

COMPLETED ACQUISITION BY DIEBOLD, INCORPORATED OF WINCOR NIXDORF AG

Consent for Diebold Nixdorf, Incorporated and Diebold International Ltd 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**) (now Diebold Nixdorf, Inc.) of Wincor Nixdorf AG (now Diebold Nixdorf AG) within a period ending on 13 February 2017. This period was subsequently extended to 10 April 2017, pursuant to section 39(3) of the Act.

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

The CMA's Final Report was published on 16 March 2017.

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

1. To permit [X] (Diebold Nixdorf Solution Architect, EMEA), who is a subject area specialist (Diebold's application software) to provide to the [X] project his experience from other [X] projects and to meet with the client and interact professionally with employees of Diebold's UK business only insofar as required to fulfil his role in the project; and

2. To permit [X] (Diebold Nixdorf Senior Consultant, EMEA), who is a subject area specialist (Diebold's application software) to provide to the [X] project his experience from other [X] projects, in particular to assist with [X] and to meet with the client and interact professionally with employees of Diebold's UK business only insofar as required to fulfil his role in the project.

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

- (a) [X] and [X] will be instructed to sign (or have signed) appropriate confidentiality agreements with regard to any information they acquire about the activities of Diebold's UK business;
- (b) [X] and [X] will be given instructions as to the extent of permitted discussions; and
- (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
31 March 2017