

## **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 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 9 November 2016, the CMA was asked for its consent to the following derogations from paragraphs 4 and 5 of the Initial Order:

1. To permit [X] to have access to specific technical expertise [X] which is located within the Diebold Nixdorf business. The request covers also the possibility to escalate any matter to [X].
2. To permit [X] to have access to specific product specialist expertise [X] which can only be provided by [X], a Diebold Nixdorf employee with the relevant product

specialist expertise and technical knowledge of the [X]. The request covers also the case for [X] to [X] assist [X] with the necessary [X].

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

- a) [X] will be instructed to sign (or have signed) appropriate confidentiality agreements.
- b) [X] will be instructed to sign (or has signed) an appropriate confidentiality agreement.
- c) [X] will be instructed to sign (or has signed) an appropriate confidentiality agreement.
- d) consent is being given only in relation to specialist technical input and no commercial responsibilities are to be involved in this process.
- e) [X] role would be as an escalation point only and he would have no access to Wincor Nixdorf UK information other than as regards this specific client relationship.
- f) adherence to, and any departures from, the instructions referred to in paragraphs a, b and c above is covered in future compliance statements.

Signed by authority of the CMA

Martin Cave

Inquiry Chair

11 November 2016