

COMPLETED ACQUISITION BY DIEBOLD, INCORPORATED OF WINCOR NIXDORF AG

Consent for Diebold, Incorporated and Diebold International Limited to take certain actions in relation to the Initial Enforcement Order made by the Competition and Markets Authority on 15 August 2016

On 30 August 2016, the Competition and Markets Authority (CMA), in exercise of its duty under section 22(1) of the Enterprise Act 2002 (the Act), made a reference to its chair for the constitution of a group (the inquiry group) under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 in order that the inquiry group may investigate and report on the completed acquisition by Diebold, Incorporated (**Diebold**) of Wincor Nixdorf AG (**Wincor**) within a period ending on 13 February 2017.

The reference has not been finally determined.

On 15 August 2016, the CMA made an Initial Enforcement Order (the **Initial Order**) addressed to Diebold and Diebold International Limited (**Diebold International** or **DIL**). That Initial Order is still in force.

Under the Initial Order, except with prior written consent of the CMA, Diebold and Diebold International Limited (**Diebold International** or **DIL**) are required to hold separate the Diebold and Diebold International business from the 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.

By email and accompanying note of 30 August 2016, the CMA was asked for its consent to the following derogations from paragraphs 4 and 5 of the Initial Order:

- (a) [X], who has been seconded to DIL, to support the replacement of laptops for employees of Diebold, Inc. in Italy;
- (b) [X] (Vice President & General Manager, Professional Services, EMEA), who is employed by EPC, to attend a DIL client meeting on 8 September 2016, and to provide overall guidance for the [X] projects;
- (c) [X] (Diebold EMEA Software), who is a subject area specialist (Diebold's application software), to attend previously planned DIL customer workshops

on 31 August 2016, and to provide solution architecture services for the [X] projects;

- (d) [X] (Diebold EMEA Software), who is a subject area specialist with (Diebold's application software), to attend previously planned DIL customer delivery workshops on 31 August 2016, and to provide overall guidance for the [X] projects;
- (e) [X] (Diebold EMEA Software), who is a subject area specialist with (Diebold's application software), to provide project initiation and support services for the [X] projects; and
- (f) [X] (Software specialist), who is a subject area specialist with Phoenix Interactive Design (Diebold's application software subsidiary), to provide project initiation and support services for the [X] projects.

The CMA hereby gives its consent to the above request, provided that:

- (a) as outlined in the submission of 30 August 2016, each named person will be instructed to sign (or has signed) an NDA with regard to any information acquired by that person about DIL's activities;
- (b) as outlined in the submission fo 30 August 2016, each named person will be given instructions as to the extent of permitted discussions;
- (c) adherence to, and any departures from, those instructions is covered in future compliance statements; and
- (d) Diebold provides the CMA with copies of the instructions given in respect of meetings/workshops with [X] to be held on 31 August 2016 and 8 September 2016.