditions, the Bidder, acting through certain authorized officers or each of them individually, or their designees or agents, be authorized and empowered to issue the Diebold Offer Shares pursuant to and on the terms set forth in the Business Combination Agreement (as defined in Section 7.3) and this Offer Document without further action by the board of directors.

The Diebold Offer Shares for the Share Component are to be issued by way of stock issuance pursuant to the Articles of Incorporation and the Code of Regulation of the Bidder. The issuance of new shares is different from a capital increase in kind for contribution of Tendered Wincor Nixdorf Shares under German law (as described in Section 12.2(2)). As a result, the Diebold Offer Shares can be created prior to the transfer of the Tendered Wincor Nixdorf Shares (as described in Section 12.2(2)). The Diebold Offer Shares will be created in book-entry form by the transfer agent and registrar of the Bidder, Wells Fargo Shareowner Services, P.O. Box 64874, St. Paul, MN 55164-0874, United States, in a securities account with the Depository Trust Company (**DTC**) pursuant to issuance instructions by an authorized officer of the Bidder under the resolutions adopted by the board of directors on November 21, 2015. The effective issuance of the Diebold Offer Shares does not require registration with a court or a public register that could

be affected by the commencement of shareholder litigation. In contrast with the legal situation in

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Germany, this fact increases the certainty of the effective issuance of the Diebold Offer Shares. Diebold Offer Shares will be transferred through the custodial chain between DTC, Clearstream and the Custodian Banks. The Bidder expects that the transfer to Clearstream's direct securities account with DTC will be made via the DTC's Deposit and Withdrawal at Custodian (DWAC) service that allows participants to instruct DTC regarding deposit and withdrawal transactions being made directly in book entry form and reconcile the results of such transactions electronically on a daily basis. The Diebold Offer Shares will then be credited to the securities account of the Settlement Agent at Clearstream.

Tendering Wincor Nixdorf Shareholders will acquire Diebold Offer Shares as a pro rata property interest in the aggregate amount of Diebold Shares held by shareholders through their Custodian Banks, Clearstream and DTC in the custodial chain. Clearstream holds a direct securities custody account with DTC and a security entitlement will be established between DTC and Clearstream with respect to the Diebold Offer Shares, which is commercially similar to a right *in rem* of Clearstream. From a German law perspective, Tendering Wincor Nixdorf Shareholders participate in this security entitlement relating to the Diebold Shares as co-owners through their Custodian Banks and Clearstream. The beneficial ownership position of Tendering Wincor Nixdorf Shareholders under U.S. law is based on the custodial chain between DTC, Clearstream and the Custodian Banks. Beneficial owners are entitled to all rights of security holders in the same position, such as the right of disposal, voting rights, and dividend rights.

5.3 Overview of the Business Activities of Diebold Group

Diebold Group has two core lines of business: financial self-service and security solutions, which Diebold Group integrates based on its customers' needs.

The business of self-service solution for financial services relates in particular to automated teller machine (**ATM**). Diebold Group offers an integrated line of self-service technologies and services, including comprehensive ATM outsourcing, ATM security, deposit automation, recycling and payment terminals and software. Diebold Group also offers advanced functionality terminals such as two-way video technology to support bank branch automation. Diebold Group is a global supplier of ATMs and related services and holds leading market positions in many countries around the world.

Diebold Group provides the services, software and technology that connect people around the world with their money bridging the physical and digital worlds of cash conveniently, securely and efficiently. Since its founding in 1859, Diebold Group has evolved to become a leading provider of self-service innovation, security and services to financial, retail, commercial and other markets. Diebold Group continues to execute its multi-year transformation, Diebold 2.0, with the primary objective of transforming Diebold Group into a world-class, services-led and software-enabled company, supported by innovative hardware, which automates the way people connect with their money.

Pursuant to the Bidder's consolidated statements of operations for the fiscal year ended December 31, 2014, prepared in accordance with U.S. GAAP, revenue amounted to approximately \$3.1 billion, with an operating profit of approximately \$180.9 million and income from continuing operations before taxes of approximately \$170.6 million.

In the fiscal year ended December 31, 2014, Diebold Group generated almost three-quarters of its total net sales with its financial self-service business line and around one-fifth with its security solutions business line, the remainder is attributable to election, lottery and information technology solutions in Brazil. In the same period, Diebold Group generated approximately 46 percent, 16 percent, 14 percent, and 24 percent of its sales in its segments North America; Asia Pacific; Europe, Middle East and Africa; and Latin America, respectively. Beginning in the first quarter of 2015,

Latin America and Brazil operations are reported under one single reportable operating segment and comparative periods have been reclassified for consistency.

5.4 Governing Bodies of the Bidder

The governing bodies of the Bidder are the board of directors and the executive officers.

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5.4.1 Board of Directors of the Bidder

The board of directors of the Bidder consists of the following members:

Patrick W. Allender, Chair of Audit Committee;

Phillip R. Cox, Chair of Compensation Committee;

Richard L. Crandall, Chair of Technology Strategy and Innovation Committee;

Gale S. Fitzgerald, Chair of Board Governance Committee;

Gary G. Greenfield, Non-Management Director;

Andreas W. Mattes, Management Director;

Robert S. Prather, Jr., Non-Management Director;

Rajesh K. Soin, Non-Management Director;

Henry D.G. Wallace, Non-executive Chairman of the Board; and

Alan J. Weber, Chair of Finance Committee.

5.4.2 Executive Officers of the Bidder

The executive officers of the Bidder are:

Andreas W. Mattes, President and Chief Executive Officer;

Christopher A. Chapman, Senior Vice President, Chief Financial Officer;

Stefan E. Merz, Senior Vice President, Strategic Projects;

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Jonathan B. Leiken, Senior Vice President, Chief Legal Officer and Secretary;

John D. Kristoff, Vice President, Chief Communications Officer; and

Sheila M. Rutt, Vice President, Chief Human Resources Officer.

Table of Contents**5.5 Shareholding Structure of the Bidder**

To the knowledge of the Bidder, no more than 5 percent of the Diebold Shares outstanding on February 3, 2016 are to be economically attributed to any person with the exception of the shareholders listed below. The information presented below derives from the reports filed by the beneficial owners with the SEC.

Class of shares	Name of the beneficial owner	Amount of the beneficial ownership	Share
Common shares	GGCP, Inc. et al. One Corporate Center Rye, New York 10580	6,317,214	9.90%
Common shares	State Street Corporation State Street Financial Center One Lincoln Street Boston, Massachusetts 02111	5,897,102	9.10%
Common shares	BlackRock, Inc. 55 East 52nd Street New York, New York 10055	5,504,254	8.50%
Common shares	The Vanguard Group 100 Vanguard Blvd. Malvern, Pennsylvania 19355	4,069,258	6.30%
Common shares	SouthernSun Asset Management LLC 6070 Poplar Avenue, Suite 300 Memphis, Tennessee 38119	4,055,030	6.30%
Common shares	Capital World Investors 333 South Hope Street Los Angeles, California 90071	3,925,000	6.00%
Common shares	Prudential Financial, Inc. 751 Broad Street Newark, New Jersey 07102	3,407,560	5.30%

5.6 Persons Acting in Concert with the Bidder

At the time of the publication of this Offer Document, each of Diebold KGaA, as a result of the Transaction Agreement (see Section 5.10), and Wincor Nixdorf, as a result of the Business Combination Agreement (see Section 7.3), are each persons deemed to be acting jointly with the Bidder pursuant to Section 2 para. 5 sentence 1 Takeover Act. In addition, at the time of the publication of this Offer Document, the companies listed in **Annex 2** are subsidiaries of the Bidder and are therefore regarded as persons acting jointly with the Bidder and with each other pursuant to Section 2 para. 5 sentence 1, 3 Takeover Act.

5.7 Wincor Nixdorf Shares Held by the Bidder and Persons Acting in Concert with the Bidder as well as Their Subsidiaries and Voting Rights Attributable to These Entities

The Bidder holds indirectly through Diebold Incorporated Pension Master Trust as a person acting in concert with the Bidder 4,100 Wincor Nixdorf Shares at the time of the publication of the Offer Document. These shares represent 0.012 percent of the share capital and the voting rights in Wincor Nixdorf, which are attributed to the Bidder pursuant to Section 30 para. 1 sentence 1 no. 1, sentence 3 Takeover Act. Other than that, the Bidder, the persons acting in concert with the Bidder, as well as subsidiaries of the Bidder, neither directly nor indirectly hold any Wincor Nixdorf Shares as of the date of publication of this Offer Document. Furthermore, no voting rights in Wincor Nixdorf are attributed to them pursuant to Section 30 Takeover Act.

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At the time of the publication of the Takeover Offer, the Bidder and persons acting in concert with the Bidder pursuant to Section 2 para. 5 Takeover Act as well as their subsidiaries hold neither directly nor indirectly instruments pursuant to Sections 25 Securities Trading Act and, therefore, no other voting shares pursuant to Sections 25, 25a of the Securities Trading Act with regard to Wincor Nixdorf.

5.8 Disclosures Concerning Securities Transactions

During the period starting six months prior to the publication of the decision to launch the Takeover Offer on November 23, 2015 and ending with the publication of this Offer Document on February 5, 2016, neither the Bidder, nor persons acting in concert with the Bidder within the meaning of Section 2 para. 5 Takeover Act nor their subsidiaries have purchased any Wincor Nixdorf Shares or concluded an agreement on the basis of which they would be entitled to claim the transfer of Wincor Nixdorf Shares.

5.9 Parallel Acquisitions

The Bidder reserves the right, to the extent legally permissible, to directly or indirectly acquire additional Wincor Nixdorf Shares outside the Takeover Offer on or off the stock exchange. To the extent that such acquisitions take place, information about such acquisitions will be published without undue delay in accordance with applicable law, including without limitation in accordance with Sections 14(3), 23(2) of the Takeover Act, on the internet at <http://www.diebold.com> in the *Investor Relations* section, in the Federal Gazette (*Bundesanzeiger*) and by way of an English language press release via an electronically operated information distribution system in the United States stating the number and consideration paid or agreed to be paid for the Wincor Nixdorf Shares so acquired or agreed to acquire.

5.10 Diebold KGaA

In the settlement of the Takeover Offer, the Tendered Wincor Nixdorf Shares (as defined in Section 12.2(2)) and where appropriate the Wincor Nixdorf Shares put to the Bidder (as defined in Section 15.5) will be transferred (see Section 12) to Diebold Holding Germany Inc. & Co. KGaA, a German partnership limited by shares (*Kommanditgesellschaft auf Aktien*) (Diebold KGaA). Diebold KGaA's sole limited shareholder (*Kommanditaktionär*) and sole general partner (*Komplementär*) is the Bidder. Diebold KGaA was incorporated by the Bidder on January 27, 2016. Its registered seat is in Eschborn, Germany and it is registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main under the commercial register number HRB 104287. Diebold KGaA is a person acting jointly with the Bidder within the meaning of Section 2 para. 5 sentence 1 and 3 Takeover Act (see Section 5.6).

On February 3, 2016, the Bidder and Diebold KGaA entered into an agreement governing their internal relationship (**Transaction Agreement**). In this Transaction Agreement the Bidder undertakes to make the Takeover Offer on behalf of Diebold KGaA and to assure that the Tendered Wincor Nixdorf Shares (as defined in Section 12.2(2)) are directly transferred to Diebold KGaA. In return, Diebold KGaA undertakes to indemnify and hold harmless the Bidder for any costs and expenses associated in connection with this Takeover Offer. In the context of the Transaction Agreement, Diebold KGaA is acting in concert with the Bidder pursuant to Section 30 para. 2 sentence 1 Takeover Act with respect to the Target. Diebold KGaA commits to support the Bidder in implementing the intentions of the Bidder and Diebold KGaA as described in Section 8 with regards to the Target following settlement of this Takeover Offer. In particular, Diebold KGaA undertakes to exercise voting and other membership rights of the acquired Wincor

Nixdorf Shares upon settlement of the Takeover Offer in accordance with the strategy described in this Offer Document. Accordingly, Diebold KGaA considers the views as presented in Section 8 also as its own view.

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By accepting the Takeover Offer, Wincor Nixdorf Shareholders will transfer their Tendered Wincor Nixdorf Shares (as defined in Section 12.2(2)) directly to Diebold KGaA without any prior acquisition or temporary purchase by the Bidder. As the direct and indirect control by Diebold KGaA and the Bidder over the Target takes place due to this Takeover Offer, neither Diebold KGaA nor persons controlling Diebold KGaA (including the Bidder) will be obligated to make a mandatory offer pursuant to Section 35 para. 3 Takeover Act.

Diebold KGaA has not engaged in any activities to date, other than those incidental to its formation and conclusion of the Transaction Agreement.

6. Description of Wincor Nixdorf and Wincor Nixdorf Group

6.1 Legal basis of Wincor Nixdorf

Wincor Nixdorf is a listed German stock corporation (*Aktiengesellschaft*) with its registered seat in Paderborn, Germany, registered in the commercial register (*Handelsregister*) of the local court of Paderborn under HRB 6846. Wincor Nixdorf's principal executive offices are located at Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany, and its telephone number at that location is +49 (0) 5251 693-30.

Article 2 of Wincor Nixdorf's Articles of Association describes the corporate purpose of Wincor Nixdorf as follows:

- (1) The purpose of Wincor Nixdorf is to manage a group of associated companies based both within and outside of Germany that operate in research, development, production, sales, installation and leasing in connection with products and solutions in the fields of electronic information processing, information transfer and other innovative technology systems and also provide consulting, training and other services related to this business.
- (2) Wincor Nixdorf may itself operate in the aforementioned areas or restrict its activities to the management of its holdings.
- (3) Wincor Nixdorf may conduct any business or undertake any actions that are appropriate for directly or indirectly fulfilling the purpose of Wincor Nixdorf. In this respect, Wincor Nixdorf may found, take over or acquire an interest in other companies. Wincor Nixdorf may set up other branches under the same or a different name within or outside of Germany.

6.2 Share Capital, Wincor Nixdorf Treasury Shares, Authorized Capital, Conditional Capital and Wincor Nixdorf Stock Option Plans

6.2.1 Share Capital

As of January 27, 2016, the share capital of Wincor Nixdorf amounted to 33,084,988, divided into 33,084,988 bearer shares, without par value, each representing a pro rata amount of the share capital of 1.00.

As of the publication of this Offer Document, the Wincor Nixdorf Shares are admitted to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (Prime Standard) (ISIN DE000A0CAYB2) and included, among others, in the MDAX.

6.2.2 Wincor Nixdorf Treasury Shares

Currently, Wincor Nixdorf indirectly holds 3,268,777 Wincor Nixdorf Shares (approximately 9.88 percent) as treasury shares (the **Wincor Nixdorf Treasury Shares**). In accordance with the Blocked Account Agreement (as defined in Section 13.1) entered into between the Bidder, Wincor Nixdorf, Wincor Nixdorf Facility GmbH and the Custodian Bank that holds custody of the Wincor Nixdorf Treasury Shares (the

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Wincor Nixdorf Custodian Bank), the Wincor Nixdorf Custodian Bank has undertaken that it (i) will not transfer the Wincor Nixdorf Treasury Shares from the account to another account of Wincor Nixdorf, Wincor Nixdorf Facility GmbH or any third parties and (ii) will not execute any order by Wincor Nixdorf and Wincor Nixdorf Facility GmbH to sell or transfer the Wincor Nixdorf Treasury Shares (including, for the avoidance of doubt, through an acceptance of the Takeover Offer).

6.2.3 Authorized Capital 2014

By resolution of the general shareholders meeting of Wincor Nixdorf on January 20, 2014, the management board has been authorized to increase the share capital by January 19, 2019 with the approval of the supervisory board by issuing new, bearer shares in exchange for cash and/or contributions in kind, one time or multiple times, up to a total of 16,542,494 (**Authorized Capital 2014**). The shareholders are to be guaranteed a subscription right.

However, the Wincor Nixdorf management board is authorized, with consent of the supervisory board:

- (1) to exclude fractions from the subscription rights of the shareholders;
- (2) to exclude the subscription right of shareholders if the issue amount is not significantly less than the stock market price. This authorization, however, is only valid with the stipulation that the stocks issued with the exclusion of the subscription right in accordance with Section 186 para. 3, sentence 4 of the German Stock Corporation Act may not exceed a total of 10 percent of the existing share capital at the time of the resolution or insofar as this is less at the time of the use of the authorization. This limitation of 10 percent of the share capital also applies to those shares or rights issued or sold since the granting of the authorization, that is, since January 20, 2014, with the exclusion of the subscription rights in accordance with Section 186 para. 3, sentence 4 of the German Stock Corporation Act that allow the subscription of shares of Wincor Nixdorf;
- (3) to exclude the subscription right of the shareholders with the approval of the supervisory board during the issue of shares for contributions in kind for the purposes of (also indirect) acquisition of companies, parts of companies or investments in companies, whereby in this case the exclusion of the subscription right is restricted to a maximum of 20 percent of the share capital of Wincor Nixdorf at the time of the resolution or insofar as this is less at the time of the use of the authorization.

Existing authorization for the exclusion of subscription rights are only valid with the stipulation that since the granting of these authorizations, on January 20, 2014, on the basis of this or other authorizations for the issuance or sale of shares of Wincor Nixdorf or of rights that entitle the subscription of shares of Wincor Nixdorf, shares issued with the exclusion of the subscription right in accordance with or in corresponding application of Section 186 para. 3 of the German Stock Corporate Act may not amount to more than 20 percent of the existing share capital at the time of the resolution or insofar as this is less at the time of the use of the authorization.

6.2.4 Conditional Capital 2013

Wincor Nixdorf's share capital is conditionally increased by up to 10,000,000, divided into up to 10,000,000 bearer shares (**Conditional Capital 2013**).

The Conditional Capital 2013 increase is to be used to grant option rights or option obligations, in accordance with the option conditions, to the holders of warrants from participatory certificates with warrants and/or bonds with warrants or to grant conversion rights or conversion obligations, in accordance with the conversion conditions, to the holders of convertible participatory certificates and/or convertible bonds that are issued by Wincor Nixdorf or a dependent group company of Wincor Nixdorf within the meaning of Section 17 German Stock Corporation Act by January 20, 2018, pursuant to the authorization adopted by Wincor Nixdorf's general shareholders' meeting on January 21, 2013 under item 7a). The new

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shares shall be issued at the option or conversion price to be defined in accordance with the above authorization adopted. The Conditional Capital 2013 increase shall be carried out only in the event of the issuing of option or conversion rights or participatory certificates with warrants and/or convertible participatory certificates and/or bonds with warrants and/or convertible bonds insofar as the holders of warrants and/or convertible participatory certificates and/or bonds with warrants and/or convertible bonds make use of their option or conversion rights or, if they are have conversion/option obligations fulfill their conversion/option obligation or the bonds with warrants or convertible bonds are required. The new shares issued pursuant to exercise of the option or conversion right shall carry dividend rights from the beginning of the fiscal year in which they are issued. If they are issued before the general shareholders meeting, the new shares shall be entitled to dividends for the previous fiscal year as well. Wincor Nixdorf's management board is authorized, with the consent of the supervisory board, to define the further details of the Conditional Capital 2013 increase. Wincor Nixdorf's supervisory board is further authorized to amend the wording of Section 4 para. 8 of the Wincor Nixdorf Articles of Association in accordance with the respective issue of shares and make all connected adaptations to the Wincor Nixdorf Articles of Association that only relate to the wording. The same shall apply if the authorization to issue participatory certificates with warrants or convertible participatory certificates or bonds with warrants or convertible bonds is not used after expiration of the period of authorization and if the Conditional Capital 2013 is not used after expiration of the periods for exercising option or conversion rights.

As of the date of this Offer Document, neither Wincor Nixdorf nor any of its dependent subsidiaries within the meaning of Section 17 German Stock Corporation Act issued any such equity-linked securities or warrants.

6.2.5 Conditional Capital 2014

Wincor Nixdorf's share capital is conditionally increased by up to 1,654,249 through the issuance of up to 1,654,249 new bearer shares, without par value (**Conditional Capital 2014**).

The Conditional Capital 2014 is to be used exclusively to cover stock options issued to members of Wincor Nixdorf's management board, board members of subordinate associated companies within and outside of Germany and to other executives and employees of Wincor Nixdorf and its subordinate associated companies, as specified in detail in the authorization resolved by the general shareholders' meeting on January 20, 2014 and in accordance with the authorization by the general shareholders' meeting on January 20, 2014 as amended by the general shareholders' meeting on January 25, 2016 (subject to the entry in the commercial register). It will only be used to the extent that holders of share options exercise their right to subscribe for Wincor Nixdorf Shares and Wincor Nixdorf does not provide the consideration in cash or by means of its own shares. The new shares will carry dividend rights from the beginning of the fiscal year in which they are issued. Should the issuance take place before the ordinary general shareholders' meeting, the new shares will be entitled to dividends for the previous fiscal year as well.

Pursuant to the Business Combination Agreement (as defined in Section 7.3), until the expiration of the Additional Acceptance Period (or until the expiration of the Put Right Period (as defined in Section 15.5), if any), Wincor Nixdorf is obligated to settle any stock options exercised under the Wincor Nixdorf Stock Option Plans solely by cash payment.

6.2.6 Wincor Nixdorf Stock Option Plans

As of January 27, 2016, Wincor Nixdorf has issued 2,609,010 stock options as part of several stock option plans (the **Wincor Nixdorf Stock Option Plans**). In case stock options under the Wincor Nixdorf Stock Option