

## Revised invitation to the Annual General Meeting

Wincor Nixdorf Aktiengesellschaft, Paderborn

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The invitation to the ordinary Annual General Meeting of Wincor Nixdorf Aktiengesellschaft, which was published in the German Federal Gazette on December 16, 2005, contains a mistake in chapter III. 1 (Right to participate by depositing shares), sentence 1, as the possibility for a deposit with a securities clearing and depository bank ("*Wertpapiersammelbank*") is not mentioned. Therefore Wincor Nixdorf invites again in order to correct the mistake and to substitute the first invitation:

Notice is hereby given to shareholders of our Company that the Ordinary Annual General Meeting will be held on **Tuesday, February 21, 2006, at 11 a.m.**

in the  
Hansasaal  
Schützenhof  
Schützenweg 54  
33102 Paderborn

### I. Agenda

#### 1. Submission of the adopted annual financial statements of Wincor Nixdorf Aktiengesellschaft and the approved group financial statements, the management report and the group management report of the Company for the FY 2004/2005 as well as the Supervisory Board report

The above mentioned documents and the proposal by the Management Board on the appropriation of profits are available for inspection at the business premises of Wincor Nixdorf Aktiengesellschaft, Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany, and can be seen and downloaded in the internet at [www.wincor-nixdorf.com](http://www.wincor-nixdorf.com). Upon request, every shareholder will receive a copy of the materials immediately and free of charge.

#### 2. Resolution on appropriation of net income

The Management Board and the Supervisory Board make the following proposal for appropriation of the net income of Wincor Nixdorf AG for the FY 2004/2005 totaling € 46,084,064.94:

Payment of a dividend of € 2.10 for each share entitled to a dividend	€ 34,739,237.40
Transfer to earnings reserves	€ 0.00
Net income brought forward	€ 11,344,827.54
Net income	€ 46,084,064.94

The dividend shall be paid out on February 22, 2006.

#### 3. Resolution on discharge from responsibility of the members of the Management Board for the FY 2004/2005.

The Management Board and the Supervisory Board propose that the members of the Management Board be discharged from responsibility for the FY 2004/2005.

#### 4. Resolution on discharge from responsibility of the members of the Supervisory Board for the FY 2004/2005.

The Management Board and the Supervisory Board propose that the members of the Supervisory Board are discharged from responsibility for the FY 2004/2005.

#### 5. Election of Auditor and the Group Auditor for the FY 2005/2006

The Supervisory Board proposes to appoint KPMG Deutsche

Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Bielefeld, as auditor and group auditor of Wincor Nixdorf Aktiengesellschaft for the FY 2005/2006.

#### **6. Resolution on amendment of §§ 14 sec. 2, 15 and 17 sec. 2 of the Company's Articles of Association in accordance with the German Law on Corporate Integrity and Modernization of the Right of Avoidance (UMAG)**

The German Law on Corporate Integrity and Modernization of the Right of Avoidance (UMAG), which came into effect on November 1, 2005, provides, inter alia, for a change in the provisions of the German Stock Corporation Act (AktG) concerning the period for convening the Annual General Meeting and in the rules on the preconditions for participating in the Annual General Meeting and for exercising the right to vote. Moreover the UMAG provides that the Chairman of the Annual General Meeting can be empowered in the Articles of Association to restrict to a reasonable extent in terms of time the right of shareholders to ask questions and to speak. The following proposed amendments to the Articles of Association should bring them in line with the changed basic statutory framework.

Therefore, the Management Board and the Supervisory Board propose the following resolution:

a) Amendment to sec. (2) of § 14 of the Articles of Association (Convening the Annual General Meeting)

§ 14 (2) shall be rescinded and redrafted as follows:

“(2) The Annual General Meeting shall be convened with at least thirty days' notice before the final registration date in accordance with § 15 sec.1 of the Articles of Association.“

b) Amendment of § 15 of the Articles of Association (Right to participate in the Annual General Meeting)

§ 15 of the Articles of Association shall be rescinded in full and redrafted as follows:

#### **„§ 15**

#### **Right to participate in the Annual General Meeting and to exercise the right to vote**

(1) Shareholders shall be eligible to participate in the Annual General Meeting and to exercise their voting rights only if they have registered with the Company by no later than the end of the seventh day prior to the Annual General Meeting, at the address notified for this purpose in the notice of meeting. Registration shall take place in written form (§ 126b German Commercial Code) in German or English.

(2) Shareholders must provide proof of their entitlement to participate in the Annual General Meeting and to exercise their voting rights by means of a special certificate of share ownership, in German or English, issued in written form (§ 126b German Commercial Code) by the depositary body. The certificate must relate to the start of the twenty-first day prior to the Meeting and be received by the Company at the address notified for this purpose in the notice of meeting by no later than the end of the seventh day prior to the Annual General Meeting. A shorter period between the day of the Annual General Meeting and the last day for registration may be provided for in the notice of meeting.

(3) The statutory provisions apply for calculating the period.“

c) Amendment to sec. (2) of § 17 of the Articles of Association (Chairmanship of the Annual General Meeting)

The following two sentences shall be added to sec. (2) of § 17 of the Articles of Association:

“The Chairman shall be entitled reasonably to restrict in terms of time the right of shareholders to ask questions and to speak. In so doing, the Chairman shall be guided by the objective of conducting the Annual General Meeting within a reasonable and appropriate time.“

#### **7. Elections with respect to Supervisory Board**

The mandates of Mr Johannes P. Huth, Dr. Alexander Dibelius

and Mr Edward A. Gilhuly will expire after the next Annual General Meeting in 2006.

The Supervisory Board consists of 12 members according to § 7 sec. 1 of the Articles of Association in connection with § 96 sec. 1 German Stock Corporation Act (AktG) and § 7 sec. 1 sentence 1 number 3 of the Mitbestimmungsgesetz of May 4, 1976 (MitbestG), whereas six members are elected by the shareholders according to §§ 96 sec. 1, 101 sec. 1 German Stock Corporation Act (AktG). The Annual General Meeting is not bound to proposals of the existing Supervisory Board members for election of new representatives of the shareholders.

Proposals for election of mandates of Supervisory board members Johannes P. Huth, Edward A. Gilhuly and Dr. Alexander Dibelius.

The Supervisory Board proposes to appoint as shareholders representatives

- Mr Johannes P. Huth,  
Managing Director at Kohlberg Kravis Roberts & Co. Ltd.
- Dr. Alexander Dibelius,  
Managing Director at Goldman, Sachs & Co. OHG

and

- Mr Edward A. Gilhuly,  
Managing Director at Kohlberg Kravis Roberts & Co. Ltd.  
as members of the Supervisory Board until the end of the Annual General Meeting which approves the actions for the forth financial year after beginning of the period of appointment whereas the financial year of appointment is not taken into account.

Information according to § 125 sec. 1 sentence 3 German Stock Corporation Act (AktG) with respect to existing memberships in other statutory Supervisory Boards and memberships in comparable committees of enterprises:

#### Mr Huth

- A.T.U. GmbH & Co. KG
- Demag Holding S.A.R.L.
- Duales System Deutschland AG
- MPM Mannesmann Plastics Machinery GmbH
- MTU Aero Engines Holding AG
- Zumtobel AG

#### Dr. Alexander Dibelius:

- Kabel Deutschland GmbH
- Messer Group GmbH

#### Mr Edward A. Gilhuly

- Demag Holding S.A.R.L.
- Legrand Holding S.A.
- Medcath Inc.
- Rockwood Specialities Inc.

#### **8. Stock Option Program: Resolution supplementing the shareholders' resolution on Contingent Capital ("Bedingtes Kapital") of May 14, 2004; Amendment of § 4 sec. 7 sentence 2 of the Articles of Association**

Management Board and Supervisory Board agree in principle on the Stock Option Program for employees of the Company as determined in the Annual General Meeting on May 14<sup>th</sup> 2004 and exercised in 2004 and 2005. The following supplementing provision in respect to the Stock Option conditions shall only grant the alternative, that the difference between exercise price and current stock-market price – which will be the "profit" from allottee's perspective – may also be paid out in shares instead of only be restricted to the former agreed alternatives.

Management Board and Supervisory Board propose the following resolution:

- a) The resolution on the Contingent Capital of May 14, 2004 shall be supplemented by the following provisions:

“The terms and conditions (Ausübungsbedingungen) may also provide that the Management Board (and for members of the Management Board solely the Supervisory Board) is entitled to determine, in a single case or generally, entirely or partially, that a smaller amount of shares is issued at the minimum issue price (§ 9 sec. 1 German Stock Corporation Act (AktG), which currently amounts to Euro 1 per share, in lieu of one share for each exercised stock option at the above determined exercise price (“Old Exercise Price”). Whenever such determination is made, a specific number of stock options entitles the holder thereof to subscribe to one share at the exercise price of currently Euro 1. The number of stock options which need to be exercised in order to subscribe to one share corresponds to the ratio of (i) the stock price of a share less the minimum issue price to (ii) the stock price of a share less the Old Exercise Price.

Stock price means the unweighted average of the stock price of a share of the Company in the final auction (Schluss-auktion) in the Xetra-Trading System (or equivalent successor system) at the Frankfurt Stock Exchange on the 10 stock trading days constituting the relevant exercise period. Whenever the Management Board respectively the Supervisory Board make use of such determination right and the number of stock options exercised by anyone holder thereof would result in the subscription to a number of shares which is not a whole-number, the number of shares to be issued will be rounded up to the next higher integral number of shares.”

- b) § 4 sec. 7 of the Articles of Association of the Company shall be amended to reflect the foregoing resolution. § 4 sec. 7 sentence 2 of the Articles of Association of the Company shall thus read as follows:

“The Contingent Capital increase is to be used exclusively to cover stock options issued to members of the Company’s Management Board, board members of subordinate associated companies within and outside of Germany and to other executives and employees of the Company and their subordinate associated companies as detailed in the provisions of the authorization resolved by the General Shareholders’ Meeting on May 14, 2004 as amended by supplemental resolution of the General Shareholders’ Meeting on February 21, 2006.”

#### **9. Resolution regarding the authorization to purchase and to exploit own shares according to § 71 sec. 1 number 8 German Stock Corporation Act (AktG) and the exclusion of the purchase right**

The authorization to acquire own shares as granted on the last Annual General Meeting on January 25, 2005 will expire on July 25, 2006. It shall be replaced by a new authorization. The old authorization has not been used until now.

Management Board and Supervisory Board propose adopting the following:

- a) The Company is authorized to purchase the Company’s own shares in an amount up to 10 % of the current share capital during the period between February 22, 2006 and August 21, 2007 inclusively. The Company may not trade in its own shares. The Company may purchase the shares on the stock exchange or by means of a public offering extended to all shareholders. The consideration paid by the Company for the acquisition of such shares (without expenses incidental to the acquisition) shall not exceed or fall below the stock market price by more than 5%. The applicable stock market price within the meaning of the foregoing provision in the case of an acquisition over the stock exchange shall be the mean price of the Company’s shares in the closing auction of XETRA trading (or the system replacing XETRA) on the Frankfurt Stock Exchange over the last 10 trading days prior to the acquisition of the shares, and in the case of an acquisition by means of a public offering extended to all shareholders, the mean price of the Company shares in the closing auction of XETRA trading (or the system replacing XETRA) on the Frankfurt Stock Exchange over the last 10

trading days prior to the announcement of the public offering. In the case of an acquisition by means of a public offering to all shareholders, the volume of the offering may be limited. If the total number of shares for which the offering is accepted exceeds this volume, the shares must be acquired on a pro rata basis.

- b) The Management Board is further authorized to use the shares for all legally permissible purposes, in particular with the consent of the Supervisory Board to effect a sale of the Company’s own shares in a manner other than through the stock exchange or by making a public offering to all shareholders, provided the acquired own shares are sold for cash for a price not substantially lower than the stock market price for Company shares of the same class with the same rights on the date of such sale. However, this authorization shall only apply under the condition that the shares so sold may not exceed an aggregate of 10 % of the Company’s share capital at the time of such resolution. In calculating this 10% limit, an allowance shall be made for the issuance of shares after this authorization from authorized capital excluding subscription rights in accordance with § 186 sec. 3 sentence 4 German Stock Corporation Act (AktG) and for the granting of option or conversion rights for Company shares after this authorization if the grant excludes subscription rights in accordance with § 186 sec. 3 sentence 4 German Stock Corporation Act (AktG).
- c) In addition, the Management Board is also authorized to use the acquired shares in whole or in part as full or partial consideration for third parties for mergers, direct or indirect acquisitions of companies, parts of companies or equity interests.
- d) The Management Board is also authorized to use the acquired own shares to fulfill the obligations in connection with stock options (subscription rights) that have been or are granted to Management Board members, other executives and employees of the Company and/or its subsidiaries in accordance with this authorization, as resolved in the Annual General Meeting held on May 14, 2004 as well as by respective supplementary resolutions of the Annual General Meeting. The Supervisory Board shall have exclusive authority to issue such shares to members of the Management Board.
- e) Finally, the Management Board is, with the consent of the Supervisory Board, also authorized to redeem its own shares acquired on the basis of the above authorization. No additional resolution of the Annual General Meeting is required for redemption or the implementation thereof.
- f) The above authorizations may be exercised once or several times, in whole or in part, individually or jointly; however, the acquisition of the Company’s own shares may not exceed the limitations set out in sub-clause a). The authorization to acquire own shares adopted at the Annual General Meeting of Wincor Nixdorf Aktiengesellschaft dated January 25, 2005 shall expire when this new authorization takes effect.
- g) Shareholders’ subscription rights with respect to the Company’s own shares shall be excluded to the extent that the shares are used pursuant to the authorizations specified above in sub-clauses b), c) and d).

## **II. Reports of the Management Board**

### **1. Report by the Management Board on the stock option scheme in accordance with item 8 on the agenda of the Annual General Meeting dated February 21, 2006**

By resolution of the Company’s Annual General Meeting on May 14, 2004, the Company’s share capital was conditionally increased by up to € 1,406,112.00 through the issue of 1.406.112 new bearer shares (Contingent Capital). The Contingent Capital increase was adopted solely to cover stock options issued to members of the Company’s Management Board, board members of subordinate associated companies within and outside Germany and to other executives and employees of the Company and its subordinate associated companies (allottees). The Management Board was authorized, with the

consent of the Supervisory Board, to issue stock options to the allottees up to May 13, 2009. The responsibility for this step with respect to members of the Company's Management Board lies solely with the Supervisory Board. The Management Board (with the consent of the Supervisory Board) and the Supervisory Board made use of this authorization in 2004 and 2005 and issued a total of 387.750 stock options.

Every single stock option, including further stock options issued in future on the basis of the Contingent Capital, authorizes the allottee to subscribe to one new bearer share in the Company in accordance to the Contingent Capital. In particular, an exercise price in the amount of 110% of the initial value – minus the value of payouts, in particular dividend payments, and any subscription rights or other special values during the term of the respective stock options – must be paid for each share that will be subscribed to when the stock options are exercised. The exercise price for the stock options issued to date is therefore € 45,10 per share minus paid dividend (2004 scheme) and € 69,14 per share (2005 scheme).

Under item 8 on the agenda, the Management Board and Supervisory Board now propose to include an arrangement that, in the view of the Management Board and Supervisory Board, is in the interests of the shareholders and the Company. The background to the proposed resolution is the following assessment:

The conditions of the stock option scheme to date envisage that the options can be covered by the following measures:

- a) Through the issue of new shares from Contingent Capital in exchange for payment of the exercise price
- b) Through payment of the difference between the current stock price and the exercise price in cash

An additional possibility that is now proposed is to settle the difference using shares instead of a cash amount. These shares come from the Contingent Capital and are to be issued at the nominal value. That means that fewer new shares will need to be issued than planned to date.

Existing shareholders' stakes will be reduced relatively as a result of the issue of shares to the allottees (dilution of their stakes). The lower the number of shares issued to allottees, the less the dilution of their stakes. This supports the continuation of the dividend policy and has far less impact on the earnings per share, which is disclosed under the accounting principles used by the Company and is a significant key ratio for the capital market. It is therefore in the interests of the Company and its shareholders to keep the number of shares issued to allottees as low as possible. In addition, it is not in the interests of the Company or the shareholders for allottees to dispose of a large number of shares within a short space of time, since this can strain the stock price (at least in the short term). The lower the number of issued shares, the less the risk of putting pressure on the share price.

In the view of the Management Board and Supervisory Board, the provisions proposed for adoption under item 8 of the agenda avoid the above disadvantages without affording the allottees unjustified advantages. This is because the proposed resolution envisages an additional variant in which the pecuniary advantage to which the allottees are entitled is spread over the lowest possible number of new shares. To this end, an exercise price is set at the lowest amount at which shares are issued (Section 9 (1) AktG [German Stock Corporation Act]). The lowest amount at which a share in the Company is issued is currently € 1. The allottees therefore obtain a far lower number of shares, although the number of exercised stock options remains the same. This number of shares provides the allottees – after allowing for the exercise price – the same value they would have had if one share per stock option were issued in exchange for payment of the exercise price specified in the Contingent Capital. If the number of exercised stock options issued means there is not a whole number of shares to be granted, this number is rounded up to the next higher integral number of shares. The dilution of shareholders' stakes is

therefore far lower than in the conventional arrangement. At the same time, allottees no longer need to sell a large number of shares to finance the exercise price and the number of shares that would need to be sold to pay the allottees' income tax is much lower in absolute terms. Finally, the Company will be in a better position to continue its dividend policy in its essence. And there will be less strain on earnings per share than with the conventional variant.

The Management Board and Supervisory Board do not deny that, at first sight, the additional arrangement appears to represent a disadvantage over the conventional arrangement in one point: the Company obtains fewer funds than with the conventional arrangement. In the view of the Management Board and Supervisory Board, however, this disadvantage is clearly outweighed by the above-described advantages.

The Management Board and Supervisory Board therefore believe that, after weighing all the advantages and disadvantages, the innovative arrangement proposed under item 8 of the agenda is in the interests of the Company and its shareholders.

## **2. Report of the Management Board on item 9 of the agenda for the Annual General Meeting dated February 21, 2006 in accordance with § 71 sec. 1 number 8 German Stock Corporation Act (AktG) in conjunction with § 186 sec. 4 sentence 2 German Stock Corporation Act (AktG)**

The resolution proposed by the Management Board and Supervisory Board envisages – in compliance with usual corporate practice on the basis of § 71 sec. 4 number 8 German Stock Corporation Act (AktG) – that the Company be authorized by the Annual General Meeting for at most 18 months to acquire own shares up to an amount of 10 % of the current share capital. The Management Board already holds such authorization. This authorization to acquire own shares was adopted up to a fixed date at the Annual General Meeting of Wincor Nixdorf Aktiengesellschaft held on January 25, 2005 and is now to be extended.

The principle of equality of treatment in accordance with § 53a German Stock Corporation Act (AktG) is to be upheld in the acquisition of own shares. The proposed acquisition of shares through the stock exchange or by means of a public offering takes this principle into account. If a public offering is oversubscribed, the shares must be acquired on a pro rata basis.

As regards the resale of own shares that the Company acquires, the law in principle envisages their sale through the stock exchange or by means of an offering extended to all shareholders, with the result that the principle of equal treatment in accordance with § 53a German Stock Corporation Act (AktG) is upheld. However, the Annual General Meeting can also adopt another means of selling them in application of § 186 sec. 3 and sec. 4 German Stock Corporation Act (AktG).

In this regard, the resolution envisages authorizing the Management Board, with the consent of the Supervisory Board, to effect a sale of the Company's own acquired shares in a manner other than through the stock exchange or by making a public offering to all shareholders, provided the acquired own shares are sold for cash for a price not substantially lower than the stock market price for Company shares of the same class with the same rights on the date of such sale. A markdown on the current stock exchange price of up to 5 % of the stock exchange price is currently regarded as permissible according to the writings of experts.

With this authorization, the possibility of excluding subscription rights is utilized as permitted in § 71 sec. 1 number 8 German Stock Corporation Act (AktG) in application of § 186 sec. 3 sentence 4 German Stock Corporation Act (AktG). This possibility of excluding the subscription right in the resale of own shares in the Company in application of § 186 sec. 3 sentence 4 German Stock Corporation Act (AktG) serves the interests of the Company as regards selling own shares to other investors, for example, and enables in particular a faster and less expensive placement of the shares than if they were to be sold as

part of an offering to all shareholders. Management is therefore enabled to exploit the opportunities offered by the state of the stock exchange quickly, flexibly and inexpensively, in particular, in addition, if a significant fall in price might not be able to be excluded in a sale through the stock exchange due to the volume of the shares to be sold. In addition, new groups of shareholders in Germany and abroad may also be acquired in this way. As a result, the Management Board obtains an additional means of financing in order to strengthen the Company's position in domestic and foreign markets.

Overall, the financial and voting right interests of the shareholders in the sale of own shares to third parties with the exclusion of shareholders from the subscription right on the basis of § 71 sec. 1 number 8 German Stock Corporation Act (AktG) are reasonably safeguarded. The authorization is restricted to a maximum total of 10 % of the Company's share capital at the time of such resolution. In calculating this maximum limit, an allowance shall be made for the issuance of shares and subscription or conversion rights to shares after this authorization on the basis of authorized capital in accordance with §§ 203 sec. 2, 186 sec. 3 sentence 4 German Stock Corporation Act (AktG) or on the basis of an authorization in accordance with to §§ 221 sec. 4, 186 sec. 3 sentence 4 German Stock Corporation Act (AktG). Shareholders who are interested in retaining their ratio of voting rights in principle have the possibility of acquiring a further appropriate number of shares on the stock exchange. The Management Board and Supervisory Board are of the view that this approach serves the interests of the Company with regard to the Company's strategy, and is also reasonable under consideration of the interests of shareholders.

In addition, the resolution envisages authorizing the Management Board to offer or use the acquired own shares in whole or in part to third parties as full or partial consideration for mergers, direct or indirect acquisitions of companies, parts of companies or equity interests.

It is the Company's intention to further strengthen and expand its competitive position in the short or medium term through the systematic acquisition of companies or equity interests within the framework of the purpose of the Company as defined by its Articles, if the opportunity arises. Especially in the international arena, owners of companies and holders of equity interests often expect shares in the acquiring Company as a consideration for selling the Company or interest. The proposed authorization will enable the Company to use its own shares as a *quid pro quo* in concrete acquisitions in which it may be in competition with other prospective buyers, and may thus enable it to refrain from the need to increase its share capital in exchange for contributions in kind.

The Company should also be authorized to use own shares to fulfill the obligations in connection with stock options that have been issued or will be issued pursuant to the authorization adopted by the Annual General Meeting on May 14, 2004. This authorization is in the interests of the Company and shareholders because it gives the Company the possibility, where this is appropriate in a concrete case, to issue new shares from contingent capital and so avoid a capital increase and a dilution of the voting rights and ratios of the shareholders.

The price at which the shares are issued in the above cases depends on the circumstances of the individual case and the time. The Management Board will be guided by the Company's interests in setting the price. If the shares are used for distributing stock options, the price at which the shares are sold shall be the price at which the stock options are exercised.

Given the above considerations, it is the view of the Management Board and Supervisory Board that the proposed authorization to acquire own shares is in the interests of shareholders and can justify exclusion of the subscription right of shareholders in individual cases. The Management Board and the Supervisory Board will therefore examine and consider in each single case whether granting own shares with the exclusion of the subscription right is in the predominant interests of the Company.

### III. Participation in the Annual General Meeting

The entry into effect on November 01, 2005 of the German Law on Corporate Integrity and Modernization of the Right of Avoidance (UMAG) led to a change in the conditions governing the right to participate and vote in the Annual General Meeting. To meet the conditions entitling them to participate in the Annual General Meeting and exercise their voting rights, shareholders of our Company have the two options described below.

#### 1. Right to participate by depositing shares

Shareholders are entitled to participate in the Annual General Meeting and exercise their voting rights if they deposit their shares by the beginning of the 21<sup>st</sup> day, 0.00 hours before the Annual General Meeting at the Company (Investor Relations, Heinz-Nixdorf-Ring 1, 33106 Paderborn, with a German notary public, a securities clearing and depository bank ("*Wertpapiersammelbank*") or with Deutsche Bank AG, Frankfurt during usual hours of business until the end of the Annual General Meeting.

Shares will also be deemed to have been properly deposited if, with the approval of the depository, the shares are held in escrow at another bank until the end of the Annual General Meeting.

If the shares are deposited with a German notary public or a securities clearing and depository bank ("*Wertpapiersammelbank*"), the certificate of deposit to be issued by the notary public or depository must be submitted to the Company by no later than February 14, 2006, 24.00 hours (receipt), under the address

Wincor Nixdorf Aktiengesellschaft  
- Investor Relations -  
Heinz-Nixdorf-Ring 1  
33106 Paderborn  
Germany

or to the following agency that is entitled to receive it on behalf of the Company:

Wincor Nixdorf Aktiengesellschaft  
c/o Deutsche Bank AG  
- General Meetings -  
60272 Frankfurt am Main  
Germany

Entrance cards for the Annual General Meeting will be issued on deposit of the shares.

#### 2. Right to participate by presenting written confirmation

Shareholders are also entitled to participate in the Annual General Meeting and exercise voting rights pursuant to § 123 section 3 sentence 2 of the German Stock Corporation Law (AktG) as amended by the German Law on Corporate Integrity and Modernization of the Right of Avoidance (UMAG) by a separate confirmation of their share ownership issued in text form by their depository. The confirmation of share ownership must relate to the beginning of the 21<sup>st</sup> day, 0.00 hours before the Annual General Meeting and must reach the Company by no later than the close of February 14, 2006, 24.00 hours (receipt) under the address:

Wincor Nixdorf Aktiengesellschaft  
- Investor Relations -  
Heinz-Nixdorf-Ring 1  
33106 Paderborn  
Germany

or to the following agency that is entitled to receive it on behalf of the Company:

Wincor Nixdorf Aktiengesellschaft  
c/o Deutsche Bank AG  
- General Meetings -  
60272 Frankfurt am Main  
Germany

Entrance cards for the Annual General Meeting will be sent to the shareholders on receipt of the confirmation of their share ownership by the Company. To ensure that they obtain entrance cards in good time, we request shareholders to submit their share ownership confirmations to the Company as early as possible.

#### **IV. Voting by proxy**

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by proxy, e.g. by a shareholders' association or by a bank. The respective proxy shall be issued in writing.

As a special service to our shareholders, we offer to authorize Company-nominated proxies before the Annual General Meeting to represent them in the voting. The proxies must be authorized and given instructions on exercising voting rights. The proxy shall be invalid as a whole if such directives are not issued. Proxies are obligated to vote as instructed. Authorization and voting instructions can be given to Company-nominated proxies either via the Internet or in writing (or by fax), using the form intended for this purpose on the entrance card. The materials sent to shareholders with the entrance card contain more information on registration and granting proxies. Information can also be found in the internet at [www.wincor-nixdorf.com](http://www.wincor-nixdorf.com). In order to ensure that the entrance card is sent on time, each shareholder should place an order with his or her depository bank as early as possible. Authorizations and instructions issued to the representative of the Company must be received by the Company on February 20, 2006, 20.00 hours, at the latest, otherwise they cannot be taken into account. The authorizations must be sent to:

By post: Wincor Nixdorf Aktiengesellschaft  
Investor Relations  
33094 Paderborn  
Germany  
By fax: +49 (0)5251 693-5056  
Electronically: [investor-relations@wincor-nixdorf.com](mailto:investor-relations@wincor-nixdorf.com)

#### **V. Shareholders motions**

If shareholders wish to put forward countermotions to a proposal by management on a specific item on the agenda, these must be sent only to the following address, with proof of the shareholder's status:

Wincor Nixdorf Aktiengesellschaft  
Legal department  
33094 Paderborn  
Germany  
Fax: +49 (0)5251 693-5444

Shareholder motions sent to another address cannot be taken into account. Countermotions that are received at the above address at the latest two weeks before the day of the Ordinary Annual General Meeting shall be made accessible to all shareholders immediately in the Internet at [www.wincor-nixdorf.com](http://www.wincor-nixdorf.com), in accordance with § 126 German Stock Corporation Act (AktG). Management's discussion, if any, on the motions shall likewise be published at the above Internet address.

Paderborn, December 2005

Wincor Nixdorf Aktiengesellschaft

The Management Board