

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 29 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], who is employed by [X], to provide software support in the UK for the [X]. Consent is being requested for [X] to be granted permission [X].
2. To permit [X], who is employed by [X], to attend a [X], and to provide overall guidance for the [X].

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

- (a) [X] will be instructed to sign (or has signed) appropriate confidentiality agreements.
- (b) [X] will be instructed to sign (or has signed) an appropriate confidentiality agreement.
- (c) consent is being given only in relation to specialist technical input/support and no commercial responsibilities are to be involved in this process.
- (d) [X] and [X] will not be present at, or participate in, any discussion of prices and sales terms.
- (e) adherence to, and any departures from, the instructions referred to in paragraphs a, b, c and d above is covered in future compliance statements.

Signed by authority of the CMA

Martin Cave
Inquiry Chair
5 December 2016