

## **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 Final Undertakings accepted by the Competition and Markets Authority on 10 May 2017**

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.

The CMA's Final Report was published on 16 March 2017. Final Undertakings were accepted on 10 May 2017 and a remedy group was appointed on 13 June 2017.

Under the terms of the Final Undertakings, 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 impede the taking of any remedial action following the reference.

By email and accompanying note of 13 June 2017, the CMA was asked for its consent to the following derogations from paragraphs 5.1 and 5.2 of the Final Undertakings:

1. To permit: -
  - a) [X] (Global Project Manager employed by Diebold Nixdorf's joint venture Projective in the EMEA region);

- b) [X] (Team Lead for [X] employed by Diebold Nixdorf at its Global Delivery Centre in the EMEA region);
- c) [X] (Quality Assurance Engineer employed by Diebold Nixdorf at its Global Delivery Centre in the EMEA region), and
- d) Subject Area Specialists (as required)

to provide urgent assistance to [X] in relation to professional service products provided by Wincor Nixdorf UK.

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

- a) [X] and any and all Subject Area Specialists involved in providing the urgent assistance required by [X] will be instructed to sign (or have signed) appropriate confidentiality agreements with regard to any information they acquire about the activities of Wincor Nixdorf's UK business;
- b) [X] and any and all Subject Area Specialists involved in providing the urgent assistance required by [X] will be given instructions as to the extent of permitted discussions;
- c) adherence to, and any departures from, the instructions referred to in paragraphs (a) and (b) above is covered in future compliance statements; and
- d) the names and details of the roles of the Subject Area Specialists will be notified to the CMA prior to their deployment.

Signed by authority of the CMA

Martin Cave  
Chair of the Remedy Group  
13 June 2017