

Wincor Nixdorf AG / ADR  
Form 425  
April 29, 2016

Filed by: Diebold, Incorporated

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Wincor Nixdorf AG

Commission File No.: 333-155520

April 28, 2016

**Exhibit 99.1**









































Investment Community Conference Call First Quarter Earnings Results April 28, 2016

Use of Non-GAAP Financial Information Diebold has included non-GAAP financial measures in this presentation to supplement Diebold's condensed consolidated financial statements presented on a GAAP basis. Definitions of these non-GAAP financial measures and reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures are included elsewhere in this presentation. Diebold's management uses constant currency, non-GAAP product, service and total gross margins, non-GAAP operating expense, non-GAAP operating profit, non-GAAP tax rate, non-GAAP net earnings, EBITDA, adjusted EBITDA and non-GAAP diluted earnings per share, and excludes gains, losses or other charges that are considered by Diebold's management to be outside of Diebold's core business segment operating results. Net debt and free cash flow are liquidity measures that provide useful information to management about the amount of cash available for investment in Diebold's businesses, funding strategic acquisitions, repurchasing stock and other purposes. The company calculates constant currency by translating the prior year results at the current year exchange rate. These non-GAAP financial measures may have limitations as analytical tools, and these measures should not be considered in isolation or as a substitute for analysis of Diebold's results as reported under GAAP. Items such as impairment of goodwill and intangible assets, though not directly affecting Diebold's cash position, represent the loss in value of goodwill and intangible assets over time. The impairment expense associated with this loss in value is not included in non-GAAP operating profit, non-GAAP net earnings, non-GAAP diluted earnings per share and therefore does not reflect the full economic effect of the loss in value of those goodwill and intangible assets. In addition, items such as restructuring charges and non-routine expenses that are excluded from non-GAAP gross profit, non-GAAP operating expense, non-GAAP operating profit, non-GAAP net earnings, and non-GAAP diluted earnings per share can have a material impact on cash flows and earnings per share. In addition, free cash flow does not represent the total increase or decrease in the cash balance for the period. The non-GAAP financial information that we provide also may differ from the non-GAAP information provided by other companies. We compensate for the limitations on our use of these non-GAAP financial measures by relying primarily on our GAAP financial statements and using non-GAAP financial measures only supplementally. We also provide robust and detailed reconciliations of each non-GAAP financial measure to the most directly comparable GAAP measure, and we encourage investors to review carefully those reconciliations. We believe that providing these non-GAAP financial measures in addition to the related GAAP measures provides investors with greater transparency to the information used by Diebold's management in its financial and operational decision-making and allows investors to see Diebold's results "through the eyes" of management. We further believe that providing this information better enables investors to understand Diebold's operating performance and to evaluate the efficacy of the methodology and information used by management to evaluate and measure such performance.

Forward-looking Statements In this presentation, statements that are not reported financial results or other historical information are “forward-looking statements”. Forward-looking statements give current expectations or forecasts of future events and are not guarantees of future performance. These forward-looking statements relate to, among other things, the company’s future operating performance, the company's share of new and existing markets, the company's short- and long-term revenue and earnings growth rates, and the company’s implementation of cost-reduction initiatives and measures to improve pricing, including the optimization of the company’s manufacturing capacity. The use of the words “will,” “believes,” “anticipates,” “expects,” “intends” and similar expressions is intended to identify forward-looking statements that have been made and may in the future be made by or on behalf of the company. Although the company believes that these forward-looking statements are based upon reasonable assumptions regarding, among other things, the economy, its knowledge of its business, and on key performance indicators that impact the company, these forward-looking statements involve risks, uncertainties and other factors that may cause actual results to differ materially from those expressed in or implied by the forward-looking statements. The company is not obligated to update forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Some of the risks, uncertainties & other factors that could cause actual results to differ materially from those expressed in or implied by the forward-looking statements include, but are not limited to: the Company's ability to successfully consummate the purchase of Wincor-Nixdorf, including satisfying closing conditions; the ultimate outcome and results of integrating operations with Wincor Nixdorf, the ultimate outcome of operating strategy applied to Wincor Nixdorf and the ultimate ability to realize synergies; the success of the Company's strategic business alliance with Securitas AB; the Company's ability to reduce stranded costs related to its NA electronic security business from its ongoing operations; the ability to successfully consummate the transaction with the Inspur Group; competitive pressures, including pricing pressures and technological developments; changes in the company's relationships with customers, suppliers, distributors and/or partners in its business ventures; changes in political, economic or other factors such as currency exchange rates, inflation rates, recessionary or expansive trends, taxes and regulations and laws affecting the worldwide business in each of the company's operations; global economic conditions, including any additional deterioration and disruption in the financial markets, including the bankruptcies, restructurings or consolidations of financial institutions, which could reduce our customer base and/or adversely affect our customers' ability to make capital expenditures, as well as adversely impact the availability and cost of credit; acceptance of the company's product and technology introductions in the marketplace; the company's ability to maintain effective internal controls; changes in the company's intention to further repatriate cash and cash equivalents and short-term investments residing in international tax jurisdictions, which could negatively impact foreign and domestic taxes; unanticipated litigation, claims or assessments, as well as the outcome/impact of any current/pending litigation, claims or assessments; variations in consumer demand for financial self-service technologies, products and services; potential security violations to the company's information technology systems; the investment performance of our pension plan assets, which could require us to increase our pension contributions, and significant changes in healthcare costs, including those that may result from government action; the amount and timing of repurchases of the company's common shares, if any; and the company's ability to achieve benefits from its cost-reduction initiatives and other strategic changes, as well as its business process outsourcing initiative.

Important Information for Investors and Shareholders In connection with the proposed business combination with Wincor Nixdorf, Diebold has filed a Registration Statement on Form S-4 with the SEC, which was declared effective by the SEC on February 5, 2016, that includes a prospectus of Diebold to be used in connection with the offer to acquire all Wincor Nixdorf ordinary shares. In addition, on February 4, 2016, the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, “BaFin“) approved the publication of the German offer document in connection with the offer. Diebold has published the German offer document on February 5, 2016. The acceptance period for the offer expired at the end of March 22, 2016 (Central European Time), and the statutory additional acceptance period expired at the end of April 12, 2016 (Central European Summer Time). INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN OR WILL BE FILED WITH THE SEC OR BaFin OR PUBLISHED AT DIEBOLD’S WEBSITE at [www.diebold.com](http://www.diebold.com) UNDER THE INVESTOR RELATIONS SECTION, REGARDING THE PROPOSED BUSINESS COMBINATION AND THE OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. You may obtain a free copy of the prospectus, an English translation of the offer document, and other related documents filed by Diebold with the SEC on the SEC’s website at [www.sec.gov](http://www.sec.gov). The prospectus and other documents relating thereto may also be obtained for free by accessing Diebold’s website at [www.diebold.com](http://www.diebold.com) under the Investor Relations section. You may obtain a free copy of the offer document on BaFin’s website at [www.bafin.de](http://www.bafin.de), and, along with an English translation thereof, at Diebold’s website at [www.diebold.com](http://www.diebold.com) under the Investor Relations section. Further, you may obtain a copy of the offer document free of charge from Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany, or by e-mail to [dct.tender-offers@db.com](mailto:dct.tender-offers@db.com) or by telefax to +49 69 910 38794. This document is neither an offer to purchase nor a solicitation of an offer to sell shares of Wincor Nixdorf or Diebold. Terms and further provisions regarding the public offer are disclosed in the offer document, which was published on February 5, 2016, and in documents filed or that will be filed with the SEC. Investors and holders of Wincor Nixdorf shares, or of such instruments conferring a right to directly or indirectly acquire Wincor Nixdorf shares, are strongly encouraged to read the prospectus, the offer document and all documents in connection with the public offer because these documents contain important information. No offering of securities will be made except by means of a prospectus meeting the requirements of section 10 of the U.S. Securities Act of 1933, as amended, and a German offer document in accordance with applicable European regulations, including the German Securities Acquisition and Takeover Act and the German Securities Prospectus Act (Wertpapierprospektgesetz). Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer would not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

Business Overview Andy Mattes President and Chief Executive Officer



First Quarter 2016 Overview Financial Performance - YoY Operating results impacted by lower hardware volume  
FSS service revenue increased ~5% in constant currency Progress on Strategic Initiatives Seamless execution of the  
North America electronic security divestiture to Securitas AB Achieved several milestones in the pending  
combination with Wincor Nixdorf Surpassed the minimum threshold for tendered shares Finalized capital structure  
Received antitrust approval from the US and Turkey, as well as China early in the second quarter Expect to launch  
Inspur joint venture in China early in the third quarter

Services-based Company, Enabled by Software, Supported by Innovative Hardware Transformation initiatives improving mix of revenue and higher gross margins Note: Revenue mix excludes North America Electronic Security 1 Excludes Brazil Other from hardware revenue 2 Represents non-GAAP financial metric % % 43 2014 Services & Software Product1 Mid-term Service Gross Margin 27.0% 28.1% 32.1% 33.3% 32.2% ~35% Product Gross Margin 23.1% 18.6% 20.2% 18.7% 17.9% ~20% Total Gross Margin 25.1% 23.8% 26.4% 27.1% 27.4% Total Diebold Non-GAAP Margin Performance2 67 2015 YTD '16

FSS Regional Trends Note: Orders include both product order entry and service revenue in constant currency NORTH AMERICA: Orders were down 5% Regions Bank selected ActivEdge as its standard card reader – initial rollout on 400 ATMs Solid pipeline of branch automation, NextGen and service opportunities LATIN AMERICA: Orders down due to difficult year-over-year comparison Signed a product and service agreement with BBVA Bancomer for 700 ATMs throughout Mexico Secured competitive wins with two financial institutions in Chile EMEA: Orders were up 5% - growth in both products and services Strong orders year-over-year in Middle East & Africa New product & service contract with a top-5 French bank Won branch transformation contracts with new customers in Spain and the U.K. ASIA-PACIFIC: Orders weighed down by China and delays in India Expect to launch Inspur joint venture in China early in the third quarter Pursuing large product and service opportunities outside of China

More resources for innovative R&D Combined installed base of nearly 1 million ATMs worldwide Diebold's position in North America combined with Wincor Nixdorf's position in Europe Better aligned with addressable market Scale benefits Expecting \$160 million of annual cost synergies by end of year 3 Broader addressable market of \$60 billion ~\$3 billion of services & software revenue1 Enhanced services portfolio spanning more markets Packaged & custom offerings backed by strong professional services organization Phoenix multi-vendor software capabilities Note:1) Pro forma for combined company for the twelve months ended December 31, 2015. Omnichannel software innovation Innovation accelerates through significant scale Global footprint Opportunity for stronger returns on capital Excellence in services + Creating a Premier Self-Service Company Strong strategic rationale for business combination

Financial Overview Chris Chapman Senior Vice President and Chief Financial Officer

2015 vs. 2016 (\$ in millions) Total Revenue Q1 Summary: Down 11%, or 6% constant currency (CC) Negative currency impact across all geographies In constant currency, Service revenue increased 4% Product revenue decreased 20% primarily due to lower volume in emerging markets FSS revenue down 4% in CC Security revenue down \$7 million in CC Brazil other revenue down \$5 million in CC FX Impact Total Revenue Down 6% CC

2015 vs. 2016 Gross Margins – non-GAAP\* \* See reconciliation of GAAP to non-GAAP measures at the end of this presentation Q1 Gross Margin: Down 30 basis points Service gross margin down 50 bps Product gross margin down 250 bps Service Gross Margin Total Gross Margin Product Gross Margin

Operating Expense – non-GAAP\* Q1 Operating Expense Summary: Down ~\$4M due to the benefit from cost actions and lower variable selling expense As a percentage of revenue, up 210 bps Expect \$15 million in net program savings from Diebold 2.0 in 2016 \* See reconciliation of GAAP to non-GAAP measures at the end of this presentation 2015 vs. 2016 (\$ in millions) Operating Expense



2015 vs. 2016 (\$ in millions) Operating Profit and Adjusted EBITDA – non-GAAP\* \* See reconciliation of GAAP to non-GAAP measures at the end of this presentation Q1 Operating Profit: Impacted by lower product volume as well as F/X headwinds Quarter 1Q15 1Q16 Total Revenue \$574.8 \$509.6 Total Gross Profit \$159.3 \$139.4 Gross Margin 27.7% 27.4% Operating Expenses Selling, G&A \$113.4 \$112.1 Research and Development 21.8 18.5 Total Operating Expenses \$135.2 \$130.6 Percent of Revenue 23.5% 25.6% Total Operating Profit \$24.1 \$8.8 Operating Margin 4.2% 1.7% Adjusted EBITDA \$44.6 \$29.4 Adjusted EBITDA Margin 7.8% 5.8% Operating Margin

Segment Reporting – non-GAAP Operating profit by reporting segment (\$ in millions) \*Corporate charges not allocated to segments include headquarter-based costs associated with manufacturing administration, procurement, human resources, finance and accounting, global development/engineering, global strategy/mergers and acquisitions, global information technology, tax, treasury and legal

	1Q15	1Q16	\$ Var	% Var
North America	\$61.1	\$53.4	\$(7.7)	(13)%
Asia Pacific	18.2	8.7	(9.5)	(52)%
EMEA	12.4	10.4	(2.0)	(16)%
Latin America	3.1	7.0	3.9	126%
Total segment operating profit	\$94.8	\$79.5	\$(15.3)	(16)%
Global/Corporate charges not allocated to segments*	(70.7)	(70.7)	--	--
Total non-GAAP operating profit	\$24.1	\$8.8	\$(15.3)	(63)%

EPS Reconciliation 1Q15 1Q16 EPS (GAAP) – continuing operations \$(0.11) \$0.31 Restructuring charges \$0.05 --  
 Non-routine (income)/expense: Software impairment 0.09 -- Venezuela divestiture 0.08 -- Venezuela devaluation 0.07  
 -- Legal, indemnification and professional fees 0.04 0.03 Acquisition/divestiture fees -- 0.14 Acquisition related  
 hedging (income)/expense -- (0.56) Other (inclusive of allocation of discrete tax items) -- 0.05 Total non-routine  
 (income)/expense \$0.28 \$(0.34) Total adjusted EPS (non-GAAP) - Continuing \$0.22 \$(0.03) Tax rate (non-GAAP)  
 24.7% 233.6% EPS (non-GAAP) – Discontinued Operations 0.07 (0.02) EPS (non-GAAP) – Including Discontinued  
 Operations \$0.29 \$(0.05) Tax rate (non-GAAP) – Including Discontinued Operations 26.5% (379.1)% Note: The sums  
 of the quarterly figures may not equal annual figures due to rounding or differences in the weighted-average number  
 of shares outstanding during the respective periods.

2015 vs. 2016 (\$ in millions) Free Cash Flow\* \* See reconciliation of GAAP to non-GAAP measures at the end of this presentation Free Cash Flow (Use): 1Q free cash use of \$115M Cash use increased \$40M compared to the prior year period Attributable to higher M&A fees and lower GAAP cash earnings Steady progress working through North America service invoicing delays Inventory remains elevated in support of multi-vendor service wins Free Cash Flow 2016 2015

Working Capital Days Sales Outstanding Inventory Turns

Liquidity & Net Debt (\$ in millions) \* Capital includes Diebold shareholders' equity, excludes non-controlling interest  
March 31, 2015 Dec. 31, 2015 March 31, 2016 Cash, cash equivalents and other investments (GAAP measure) \$343.3  
\$353.5 \$470.4 Debt Instruments (577.1) (638.2) (532.6) Net (debt) (non-GAAP measure) (\$233.7) (\$284.7) (\$62.2)  
Net debt to capital\* ratio 22.8% 27.1% 5.5% Net (debt) from 2014 - 2016

New Capital Structure Anticipated financing and replacement facilities upon closing of the Wincor Nixdorf acquisition and first compliance certificate (\$ in millions) Financing Size (M) Interest Rate Index and Margin Term Maturity / Termination Dates Revolving Credit Facility \$520 LIBOR + 2.00% 5 Yr December 2020 Term Loan A Facility 230 LIBOR + 2.00% 5 Yr December 2020 Delayed Draw Term Loan A 250 LIBOR + 2.00% 5 Yr December 2020 USD Term Loan B Facility 1,000 LIBOR(1) + 4.50% 7.5 Yr November 2023 EUR Term Loan B Facility ~400 EURIBOR(2) + 4.25% 7.5 Yr November 2023 High Yield Notes 400 8.50% 8 Yr April 2024 Total \$2,800 Mid-5% 1 LIBOR with a floor of 0.75% 2 EURIBOR with a floor of 0.75% Financing in-line with original expectations

2016 Outlook and EPS Bridge 2016 Outlook Total revenue (as reported) Down 2% to flat Total revenue (in constant currency) flat to up 2% FSS Flat to up 2% Security Flat Brazil other ~\$45M Adjusted EBITDA (non-GAAP) \$220M - \$235M 2016 EPS (GAAP) \$0.70 – \$0.95 Restructuring ~\$0.10 - \$0.05 Legal, professional fees and other ~\$0.10 Acquisition/divestiture fees(1) ~\$1.10 - \$1.05 Acquisition related hedging/(income) ~\$(0.55) 2016 EPS (non-GAAP) \$1.45 - \$1.60 Non-GAAP effective tax rate ~28% Total free cash flow ~\$150M Non-GAAP EPS Bridge 2015 reported EPS from continuing operations \$1.58 Normalized tax rate – 28% \$(0.30) 2016 growth ~\$0.15 – \$0.30 2016 EPS (non-GAAP) \$1.45 - \$1.60 (1) Includes approximately \$0.80 of acquisition related interest expense



Thank You

Supplemental Schedules

Reconciliation GAAP to non-GAAP (\$ in millions) EBITDA Reconciliation Note: We define EBITDA as income (loss) from continuing operations before taxes, net interest, depreciation and amortization expense. We define Adjusted EBITDA as EBITDA before the effect of the following items: share-based compensation, foreign exchange loss / (gain), net, GAAP miscellaneous, net, restructuring expense, and non-routine income / expense as outlined in Note 1 of the non-GAAP measures. These are non-GAAP financial measurements used by management to enhance the understanding of our operating results. EBITDA and Adjusted EBITDA are key measures we use to evaluate our operational performance. We provide EBITDA and Adjusted EBITDA because we believe that investors and securities analysts will find EBITDA and Adjusted EBITDA to be useful measures for evaluating our operating performance and comparing our operating performance with that of similar companies that have different capital structures and for evaluating our ability to meet our future debt service, capital expenditures, and working capital requirements. However, EBITDA and Adjusted EBITDA should not be considered as alternatives to net income as a measure of operating results or as alternatives to cash flows from operating activities as a measure of liquidity in accordance with GAAP.

2016 (GAAP) Restructuring Legal, indem. & prof. fees Gain on sale of NA Electr. Sec. Acquisition / divestiture fees  
 Acq. related hedging (inc)/exp Brazil Indirect Tax Other non-routine inc/exp 2016 (non-GAAP) Total Revenue  
 \$509.6 \$— \$— \$— \$— \$— \$— \$— \$509.6 Total Gross Profit \$138.8 \$0.3 \$— \$— \$— \$— \$0.3 \$— \$139.4 Percent of Net S  
 Operating Expenses Selling, G & A \$125.6 \$(0.1) \$(2.8) \$— \$(11.0) \$— \$— \$— \$111.7 R , D & E \$18.5 \$— \$— \$— \$— \$—  
 (Gain)/Loss on Assets \$0.4 \$— \$— \$— \$— \$— \$— \$— \$0.4 Impairment of Assets \$— \$— \$— \$— \$— \$— \$— \$— \$—  
 \$(0.1) \$(2.8) \$— \$(11.0) \$— \$— \$— \$130.6 Percent of Net Sales 28.4% 25.6% Operating Profit \$(5.7) \$0.4 \$2.8 \$— \$11.0 \$  
 \$0.3 \$— \$8.8 Percent of Net Sales (1.1)% 1.7% Other income/(expense) \$25.6 \$— \$— \$— \$3.9 \$(36.6) \$— \$— \$(7.1) Inc fro  
 Cont Ops before Tax \$19.9 \$0.4 \$2.8 \$— \$14.9 \$(36.6) \$0.3 \$— \$1.7 Percent of Net Sales 3.9% 0.3% Income Taxes \$0.8  
 \$(0.1) \$(1.1) \$— \$(5.5) \$— \$— \$2.7 \$(3.2) Income from Cont Ops \$20.7 \$0.3 \$1.7 \$— \$9.4 \$(36.6) \$0.3 \$2.7 \$(1.5) Percent  
 of Net Sales 4.1% (0.3)% Noncontrol Interest - Net Tax \$(0.3) \$— \$— \$— \$— \$— \$— \$(0.3) Inc from Cont Ops - Net T  
 \$0.3 \$1.7 \$— \$9.4 \$(36.6) \$0.3 \$2.7 \$(1.8) Loss from Disc Ops - Net Tax \$(1.3) \$— \$— \$— \$— \$— \$— \$(1.3) Income  
 Disc Ops - Net Tax \$149.1 \$— \$— \$(149.1) \$— \$— \$— \$— Net Income \$168.2 \$0.3 \$1.7 \$(149.1) \$9.4 \$(36.6) \$0.3 \$2.  
 Percent of Net Sales 33.0% (0.6)% Q1 2016 Profit & Loss Statement Reconciliation GAAP to non-GAAP (\$ in  
 millions)

Q1 2015 Profit & Loss Statement 2015 (GAAP) Restructuring Software Impairment Venezuela Divestiture Venezuela  
 Devaluation Legal, indem. & prof. fees Other non-routine inc/exp 2015 (non-GAAP) Total Revenue \$574.8 \$— \$— \$— \$— \$—  
 \$— \$574.8 Total Gross Profit \$159.3 \$— \$— \$— \$— \$— \$— \$159.3 Percent of Net Sales 27.7% 27.7% Operating Expenses  
 G & A \$120.5 \$(2.6) \$— \$— \$— \$(4.6) \$— \$113.3 R, D & E \$22.3 \$(0.6) \$— \$— \$— \$— \$— \$21.8 (Gain)/Loss on Assets  
 \$— \$— \$0.1 Impairment of Assets \$19.4 \$— \$(9.1) \$(10.3) \$— \$— \$— \$— Total Operating Expense \$162.3 \$(3.1) \$(9.1) \$(  
 \$(4.6) \$— \$135.2 Percent of Net Sales 28.2% 23.5% Total Operating Profit \$(3.0) \$3.1 \$9.1 \$10.3 \$— \$4.6 \$— \$24.1  
 Percent of Net Sales (0.5)% 4.2% Other income/(expense) \$(10.5) \$— \$— \$— \$7.5 \$— \$— \$(3.1) Inc from Cont Ops before  
 \$(13.5) \$3.1 \$9.1 \$10.3 \$7.5 \$4.6 \$— \$21.0 Percent of Net Sales (2.3)% 3.7% Income Taxes \$3.4 \$— \$(3.4) \$(2.3) \$(1.7)  
 \$(1.8) \$0.5 \$(5.2) Income from Cont Ops \$(10.1) \$3.1 \$5.7 \$7.9 \$5.8 \$2.8 \$0.5 \$15.8 Percent of Net Sales (1.8)%  
 2.7% Noncontrol Interest - Net Tax \$2.8 \$— \$— \$2.9 \$1.1 \$— \$— \$(1.1) Inc from Cont Ops - Net Tax \$(7.3) \$3.1 \$5.7 \$5.0  
 \$4.7 \$2.8 \$0.5 \$14.7 Income from Disc Ops - Net Tax \$4.5 \$— \$— \$— \$— \$— \$— \$4.5 Net Income \$(2.8) \$3.1 \$5.7 \$5.0 \$  
 \$2.8 \$0.5 \$19.2 Percent of Net Sales (0.5)% 3.3% Reconciliation GAAP to non-GAAP (\$ in millions)

Q1 2016 Product & Service Gross Profit Reconciliation GAAP to non-GAAP (\$ in millions)

Q1 2015 Product & Service Gross Profit Reconciliation GAAP to non-GAAP (\$ in millions)

2015 (GAAP) Restructuring Brazil Indirect Tax 2015 (non-GAAP) Service Revenue \$1,394.2 — — \$1,394.2 Product Revenue \$1,025.1 — — \$1,025.1 Total Revenue \$2,419.3 — — \$2,419.3 Service Gross Profit \$461.4 \$3.1 — \$464.5 Percent of Net Sales 33.1% 33.3% Product Gross Profit \$190.6 \$1.4 \$0.2 \$192.2 Percent of Net Sales 18.6% 18.7% Total Gross Profit \$652.0 \$4.5 \$0.2 \$656.7 Percent on Net Sales 26.9% 27.1% 2015 Product & Service Gross Profit Reconciliation GAAP to non-GAAP (\$ in millions)



2014 (GAAP) Restructuring Brazil Indirect Tax 2014 (non-GAAP) Service Revenue \$1,432.8 — — \$1,432.8 Product Revenue \$1,302.0 — — \$1,302.0 Total Revenue \$2,734.8 — — \$2,734.8 Service Gross Profit \$458.0 \$1.4 — \$459.4 Percent of Net Sales 32.0% 32.1% Product Gross Profit \$268.2 \$0.5 (5.8) \$262.9 Percent of Net Sales 20.6% 20.2% Total Gross Profit \$726.2 \$1.9 (5.8) \$722.3 Percent on Net Sales 26.6% 26.4% 2014 Product & Service Gross Profit Reconciliation GAAP to non-GAAP (\$ in millions)

2013 Product & Service Gross Profit Reconciliation GAAP to non-GAAP (\$ in millions)

2012 Product & Service Gross Profit Reconciliation GAAP to non-GAAP (\$ in millions)

(\$ in millions) Free Cash Flow Reconciliation 1Q15 1Q16 Net cash provided by (used in) operating activities \$(64.6)  
\$(109.9) Capital expenditures (10.5) (4.7) Free cash flow (use) (non-GAAP measure) \$(75.1) \$(114.6) 2013 2014  
2015 2016 Outlook Net cash provided by (used in) operating activities \$123 \$189 \$31 ~\$190 Capital expenditures  
(\$34) (\$60) (\$52) ~(\$40) Free cash flow (use) (non-GAAP measure) \$89 \$129 (\$21) ~\$150

## **IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS**

In connection with the proposed business combination, Diebold has filed a Registration Statement on Form S-4 with the U.S. Securities and Exchange Commission ( SEC ), which was declared effective by the SEC on February 5, 2016, that includes a prospectus of Diebold to be used in connection with the offer. In addition, on February 4, 2016, the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, BaFin ) approved the publication of the German offer document in connection with the offer. Diebold has published the German offer document on February 5, 2016. The acceptance period for the offer expired at the end of March 22, 2016 (Central European Time), and the statutory additional acceptance period expired at the end of April 12, 2016 (Central European Summer Time).

**INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN OR WILL BE FILED WITH THE SEC OR BAFIN OR PUBLISHED AT DIEBOLD S WEBSITE AT WWW.DIEBOLD.COM UNDER THE INVESTOR RELATIONS SECTION, REGARDING THE PROPOSED BUSINESS COMBINATION AND THE OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT**

**INFORMATION.** You may obtain a free copy of the prospectus, an English translation of the offer document, and other related documents filed by Diebold with the SEC on the SEC s website at [www.sec.gov](http://www.sec.gov). The prospectus and other documents relating thereto may also be obtained for free by accessing Diebold s website at [www.diebold.com](http://www.diebold.com) under the Investor Relations section. You may obtain a free copy of the offer document on BaFin s website at [www.bafin.de](http://www.bafin.de), and, along with an English translation thereof, at Diebold s website at [www.diebold.com](http://www.diebold.com) under the Investor Relations section. Further, you may obtain a copy of the offer document free of charge from Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany, or by e-mail to [dct.tender-offers@db.com](mailto:dct.tender-offers@db.com) or by telefax to +49 69 910 38794.

This document is neither an offer to purchase nor a solicitation of an offer to sell shares of Wincor Nixdorf or Diebold. Terms and further provisions regarding the public offer are disclosed in the offer document, which was published on February 5, 2016, and in documents filed or that will be filed with the SEC. Investors and holders of Wincor Nixdorf shares, or of such instruments conferring a right to directly or indirectly acquire Wincor Nixdorf shares, are strongly encouraged to read the prospectus, the offer document and all documents in connection with the public offer because these documents contain important information.

No offering of securities will be made except by means of a prospectus meeting the requirements of section 10 of the U.S. Securities Act of 1933, as amended, and a German offer document in accordance with applicable European regulations, including the German Securities Acquisition and Takeover Act and the German Securities Prospectus Act (*Wertpapierprospektgesetz*). Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer would not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

## **CAUTIONARY STATEMENT ABOUT FORWARD LOOKING STATEMENTS**

Certain statements contained in this communication regarding matters that are not historical facts are forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995). These include statements regarding management's intentions, plans, beliefs, expectations or forecasts for the future including, without limitation, the proposed business combination with Wincor Nixdorf and the offer. Such forward-looking statements are based on the current expectations of Diebold and involve risks and uncertainties; consequently, actual results may differ materially from those expressed or implied in the statements. Such forward-looking statements may include statements about the business combination and the offer, the likelihood that such transaction is consummated and the effects of any transaction on the businesses and financial conditions of Diebold or Wincor Nixdorf, including synergies, pro forma revenue, targeted operating margin, net debt to EBITDA ratios, accretion to earnings and other financial or operating measures. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and actual results of operations, financial condition and liquidity, and the development of the industries in which Diebold and Wincor Nixdorf operate may differ materially from those made in or suggested by the forward-looking statements contained in this document. In addition, risks and uncertainties related to the contemplated business combination between Diebold and Wincor Nixdorf include, but are not limited to, the expected timing and likelihood of the completion of the contemplated business combination, including the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the contemplated business combination that could reduce anticipated benefits or cause the parties not to consummate, or to abandon the transaction, the ability to successfully integrate the businesses, the occurrence of any event, change or other circumstances that could give rise to the termination of the business combination agreement or the contemplated offer, the risk that the parties may not be willing or able to satisfy the conditions to the contemplated business combination or the contemplated offer in a timely manner or at all, risks related to disruption of management time from ongoing business operations due to the contemplated business combination, the risk that any announcements relating to the contemplated business combination could have adverse effects on the market price of Diebold's common shares, and the risk that the contemplated transaction or the potential announcement of such transaction could have an adverse effect on the ability of Diebold to retain and hire key personnel and maintain relationships with its suppliers, and on its operating results and businesses generally. These risks, as well as other risks associated with the contemplated business combination, are more fully discussed in the prospectus that is attached as Annex 4 to the German offer document and has been filed with the SEC. Additional risks and uncertainties are identified and discussed in Diebold's reports filed with the SEC and available at the SEC's website at [www.sec.gov](http://www.sec.gov). Any forward-looking statements speak only as at the date of this document. Except as required by applicable law, neither Diebold nor Wincor Nixdorf undertakes any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.