

WINCOR NIXDORF

Information for the attendance at the Annual General Meeting and for voting by proxy

Dear shareholders and shareholder representatives,

Please find attached important information pertaining to the attendance of our Company's ordinary Annual General Meeting

on Tuesday, February 21, 2006
at 11.00 a.m.
in the Hansasaal Schützenhof,
Schützenweg 54 in Paderborn
Germany

as well as for voting by proxy.

Shareholders intending to either personally attend the Annual General Meeting, issue a proxy to a third party, or issue a proxy to a representative of the Company, are required to register.

I. Registration to the Annual General Meeting

The coming into effect on November 01, 2005 of the German Law 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. For shareholders of our Company wishing to participate at the Annual General Meeting and to exercise voting rights, the following two options are available:

1. Right to participate by depositing shares

Shareholders are entitled attend the Annual General Meeting and to exercise their voting rights if they deposit their shares by the beginning of the 21st day, 0.00 hours before the Annual General Meeting with either the Company (address: Investor Relations, Heinz-Nixdorf-Ring 1, 33106 Paderborn, Germany), a German notary public, a securities clearing and depository bank ("*Wertpapiersammelbank*") or with Deutsche Bank AG, Frankfurt during usual hours of business and for a period of time ending with termination 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 at a German notary public or a at 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 with 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

Alternatively, shareholders are also entitled to attend 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 21st day, 0.00 hours before the Annual General Meeting and must be received by the Company 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 can be sent 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.

II. Participation

The entrance card entitles you to participate in the Annual General Meeting in person or via a proxy, or to authorize and instruct proxies nominated by the Company in writing or electronically via the internet-based authorization and instruction system.

1. Personal attendance

You are able to attend the Annual General Meeting with the entrance card sent to you. Please show all your entrance cards at the entrance counters for registration purposes. Voting will only be possible by entrance cards registered at these counters. Entrance cards will be returned after checking and registration. This document also enables you to vote for every single item of the agenda.

2. Proxy via a third party

If you cannot attend the Annual General Meeting personally, you are able to authorize in writing a third party such as an association of shareholders or a bank, to vote on your behalf. You will find the respective authorization form on the reverse of your administration ticket. Please complete the authorization form and give your complete original entrance card as well as this notice to your authorized representative. If you want to issue directives for exercising the voting rights, these have to be issued to your authorized representative.

3. Authorizing and instructing proxies nominated by the Company

If you cannot attend the Annual General Meeting in person and have not otherwise authorized a proxy to attend in person, you can have your voting rights exercised by employees of Wincor Nixdorf AG. The proxies with individual power of representation nominated by Wincor Nixdorf AG are Ms Melanie Bonin, Bielefeld and Ms Ulrike Rehage, Rheda-Wiedenbrück. The Company-nominated proxies are only authorized to exercise your voting rights if you issue explicit voting instructions on individual items of the agenda. The Company-nominated proxies are obligated to vote on the individual agenda items in accordance with your instructions. If a separate vote is required for a specific agenda item, the instructions issued for this agenda item will apply accordingly to each sub-item.

3.1 Issuing written authorization and instructions

To issue written authorization and voting instructions to the proxies nominated by the Company, please use the form on the reverse of the attached entrance card. Complete the card with your instructions in the respective fields and please do not forget to sign it before returning it to us. Only a card duly completed, signed and received by the Company in due time obligates the Company-nominated proxy to vote according to your instructions.

Please send the completed and signed form to the following address so that it arrives no later than February 20, 2006, 20.00 hours (receipt) to the following address:

Wincor Nixdorf Aktiengesellschaft
- Investor Relations -
Heinz-Nixdorf-Ring 1
33106 Paderborn
Germany
Fax: +49 (0)5251 693-5056
E-Mail: investor-relations@wincor-nixdorf.com

3.2 Issuing authorization and instructions via the internet

From January 30, 2006, you can also authorize and instruct proxies nominated by the Company via the internet. Your authorization and voting instructions should be issued as early as possible and at the latest until February 20, 2006, 20.00 hours.

• Registering with the system / electronic authorization and instruction procedure

To issue your authorization and voting instructions electronically, you can use our internet-based proxy and instruction system. This can be accessed via the Company's website at www.wincor-nixdorf.com where you can choose between German and English by clicking on the respective button, and then clicking on the button "Annual General Meeting 2006". By clicking on the Link "proxy and instructions system", you will be forwarded to the internet-based proxy and instructions system.

Please read the legal and general notes as well as the disclaimer, and confirm your acceptance by clicking the button »I accept the conditions«. Please then click the button »Next« to reach the login side. Please fill in the six-digit number (without space after the fifth digit) on your entrance card in the field »Entrance Card no.« After clicking on the button »Register«, you are requested to fill in your personal details. Please fill in the required details in the fields provided in exactly the same way they are shown on the entrance card, even if your name or place of residence are incorrectly spelt.

Click on the button »Legitimise« so that your data can be checked.

After successful authorisation you will receive your personal access code, which you should note or print out. You will need this access code together with your entrance card number and the control number to log into the system in future. Please then click the button »Issue Proxy«. On the following page, you can authorize our Company-nominated proxies. Please click on the button behind »Proxy issued« to accordingly mark them with a cross.

After clicking the button »To instructions«, you will reach the respective page where you can elect to either approve all proposals »As proposed by the management« or to issue an instruction on each individual agenda item (click on »For«, »Against«, or »Abstention«, as appropriate). After you have issued all instructions, click on the button »Issue instructions«. Your instruction entries will now again be displayed for you to check. If the instructions displayed are correct, click »Send instructions«, if not, click »Change instructions«. An instruction confirmation will then be displayed which you can print out for your files.

You can then close the dialog using the button »Deregister«.

- Cancelling/changing authorization and instructions issued electronically

You can cancel an authorization you have already issued, and change your instructions. To get new access to the authorization and instruction system, enter the number of your entrance card and the personal access code allocated to you when you first registered with the system. Cancellations and changes must arrive latest until February 20, 2006, 20.00 hours.

- Technical Requirements

For reasons of security, your instruction will be encrypted. To use the internet-based authorization and instruction system, your browser must support 128-bit SSL encryption. This is the case if you use the Microsoft Internet Explorer as from version 6.0 as well as the Netscape Navigator as from version 7.1.

III. Legal notes/ Disclaimer

1. Authorizing proxies nominated by the Company

- 1.1 Even if you authorize a proxy nominated by the Company (in writing or via the internet), your entrance card still entitles you to attend the Annual General Meeting in person. When you or an authorized proxy register in person at the registration desks in the Schützenhof to attend the Annual General Meeting on February 21, 2006, this automatically cancels any previous authorization as well as instructions issued to the proxies nominated by the Company.
- 1.2 If you issue authorization and voting instructions to the proxies nominated by the Company both in writing and on the internet, regardless of the date of receipt, the instructions with the authorization issued in writing will be deemed to be binding.
- 1.3 The Company-nominated proxies are only allowed to exercise their voting rights in case that you have issued clear instructions for voting with respect to every single item of the agenda. In case instructions for single items are not marked, legible or otherwise unclear, the Company-nominated proxy will vote an abstention regarding the respective item of the agenda.
- 1.4 Please note that proxies nominated by the Company cannot participate on your behalf in the voting on proposals relating to procedures at the Annual General Meeting, countermotions forwarded during the Annual General Meeting, or on other motions not announced ahead of the Annual General Meeting. In such instances, the Company-nominated proxy will abstain from voting.
- 1.5 If you authorize the proxies of Wincor Nixdorf but fail to issue voting instructions, the proxies cannot represent you in the Annual General Meeting.
- 1.6 If you authorize the proxies nominated by the Company, their names will be entered in the list of participants at the Annual General Meeting. Your name will not be published.

2. Use of the internet service/exclusion of liability

- When you receive your entrance card, please ensure that the envelope is undamaged and keep the personal access code allocated to you when you register with the authorization and instruction system in a safe place. If you suspect unauthorized use has been made of the online service or you have lost your access code, you can have your personal access code blocked by sending an E-Mail to investor-relations@wincor-nixdorf.com. Your authorization and your issued instructions will be deleted thereupon. Afterwards, you will be informed by E-Mail and you can newly register with the system and issue a new authorization and instruction.
- Authorization and voting instructions can be given until February 20, 2006, 20.00 hours. Authorization and voting instructions arriving later will not be taken into account.
- Please note that no comments or questions can be taken from shareholders via the internet.
- The stability and availability of the internet-based authorization and instruction system for the Annual General Meeting of Wincor Nixdorf AG may be subject to fluctuations and interruptions. Neither Wincor Nixdorf AG nor the proxies authorized by you can influence the availability, functionality, stability or reliability of the telecommunication network and the third-party internet services used. If, despite all the security measures taken, we detect unauthorized extraneous intervention in the data recorded for the internet voting procedure and treated in accordance with the federal data protection law, we reserve the right to suspend or cease use of the system without further notice. In

this case, only authorizations and instructions issued by internet for which manipulation can be ruled out will be accepted.

- We accept no guarantee and liability for the functionality, availability, stability and reliability of the internet-based authorization and instruction system or for access to the system including the third-party internet services and network elements used. Furthermore, we accept no responsibility for errors and deficiencies in the hardware and software used for voting via the internet including that of the service providers used unless it is a case of specific intent or gross negligence.

3. Notes on data protection

Your data will be recorded, saved, processed and used exclusively for the purposes of electronically issuing authorization and instructions on the internet. To meet accountability requirements under stock corporation law, we will keep the data on file for three years.

Paderborn, December 2005

Yours sincerely

Wincor Nixdorf AG

Directions

Departure Paderborn-Schloß Neuhaus. Please follow the signs "HV Wincor Nixdorf."

