

Counter Motion regarding the ordinary Annual General Meeting of Wincor Nixdorf *International* AG on February 21, 2006, in Paderborn

Dear Ladies and Gentlemen,

During the ordinary Annual General Meeting of Wincor Nixdorf *International* AG on February 21, 2006, the Schutzgemeinschaft der Kapitalanleger e.V. (SdK) as shareholder of the Company will file the following counter motion according to §§ 125, 126 German Stock Corporation Act (AktG) and ask the participating shareholders to assent to this counter motion.

Concerning Item 6 of the agenda:

Resolution on amendment 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 SdK applies to vote against the amendment of the Company's Articles of Association (regarding the planned change of § 17 sec. 2 concerning the restriction of the right to ask questions and to speak.

Reason:

On November 1, 2005, the German Law on Corporate Integrity and Modernization of the Right of Avoidance (UMAG) came into effect pretending to increase the rights of the shareholders. The law foresees i.a. that the Chairman of the Annual General Meeting may be entitled by the Company's Articles of Association, determined by the Annual General Meeting, to restrict to a reasonable extent in terms of time the right of shareholders to ask questions and to speak. However, a respective resolution of the company is not mandatory.

We regard that the UMAG as a whole missed its target to increase the protection rights of the shareholders and therefore we turn vehemently against the planned resolution for restricting the question right as it is one of the elementary shareholders rights.

As a consequence, we will not agree to the planned amendment of the Company's Articles of Association. The existing instruments of the Chairman of the Annual General Meeting are already sufficient to properly guide the meeting. A restriction of the question right is therefore obsolete.

Every shareholder should take this action into consideration with regard to his investment decision.

We ask you to observe the provisions of §§ 125, 126 German Stock Corporation Act (AktG) , particularly to forward it to the other shareholders. This explanatory statement does not exceed 5,000 characters and complies with the legal requirements of §§ 125, 126 German Stock Corporation Act (AktG).

Kind regards
SdK-Schutzgemeinschaft der Kapitalanleger e.V.

Klaus Schneider
Vorsitzender