

Wincor Nixdorf AG / ADR  
Form 425  
April 08, 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 8, 2016

**Exhibit 99.1**

**FOR IMMEDIATE RELEASE:**

April 8, 2016

**DIEBOLD INTENDS TO IMPLEMENT DOMINATION AND POTENTIALLY PROFIT AND LOSS  
TRANSFER AGREEMENT WITH WINCOR NIXDORF FOLLOWING CLOSING OF THE ONGOING  
TAKEOVER OFFER**

NORTH CANTON, Ohio Diebold, Incorporated (NYSE:DBD), a global leader in providing self-service delivery, services and software primarily to the financial industry, and its wholly-owned subsidiary Diebold Holding Germany Inc. & Co. KGaA, today announced their intention to implement a domination and potentially profit and loss transfer agreement by and between Wincor Nixdorf Aktiengesellschaft ( Wincor Nixdorf ), as the controlled company, and Diebold Holding Germany Inc. & Co. KGaA, as the controlling company, as well as to vote in favor of such an intercompany agreement at a general meeting of Wincor Nixdorf shareholders. It is intended to implement this agreement once Diebold s voluntary public takeover offer to the shareholders of Wincor Nixdorf has been successfully closed.

The ongoing takeover offer for Wincor Nixdorf remains unaffected by this intention. Shareholders of Wincor Nixdorf who have not tendered their shares can still accept the offer by tendering their shares during the additional acceptance period, which began on March 30, 2016 and will end on April 12, 2016 at midnight (Central European Summer Time). Following the expiration of the additional acceptance period, Diebold, Incorporated will disclose the final number of shares tendered. Withdrawal rights ceased at the end of the acceptance period on March 22, 2016, and there are no withdrawal rights during the additional acceptance period. The offer remains subject to regulatory approval. Additional information is available at <http://www.diebold.com/DieboldWincor>.

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## About Diebold

Diebold, Incorporated (NYSE: DBD) provides the technology, software and services that connect people around the world with their money - bridging the physical and digital worlds of cash conveniently, securely and efficiently. Since its founding in 1859, Diebold has evolved to become a leading provider of exceptional self-service innovation, security and services to financial, commercial, retail and other markets.

Diebold has approximately 15,000 employees worldwide and is headquartered near Canton, Ohio, USA. Visit Diebold at [www.diebold.com](http://www.diebold.com) or on Twitter: <http://twitter.com/DieboldInc>.

## 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 a statutory additional acceptance period began on March 30, 2016, and will end on April 12, 2016, 24:00 hours (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.

#### **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.

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**Diebold, Incorporated**

**North Canton, Ohio, United States of America**

**Diebold Holding Germany Inc. & Co. KGaA**

**Eschborn, Germany**

**Announcement regarding the intention to conclude a domination and potentially profit and loss transfer agreement with Wincor Nixdorf Aktiengesellschaft**

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On February 5, 2016, Diebold, Incorporated, based in North Canton, Ohio, United States of America ( **Diebold, Inc.** ) published the offer document ( **Offer Document** ) for its voluntary public takeover offer ( **Takeover Offer** ) to the shareholders of Wincor Nixdorf Aktiengesellschaft, based in Paderborn, Germany ( **Wincor Nixdorf** ). The acceptance period for the Takeover Offer expired on March 22, 2016. Through a publication under Section 23 para. 1 sentence 1 number 2 of the German Securities Acquisition and Takeover Act, Diebold announced that, except for the remaining closing condition under section 11.1.1 of the Offer Document (antitrust clearances), all closing conditions have been satisfied. In particular, Diebold, Inc. has satisfied the minimum tender condition under section 11.1.3 of the Offer Document of approximately 67.6% of all Wincor Nixdorf shares existing at the time the publication of the Offer Document was approved by the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, **BaFin** ) (disregarding treasury shares held by Wincor Nixdorf, this amounts to more than 75% of the voting rights in Wincor Nixdorf). Withdrawal rights ceased at the end of the acceptance period. The additional acceptance period under Section 16 para. 2 sentence 1 of the German Securities Acquisition and Takeover Act began on March 30, 2016 and will end on April 12, 2016. At the time of the settlement of the Takeover Offer, Wincor Nixdorf shares properly tendered will be transferred pursuant to the terms of the Offer Document directly from the tendering shareholders of Wincor Nixdorf to Diebold Holding Germany Inc. & Co. KGaA, based in Eschborn, Germany, a wholly-owned subsidiary of Diebold, Inc. ( **Diebold, KGaA** ).

Diebold, Inc. and Diebold KGaA intend to initiate the conclusion of a domination agreement and potentially also a profit and loss transfer agreement, in each case within the meaning of section 291 para. 1 of the German Stock Corporation Act, following closing of the Takeover Offer, among Wincor Nixdorf as dominated and potentially profit transferring company and Diebold KGaA as dominating and potentially profit receiving company, as well as to vote in favor of such an intercompany agreement at a general meeting of Wincor Nixdorf. Diebold, Inc. shall not become a party to this intercompany agreement.

North Canton, April 8, 2016

**Diebold, Incorporated**

**KGaA**

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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.

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North Canton, April 8, 2016

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## **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.