

**Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 15 August 2016**

**Completed acquisition by Diebold, Incorporated of Wincor Nixdorf AG**

We refer to your email and accompanying note dated 16 August 2016 requesting that the CMA consents to derogations to the Initial Enforcement Order of 15 August 2016 (the 'Initial Order'). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, Diebold, Incorporated (**Diebold**) and Diebold International Limited (**Diebold International**) are required to hold separate the Diebold and Diebold International business from the Wincor Nixdorf AG (**Wincor**) business and refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference. After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, Diebold and Diebold International may carry out the following actions, in respect of the specific paragraphs:

**1. Paragraphs 4 and 5 of the Initial Order**

Subject to the proposed ring-fence<sup>1</sup> of Diebold's and Wincor's businesses in the UK in a form to be approved by the CMA in advance of any integration (including where relevant the approval in advance by the CMA of relevant non-disclosure agreements (**NDA**s)):

- (a) [X] (Vice President & General Manager, Professional Services, EMEA), who is employed by Diebold EMEA Processing Centre Limited (**EPC**), is permitted to assist with a Diebold International customer meeting on Thursday, 18 August 2016, provided that [X] leaves the meeting before discussion of prices or sales terms commence and signs an NDA with regard to any information he acquires about Diebold International's activities;

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<sup>1</sup> See derogations granted by the CMA on 15 August 2016, <https://assets.publishing.service.gov.uk/media/57b2db7040f0b608ab000094/diebold-wincor-derogation-15-august.pdf>.

- (b) [X] (Tax Manager, EMEA), who is employed by EPC, is permitted to provide tax advice to Diebold International, provided that [X] signs an NDA with regard to any information he acquires about Diebold International's activities; and
- (c) [X] (IT Specialist), who has been seconded to Diebold International, is permitted to provide IT support as required to EPC, provided that [X] signs an NDA with regard to any information she acquires about Diebold International's activities.

## **2. Paragraphs 4 and 5 of the Initial Order**

On the basis of Diebold's submission that some employees of Wincor Nixdorf Limited have non-UK-related responsibilities, Diebold and Diebold International are permitted, subject to, where relevant, the approval in advance by the CMA of relevant NDAs, to transfer the following employees of Wincor Nixdorf Limited to an entity in the Wincor Nixdorf Global business:

- (a) [X] (Central Software Sales Specialist), who is employed by Wincor Nixdorf Limited, but works exclusively with Wincor's team in Utrecht in an international (ie non-UK) role in software sales and management; and
- (b) [X] (Senior Software Sales Specialist), who is employed by Wincor Nixdorf Limited, but works exclusively with Wincor's team in Utrecht in an international (ie non-UK) role in software sales and management.