

WINCOR NIXDORF

Information for participation in the Annual General Meeting and for voting by proxy

Dear Shareholders and Shareholder Representatives,

Please find attached important information for participation in our Company's Ordinary Annual General Meeting

on Monday, January 29, 2007
at 11:00 a.m. CET
Paderhalle
Heiersmauer 45-51
33098 Paderborn
Germany

as well as for voting by proxy.

Shareholders are required to register for the Annual General Meeting if they intend to participate in person, or if they intend to grant proxy voting rights to a third party or to a proxy nominated by the Company.

I. Registering for the Annual General Meeting

Pursuant to Section 15 of the Company's Articles of Incorporation, only those shareholders are entitled to participate in the Annual General Meeting and to exercise their voting rights who have registered with the Company at the address

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

by midnight (24.00 hours Central European Time) on January 22, 2007. Registration is to be made in text form (§ 126b of the German Civil Code [BGB]) in German or in English. Shareholders must provide proof of their entitlement to participate in the Annual General Meeting and to exercise voting rights by means of a special certificate of share ownership in German or English language, issued in text form (§ 126b German Civil Code [BGB]) by their depository. The certificate of share ownership must relate to the beginning of the 21st day, 0.00 hours before the Annual General Meeting and must reach the Company by no later than the close of January 22, 2007, 24.00 hours (receipt) under the address given above.

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 under the above given address. To ensure that they obtain entrance cards in good time, we request shareholders to submit their share ownership certificate to the Company as early as possible.

II. Participation

Entrance cards entitle you to participate personally in the Annual General Meeting or to authorize a third party to act as a proxy. Alternatively, you can authorize the proxies nominated by the Company in writing, or electronically via the Internet-based proxy-authorization and voting-instruction system.

1. Participation in person

You can participate in the Annual General Meeting with the entrance card sent to you. Please show all the entrance cards in your possession for registration purposes at the entrance desk. Voting will only be possible for shareholders with entrance cards registered at these counters. Entrance cards will be returned after being checked and registered. This will allow you to vote on each of the items of the agenda.

2. Granting proxy to a third party

If you cannot participate in the Annual General Meeting yourself, you can authorize another person, an association of shareholders or a bank to participate as a proxy. You have to authorize your proxy in writing on the reverse of the entrance card. Please give or send the completed original entrance card and these information sheets to your proxy. Any instructions on exercising voting rights must be issued directly to the proxy.

3. Issuing authorization and instructions in writing or electronically to the proxies nominated by the Company

If you cannot participate in the Annual General Meeting yourself and have not authorized a third party to participate in the Annual General Meeting as a proxy, we offer you the possibility before the Annual General Meeting to authorize an employee of the Company to act as a proxy. The persons nominated by the Company as proxies with individual powers of representation and with the right to delegate their powers are Ms. Melanie Bonin, Bielefeld and Mr. Ralf Huschen, Paderborn. The Company-nominated proxies are only allowed to exercise voting rights on your behalf if you have issued clear instructions for voting on the 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 any single item of the agenda, the voting instructions issued for this agenda item apply analogously to each sub-item.

3.1 Issuing written authorization and instructions

You can issue voting instructions to your proxy using the attached authorization/instruction form or the form printed on the reverse side of the entrance card. You can instruct your proxy either to vote on all items of the agenda as recommended by the management or according to your instructions on each individual item of the agenda. Issue your voting instructions by marking the appropriate boxes with an x (cross), and please do not forget to sign the authorization. Only an authorization/instruction form that is properly filled-in, signed and received in due time obligates the proxy to vote in accordance with your instructions.

Please send the completed and signed authorization/instruction form by post, fax or as an electronic document to the following address so that it arrives no later than 6 p.m. (18.00 hours CET) on January 26, 2007:

Wincor Nixdorf Aktiengesellschaft
Investor Relations
33094 Paderborn
Germany
Fax: +49 (0)5251 693-5056,
E-mail: investor-relations@wincor-nixdorf.com

3.2 Issuing authorization and instructions via the Internet

As of January 8, 2007, you can also authorize and instruct proxies via our website at www.wincor-nixdorf.com. Your authorization and instructions should be issued as soon as possible and at the latest by 6 p.m. (18.00 hours CET) on January 26, 2007.

• Initial registration with the electronic authorization and instruction system and instruction procedure

You can access the electronic authorization and instruction system via the Company's website at www.wincor-nixdorf.com. First select the appropriate language (German or English) and then click on the button "Wincor Nixdorf Annual General Meeting 2007". Then access the Internet-based system by clicking on the link "Authorization and Instruction System".

You need to enter the number of your entrance card and the control number next to it in order to register.

Entrance Card No. / Control No.

To continue the dialogue, you then have to click on "Register".

Now fill in all of the other required details in the spaces provided **exactly** as they are shown on your entrance card, even if your name or address are spelt incorrectly. Please make sure that you do not enter your title or other supplementary details in the spaces "First name" and "Family name". After checking your data, click on "Register".

You will now receive your personal eight-digit access code, which you should write down or print out. **You will need this access code together with your entrance card number and control number to log into the system in the future.** Please then click on the "Continue" button.

Please then read the legal and general notes and the disclaimer, and confirm that you accept their contents by selecting the space "I accept". Then click on "Continue".

On the following page, you can authorize our proxies. Click on "Issue proxy" to do so.

After confirming the proxy authorization, you can issue your voting instructions on the next page. Here you have a choice between voting on all items of the agenda as recommended by the management ("As proposed by the management"), or issuing individual instructions on each item of the agenda (click on "For", "Against" or "Abstention", as appropriate). After you have issued instructions on all the items of the agenda, please select the command "Check instructions". A summary of your instructions now appears. If your instructions are correctly displayed, please click on "Send instructions"; otherwise click on "Change instructions". After clicking on "Send instructions", a confirmation of your instructions appears, which you can print out for documentation purposes.

• Revoking/changing authorizations and instructions issued electronically

You can revoke authorization you previously issued or you can change your voting instructions. To obtain new access to the authorization and instruction system, enter the number of your entrance card, the control number and the personal access code allocated to you when you first registered with the system. However, any revocations and changes must be made by 6 p.m. (18.00 hours CET) on January 26, 2007.

• Technical requirements

For reasons of security, the instructions you issue will be encrypted. In order to use the Internet-based authorization and instruction system, your browser must therefore support 128-bit SSL encryption. This is the case for example if you use Microsoft Internet Explorer Version 6.0 or later or Netscape Navigator Version 7.1 or later.

III. Legal notes / Disclaimer

1. Authorizing proxies nominated by the Company

- Your entrance card still entitles you to attend the Annual General Meeting even if you authorize a proxy nominated by the Company (in writing or electronically via the Internet). When you or another authorized proxy register in person at one of the desks in the entrance of the Paderhalle for the Annual General Meeting on January 29, 2007, this registration is deemed to revoke any powers of representation and voting instructions previously granted to the proxies nominated by the Company.

- If you have issued proxy authorization and voting instructions to the proxies nominated by the Company both in writing and electronically via the Internet, the instructions given with the authorization in writing will be deemed to be binding irrespective of the dates of receipt.
- The Company-nominated proxies are only allowed to exercise voting rights on your behalf if you have issued clear instructions for voting on the individual items of the agenda. If voting instructions for any items of the agenda are missing, contradictory or unclear, the proxies will abstain from voting on those items.
- The proxies nominated by the Company cannot vote on your behalf on motions concerning procedures at the Annual General Meeting, countermotions submitted during the Annual General Meeting, or other motions not announced in advance of the Annual General Meeting. The Company-nominated proxies will abstain from voting on such matters. The Company-nominated proxies will not accept any instructions to speak or ask questions or submit motions, and will not support any procedural motions or unannounced motions submitted by shareholders. If you would like to exercise your shareholder's rights beyond the powers of the Company-nominated proxies as described above, you must vote personally or through another proxy.
- If you authorize the proxies nominated by the Company, those proxies' names will be entered in the list of participants in the Annual General Meeting. Your name will not be published.

2. Use of the Internet-based services / exclusion of liability

- When you receive your entrance card, please make sure that the envelope is not damaged and keep the personal access code allocated to you when you first registered with the proxy and voting-instruction system in a safe place. If you suspect that unauthorized use has been made of the online service or if you have lost your personal access code, you can have that code blocked by sending an e-mail to investor-relations@wincor-nixdorf.com. Your proxy authorization and voting instructions will then be deleted. You will subsequently be informed of this deletion by e-mail and can then newly register with the system and issue new proxy authorizations and voting instructions.
- Authorizations and instructions can only be issued, amended or revoked until 6 p.m. (18.00 hours CET) on January 26, 2007. Authorizations and instructions arriving after that deadline will be disregarded.
- No requests to speak, motions or questions from shareholders can be accepted 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 or interruptions arising from the current state of technology. Neither Wincor Nixdorf AG nor the proxies authorized by you can influence the availability, functionality, stability or reliability of the telecommunication network or the third-party Internet services used. If, despite all the security measures taken, we detect any unauthorized external interference with the data recorded for the Internet voting procedure and treated in accordance with federal data-protection law, we reserve the right to suspend or cease use of the system without further notice. In such a case, only those authorizations and instructions issued via the Internet will be taken into consideration for which manipulation can be ruled out.
- We provide no guarantee and accept no liability for the functionality, availability, stability or reliability of the Internet-based authorization and instruction system, or for access to the system including the third-party Internet services or network elements used. Furthermore, we accept no responsibility for errors or deficiencies in the hardware or software used for voting via the Internet, including the hardware and software of the services providers used, except in cases of specific intent or gross negligence.

IV. Data protection

Your data is recorded, saved, processed and used solely for the purposes of electronically issuing authorizations and instructions via the Internet. In order to meet accountability requirements under stock corporation law, we will keep your registration and authorization data on file for at least three years.

Paderborn, December 2006

Yours sincerely,

Wincor Nixdorf AG

