

Information demand to the management of Diebold Nixdorf, Inc.

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Contact:
Krupa Global Investments

KRUPA GLOBAL INVESTMENTS SUBMITS THE INFORMATION DEMAND TO THE MANAGEMENT OF DIEBOLD NIXDORF INC.

Today Krupa Global Investments (<http://www.krupainvestments.com/en/>) submits the following information demand to the management of Diebold Nixdorf (NYSE:DBD):

**Krupa Global Investments a.s.
Polygon House, Doudlebska 1699/5,
Prague 4, 14000, Czech Republic**

Dear Management of Diebold Nixdorf,

We are one of your largest shareholders and currently own 862 948 shares (~1.1% free float) of Diebold Nixdorf Inc. ("Company"). We are concerned about the continuous distortion of shareholder value caused by the lack of synergies from the recent merger, increasing competition from new disruptors in the Company's core business segments, the company's significant debts, and excessive executive compensation that does not mirror performance.

Based on our concern, we ask Company's executives to provide us answers to the following questions:

- 1) Can you provide more specific details in regards to the "DB Now" turnaround plan?
 - a. What are the next concrete steps regarding simplifying complex business model matrix after naming 1st level executives? What is the expected outcome of the simplification (in mil. USD on cost or revenue side)? What is the target of the initiative in FTEs reduction?
 - b. What are the concrete steps regarding efficiency improvement in cost structure (namely in SG&A, IT, marketing, finance, sales support)?
 - c. What are the concrete steps to streamline product portfolio? Do you have available analysis of profitability contribution on each of Company's market? Have you made any decision regarding exiting some of unprofitable markets? Which markets are going to be left?

- d. What are the concrete steps regarding simplifying complex IT and resolving painpoints in inconsistent processes? What is the expected outcome of the simplification (in mil. USD on cost side)?
 - e. What are the tangible initiatives regarding unifying corporate culture between Diebold Nixdorf and Wincor Nixdorf? What is the expected measurable impact of them?
 - f. When will be publicly available the process optimization roadmap?
 - g. How is customer satisfaction currently measured? What are the past results and what is the target to be achieved? What initiatives will be taken towards customer satisfaction improvement? Which concrete steps and what is their timeline for completion?
 - h. What are the initiatives to reach more consistent Company's results? Which concrete steps and their timeline?
 - i. Is there any improvement planned to avoid potential future supply chain disruption, such as those that decreased the Company's top line by 15/20 mil. USD in past two quarters?
- 2) Can you please provide additional details in regards to how management plans to pay down the company's significant debt?
- a. What is the optimal Net debt/EBITDA ratio according to the CEO?
 - b. When and how does CEO want to reach the optimal debt level?
- 3) What are the concrete initiatives to reverse development of the current PMI? And what is the timeline of the concrete steps of initiatives?
- a. Are there any initiatives supporting cost synergies? If so, what is the timeline, concrete steps and expected results to be achieved?
 - b. Are there any top line improvement initiatives? Is there any initiative to improve banking sales (ATM shipment), any initiative to increase utilization of hardware and services, any initiative to boost Point of Sale sales and gain market share?
 - c. Any initiative to develop and introduce innovative products using blockchain technology? Introducing ATMs for cryptocurrencies?
 - d. Is it planned to write-off some goodwill from the recent acquisition due to unmet synergies?
 - e. What is the current market share in banking segment and how it developed over the time since the acquisition was announced? Is any low-end competitor gaining Company's market share?
- 4) Why is executive compensation linked to the non-GAAP measures which are completely omitting the impact of the unsuccessful acquisition excluding: legal/acquisition expenses, acquisition integration charges, Nixdorf accounting adjustments?
- a. How does management find it ethical to cancel dividends (for a reason of efficient capital allocation which we agree with), which would entail yearly pay-out costs of approximately \$30 million and on the other hand, management approves share-based compensation of approximately \$35 million for itself?
 - b. Specifically, share-based compensation in Q3 2018 totaled \$7 Million during a period where the stock fell from \$12.10 on July 2, 2018 to \$4.50 on September 28, 2018. What incentive(s) have executives met to warrant such compensation considering the company's performance?

- c. Can the compensation committee explain the reasoning behind the \$35 million USD share-based compensation in a situation of expected GAAP loss \$75 - 95 Million?

In light of the above questions, we hereby demand pursuant to Section 220 of the Delaware General Corporation Law that Diebold immediately make the following books, records, documents, and material available for inspection and copying during the usual hours for business:

1) All minutes, packages, presentations, surveys, reports, exhibits, recordings, agendas, summaries, memoranda, transcripts, notes, summaries of meetings, appraisals, evaluations or resolutions, including materials prepared by non-Company sources such as consultants, financial advisors, or contractors, provided to any member of the Board ("Board Materials") for any of the meetings of the Board of Directors of Diebold (the "Board") and any of its committees from January 1, 2016, to December 15, 2018. "Meetings" includes, for purposes of this demand, all regular, special, and ad hoc meetings of the Board and all meetings of regular, specially created, or ad hoc committees or subcommittees of the Board, whether held in person, telephonically, electronically, or otherwise.

2) All Board Materials from the Relevant Time Period concerning any financial analysis or valuation prepared for or used in connection with the Proposed Merger, or consideration of other strategic alternatives. Documents responsive to this request include, but are not limited to, projections or forecasts of the Company's financial performance (for any use), and any financial or valuation analyses of the Company prepared by the Company or any advisors or consultants to the Company or the Board.

3) All Board Materials from the Relevant Time Period concerning the financial results, value, market value, fair value, or inherent value of Diebold or its stock. Documents responsive to this request include, but are not limited to, any appraisals, analyses, opinions, reviews, presentations or statements concerning any of the above-referenced subjects.

4) All Board Materials from the Relevant Time Period concerning the potential postclosing employment of any director or officer of Diebold, and all potential remuneration, benefits, and payments made, to be made, or discussed in connection therewith.

5) All Board Materials, regardless of time period, concerning remuneration, benefits or payments received or to be received by any director or officer of Diebold in connection with the Merger of Diebold and Wincor Nixdorf.

6) Any pro forma financial statements prepared in connection with the Merger of Diebold and Wincor Nixdorf.

Sincerely,

Pavol Krupa

Chairman of the Board

Krupa Global Investments

About Krupa Global Investments

Krupa Global Investments previously known 'Arca Capital' is a private investment group with a strong Central European exposure. It focuses on the development of its private equity activities oriented on energy, real estate, retail and service activities, as well as regulated activities focused on building and managing fund structures focusing on energy, real estate and financial services. Arca Capital also carries out projects with a so-called activist approach, with the goal of remedying and eliminating management actions that have a negative impact on companies, and with the goal of achieving significant positive change in strategy, financial structure or management.

Assets under management over \$2 billion USD.