

## **Fact Sheet on Planned Capital Measures at Wincor Nixdorf AG**

The Board of Directors and Supervisory Board of Wincor Nixdorf AG will be proposing a number of capital measures to the Annual General Meeting (AGM) on January 29, 2007. These measures shall form a package that is applicable in its entirety. The purpose of these measures is to restructure the Company's appropriated own funds in such a way as to ensure a more flexible approach to shareholder dividend payments. In addition, the Company's capital stock is to be doubled through the issuance of new shares.

German accounting legislation specifies several forms of what is generically termed a capital reserve (also referred to as additional paid-in capital or share premium). These reserves are subject to specific rules and regulations governing the amounts that can be allocated to the so-called "Bilanzgewinn" (net or unappropriated retained earnings), which constitutes the amount available for distribution to shareholders. The proposed measures are designed to alter the reserves such that funds which up to now have been accounted for as appropriated (i.e. locked up) capital reserves shall be allocated to a reserves account that can subsequently be allocated to net retained earnings (i.e. the "Bilanzgewinn" available for distribution) after a period of six months. The proposed measures have already been implemented by a number of other exchange-listed companies, the objective being to convert appropriated capital reserves (i.e. additional paid-in capital) – in our case, a volume of €95.35 million –, distribution of which is prohibited under § 272 sec. 2 no. 1 of the German Commercial Code (Handelsgesetzbuch [HGB]), into unallocated capital reserves (i.e. additional paid-in capital) governed by § 272 sec. 2 no. 4 HGB. Specifically, the proposal put forward to the AGM will be for a capital increase out of company reserves and/or retained earnings, followed by an ordinary reduction of capital. The proposed AGM resolutions are legally required in order to make the capital reserve (i.e. additional paid-in capital) of Wincor Nixdorf AG available for future distributions of profits.

Part of the capital increase will be used for the purpose of raising the capital stock by €16,542,494.00 through the issuance of new shares, as a result of which the volume of shares will double. In effect, this measure represents a stock split in a ratio of 1:2, i.e. each shareholder will automatically receive an additional amount of shares that is equal to the number he/she currently holds (bonus shares). The transfer of bonus shares is likely to be executed in the first six months of the 2007 calendar year. The bonus shares will be issued to those shareholders who, at the end of the trading day on which the capital increase is implemented, are holders of Wincor Nixdorf shares. The transfer of bonus shares will be executed by the respective custodian banks, without shareholders having to take any specific action.

The issuance of bonus shares is aimed at an "optical" reduction in the valuation of Wincor Nixdorf shares. Reducing the share price to an investor-friendly level will make Wincor Nixdorf shares more tradeable.