

Wincor Nixdorf AG / ADR  
Form 425  
March 22, 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

March 22, 2016

**Exhibit 99.1**

**Diebold, Incorporated**

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

**Announcement pursuant to section 23 para. 1 sentence 1 no. 1 of the German Securities**

**Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz, WpÜG*)**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (IN WHOLE OR IN PART) IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.**

On February 5, 2016, Diebold, Incorporated, North Canton, Ohio, United States of America (the **Bidder**) has published the offer document for its voluntary public takeover offer in the form of a combined cash and exchange offer (**Takeover Offer**) to the shareholders of Wincor Nixdorf Aktiengesellschaft, Paderborn, Germany (**Wincor Nixdorf**) regarding the acquisition of all of their no-par value bearer shares in Wincor Nixdorf each with a notional interest in the share capital of EUR 1.00 (ISIN: DE000A0CAYB2) (**Wincor Nixdorf-Shares**) for a consideration of EUR 38.98 in cash and 0.434 shares of the Bidder (ISIN: US2536511031) for each Wincor Nixdorf-Share. The acceptance period for this Takeover Offer expires on March 22, 2016 at 24.00 hours (CET), unless extended pursuant to applicable law. In case of a settlement of the Takeover Offer, tendered Wincor Nixdorf-Shares 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, a wholly-owned subsidiary of the Bidder.

1. As of March 22, 2016, 14:00 hours (CET) (**Reference Date**) the Takeover Offer has been accepted for a total of 16,016,320 Wincor Nixdorf-Shares. This corresponds to approximately 48.41 % of the share capital and voting rights of Wincor Nixdorf.
2. As of the Reference Date, the Bidder held no Wincor Nixdorf-Shares directly. This corresponds to 0 % of the share capital and voting rights in Wincor Nixdorf.
3. As of the Reference Date, the Diebold Incorporated Pension Master Trust, a person acting jointly with the Bidder within the meaning of section 2 para. 5 sentence 1 and 3 of the German Securities Acquisition and

Takeover Act, held 4,100 Wincor Nixdorf-Shares

(4,100 Wincor Nixdorf-Shares thereof were already held at the date of publication of the Takeover Offer). This corresponds to 0.012 % of the share capital and voting rights in Wincor Nixdorf which will be attributed to the Bidder in accordance with section 30 para 1 sentence 1 no. 1 sentence 3 of the German Securities Acquisition and Takeover Act.

4. As of the Reference Date, the Wincor Nixdorf Facility GmbH, a subsidiary of Wincor Nixdorf, a person acting jointly with the Bidder within the meaning of section 2 para. 5 sentence 1 of the German Securities Acquisition and Takeover Act, held 3,268,777 Wincor Nixdorf-Shares (3,268,777 Wincor Nixdorf-Shares thereof were already held at the date of publication of the Takeover Offer) ( **Treasury Shares** ). This corresponds to approximately 9.88 % of the share capital and voting rights in Wincor Nixdorf. Wincor Nixdorf Facility GmbH is a wholly owned, indirect subsidiary of Wincor Nixdorf. Therefore, in accordance with sections 71b, 71d sentences 2 and 4 of the German Stock Corporation Act (*Aktiengesetz*, AktG), Wincor Nixdorf Facility GmbH is not entitled to any rights arising out of these Treasury Shares. Wincor Nixdorf and Wincor Nixdorf Facility GmbH entered into a Blocked Account and Non-Tender Agreement with the Bidder in which they agreed, among others, not to tender the Treasury Shares in the course of the Takeover Offer.
  
5. In addition, as of the Reference Date, neither the Bidder nor any person acting jointly with the Bidder within the meaning of section 2 para. 5 of the German Securities Acquisition and Takeover Act nor their subsidiaries held Wincor Nixdorf-Shares nor were any additional voting rights of Wincor Nixdorf-Shares attributed to them in accordance with section 30 of the German Securities Acquisition and Takeover Act. Further, as of the Reference Date, neither the Bidder nor any person acting jointly with the Bidder within the meaning of section 2 para. 5 of the German Securities Acquisition and Takeover Act nor their subsidiaries held neither directly nor indirectly any instruments within the meaning of section 25 of the German Securities Trading Act (*Wertpapierhandelsgesetz*, WpHG) and therefore held no further, in accordance with sections 25, 25a of the German Securities Trading Act reportable, voting rights in relation to Wincor Nixdorf.

The total number of Wincor Nixdorf-Shares and voting rights of the Bidder arising out of Wincor Nixdorf-Shares for which the Takeover Offer was accepted until the Reference Date plus Wincor Nixdorf voting stock (*i.e.* excluding Treasury Shares) held by the Bidder and any jointly acting person with the Bidder within the meaning of section 2 para. 5 of the German Securities Acquisition and Takeover Act or their subsidiaries amounts to 16,020,420 Wincor Nixdorf-Shares. This corresponds to approximately 48.42 % of the share capital and voting rights in Wincor Nixdorf.

North Canton, March 22, 2016

**Diebold, Incorporated**

## **IMPORTANT NOTICE FOR INVESTORS AND SHAREHOLDERS**

In connection with the proposed business combination, Diebold, Incorporated ( **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 Takeover Offer. In addition, on February 4, 2016, the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, **BaFin** ) approved the publication of the offer document in German in connection with the Takeover Offer. Diebold has published the German offer document on February 5, 2016.

**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, upon request, you may obtain a copy of the offer document free of charge from Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany, or 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.

**Diebold Social Media Communications, LinkedIn**

The following communications were or will be made available by posts on LinkedIn:

Post 1: Don't miss out! If you hold shares in Wincor Nixdorf, the end of the acceptance period is today. Act now. For information call 00-800-3816-3816 or learn more: <http://dbdinc.co/1HhohL6> important info <http://dbdinc.co/21cfGQa>

[Link to <https://www.linkedin.com/hp/update/6118009181065744384>]

Post 2: Last Chance for Wincor Shareholders The combined capabilities and established global market presence of Diebold and Wincor Nixdorf will offer our customers enhanced services leadership and omnichannel software innovation across our highly complementary geographic presence. <http://dbdinc.co/1HhohL6> Important information: <http://dbdinc.co/21cfGQa>

[Link to <https://www.linkedin.com/hp/update/6118046668593065984>]

**Diebold Social Media Communications, Twitter**

The following communications were made available by posts on Twitter:

Tweet 1: The deal the industry needs. Watch #Diebold CEO on @SquawkCNBC Europe: <http://dbdinc.co/1HhohL6>  
Important info: <http://dbdinc.co/21cfGQa>  
[Link to <https://twitter.com/DieboldInc/status/712179518056767488>]

Tweet 2: ICYMI: INTERVIEW: #Diebold CEO talks business combo w/ @SquawkCNBC Europe:  
<http://dbdinc.co/1HhohL6> Important info: <http://dbdinc.co/21cfGQa>  
[Link to <https://twitter.com/DieboldInc/status/712315419311214592>]

Article Published in Reuters

**Diebold CEO says confident of gaining enough support for Wincor takeover**

By Alexander Huebner and Anneli Palmen

21 March 2016

Reuters

U.S. ATM maker Diebold (DBD.N) is optimistic it will still gain the required level of support for its planned \$1.8 billion takeover of German rival Wincor Nixdorf (WING.DE), its CEO told Reuters.

Diebold needs 75 percent of Wincor Nixdorf shareholders to tender their shares by March 22 for the cash and shares deal to succeed but by Monday the acceptance level stood at only 39.6 percent, Wincor said.

We knew that reaching the finish line of the proposed merger was going to be close, but the potential benefits have made it worth pursuing, and the investors and customers we've met are very supportive, Diebold CEO Andy Mattes said in a statement to Reuters.

Mattes said that he remains optimistic that more than 75 percent of the shares would be tendered, but confirmed that the deal would not be changed.

The deadline to change the offer in any way has now passed, so if we do not reach the 75 percent tender threshold by the end of the day on the 22nd, the deal will not happen, he said.

News Alert Distributed by Bloomberg

**Diebold CEO Says Wincor Nixdorf Deal Acceptance to Be Close**

(Bloomberg) Diebold CEO Andreas Mattes says we knew that reaching the finish line of the proposed merger was going to be close, of bid to buy German rival Wincor Nixdorf.

Says in e-mailed statement that potential benefits have made deal worth pursuing, investors, customers have been very supportive

Wincor Nixdorf couldn't say whether the deal will succeed in getting enough support or not when contacted by phone

Wincor spokesman Andreas Bruck says Diebold's offer has been received positively, up to shareholders to decide

NOTE: Offer is subject to a minimum acceptance threshold of ~67.6% of Wincor shares, including treasury shares held by Wincor Nixdorf, which will not be tendered

NOTE: Yday, Wincor/Diebold Deal Spread Widest Since Jan. as Deadline Nears

Alerts: DIEBOLD, WINCOR NIXDORF

Source: BFW (Bloomberg First Word)

**Tickers** DBD US (Diebold Inc)

WIN GR (Wincor Nixdorf AG)

**People**

Andreas Mattes (Diebold Inc)



Article Published by Bloomberg

**Diebold's Wincor Nixdorf Bid Will Be Close, CEO Mattes Says**

By Stefan Nicola

22 March 2016

Bloomberg

Diebold Inc.'s bid to buy Wincor Nixdorf AG to create the biggest maker of cash machines and systems hinges on more of its German rival's shareholders accepting the offer in the coming hours.

Wincor shareholders controlling about 48 percent of the share capital had agreed to the offer as of 2 p.m. CET on March 22, Diebold said. That's still short of the minimum threshold of about 67.6 percent, which the North Canton, Ohio-based company needs to accumulate by the deadline at midnight Central European Time.

We knew that reaching the finish line of the proposed merger was going to be close, but the potential benefits have made it worth pursuing, and the investors and customers we've met are very supportive, Diebold Chief Executive Officer Andreas Mattes said in an e-mailed statement Tuesday. Diebold on Nov. 23 offered cash and stock valuing its rival at 54.32 euros a share, or 40 percent higher than Wincor's close Oct. 16, the day before the companies said they were in talks. The offer at the time was valued at about 1.8 billion euros (\$2 billion). Wincor's boards had recommended the bid as appropriate and fair.

Wincor can't say whether the deal will succeed or not, said Andreas Bruck, a company spokesman. While the offer has been received positively, it's now up to shareholders to decide, he said by phone.

Buying Paderborn-based Wincor would give Diebold, with about 16,000 employees, a bigger presence in Europe. Wincor builds hardware and software, including ATMs and cash registers, for banks and retailers. The company used to be owned by engineering giant Siemens AG before it was sold to private-equity investors in 1999. It held an initial public offering in 2004 and currently operates in 130 countries with about 9,000 employees.

With assistance from Aaron Kirchfeld.

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

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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.

This communication may outline certain key German tax principles related to the participation in the voluntary public tender offer that may be or may become relevant to holders of shares of Wincor Nixdorf. Any discussion of German tax considerations is of a general nature only and does not constitute a comprehensive or definitive explanation of all possible aspects of German taxation that may be relevant for shareholders of Wincor Nixdorf. Furthermore, this communication does not address non-German tax considerations that may apply to a shareholder that is a tax resident of a jurisdiction other than Germany. This communication is based upon domestic German tax laws in effect as of the date hereof. It is important to note that the legal situation may change, possibly with retroactive effect, and that no assurance can be given regarding the tax treatment of this transaction by fiscal authorities and the courts.