

COMPLETED ACQUISITION BY DIEBOLD, INCORPORATED OF WINCOR NIXDORF AG

Consent for Diebold Nixdorf 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. This period has subsequently been extended to 10 April 2017, pursuant to section 39(3) of the Act.

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 16 February 2017, the CMA was asked for its consent to the following derogations from paragraphs 4 and 5 of the Initial Order:

1. To permit the legacy [X] manufacturing facility at [X] to be closed before [X].
2. To permit [X], an employee of Wincor Nixdorf UK, to transfer to a Diebold Nixdorf entity outside the ring-fence as [X].
3. To permit a further representative of Wincor Nixdorf Ltd., Ireland to attend client meetings in the Republic of Ireland with [X], the identified representative being:

[X]

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

- (a) [X] will be instructed to sign (or has signed) appropriate confidentiality agreements to ensure his transfer does not involve any passage of information he acquires about the activities of Wincor Nixdorf UK to any person within Diebold Nixdorf or vice versa;
- (b) [X] will be instructed to sign (or has signed) appropriate confidentiality agreements with regard to any information he acquires about the activities of Diebold Nixdorf, DIL and Wincor Nixdorf UK;
- (c) adherence to, and any departures from, the instructions referred to in paragraphs (a) and (b) above is covered in future compliance statements.

Signed by authority of the CMA

Martin Cave
Inquiry Chair
21 February 2017