



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 to be held as follows:

**Monday, 19 January 2009
at 11:00 a.m. in the
Hansesaal
Schützenhof Paderborn
Schützenplatz 133102 Paderborn
Germany**

as well as for voting by proxy.

You are in any case required to register for the Annual General Meeting no matter if you intend to participate in person or via a third party or a Company-nominated proxy.

I. Registering for the Annual General Meeting

Pursuant to Section 15 of the Company's Articles of Association, only those shareholders are entitled to participate in the Annual General Meeting and to exercise their voting rights who have registered with the Company by no later than the close of January 12, 2009, 24:00 hours, at the following address:

**Wincor Nixdorf Aktiengesellschaft
c/o WestLB AG,
represented by the dwpbank,
- Annual General Meeting -
Wildunger Straße 14
60487 Frankfurt am Main, Germany
Fax: +49 (0) 69/5099 1110
Email: hv-eintrittskarten@dwpbank.de**

Registration must be issued in text form (Section 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, 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 12, 2009, 24.00 hours (receipt) under the address given above.

Entrance cards which are also designated as voting cards for the Annual General Meeting will be sent to the shareholders on receipt of confirmation of their share ownership issued by the Company under the above address. To ensure that they obtain combined entrance and voting cards in good time, we request shareholders to submit their share ownership certificate to the Company as early as possible.

II. Attendance

The combined entrance and voting cards entitle you to attend the Annual General Meeting in person or to authorise a third party to act as a proxy. Alternatively, you can authorise the Company-nominated proxies in writing, or electronically via the Internet-based proxy-authorisation and voting-instruction system.

1. Attending the Annual General Meeting in person

If you attend the Annual General Meeting in person, please have in your possession the combined entrance and voting card document. Present the entire document at the entrance desk, where the entrance card will be detached. If you have received more than one combined entrance and voting

card, please present all of them to ensure that you are allowed to exercise voting rights with all the registered voting cards.

The voting slips are to be used to vote on the individual items of the agenda. Unless otherwise specified by the meeting chair, you will only require these voting slips if you intend to vote "Against" an item or abstain from voting. If you wish to accept the recommendations of the Board, you are not required to do anything.

Items on the agenda are printed on the appropriate slips. Please detach them before voting on the item and hand them to the scrutineers, who will then scan the barcodes on your voting slips.

Voting slips that have not been assigned to a specific item on the agenda will be used only if the meeting chair makes an announcement to this effect.

If you wish to leave the meeting early, complete the authorisation form included on the combined entrance and voting card document and appoint another person attending the Annual General Meeting or the proxy voter to vote on your behalf. You can also use the voting slips to issue appropriate voting instructions. You can obtain further details at the exit.

2. Granting proxy to a third party

If you are unable to attend the Annual General Meeting in person, you can authorise another person, an association of shareholders or a bank to participate as a proxy. 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 (see section 3 below).

a) Authorities issued to parties other than a bank or a shareholders' association or another person/institution specified in Section 135 (9) German Stock Corporation Act (AktG) or in Section 135 (12) German Stock Corporation Act (AktG) in conjunction with Section 125 (5) German Stock Corporation Act (AktG) or proxies nominated by the Company must be issued in writing. For this purpose please complete the authorisation on the back of the combined entrance and voting card and sign the authorisation. Please do not detach it. Subsequently, please deliver the complete sheet with the undersigned authorisation to the authorizer.

The proxy voter must be in possession of the entire combined entrance and voting card document which represents both the entrance card and the voting card, when he/she attends the Annual General Meeting and present it at the entrance desk, where the entrance card containing the signed authorisation form will be detached.

For details on how to use the voting slips and the procedure to follow when leaving the Annual General Meeting early, we refer to Item 1. above, entitled "Attending the Annual General Meeting in person".

b) If authorities are to be issued to a bank or a shareholders' association or another person/institution specified in Section 135 (9) German Stock Corporation Act (AktG) or in Section 135 (12) German Stock Corporation Act (AktG) in conjunction with Section 125 (5) German Stock Corporation Act (AktG), there is neither a requirement of writing by law nor under the Articles of Association. However, we would like to draw your attention to the fact that the institutions or persons to be authorized might request a special form of authorisation because in accordance with Section 135 German Stock Corporation Act (AktG) they must record the authorisation in a verifiable form. Thus, in case you intend to issue an authority to a bank, a shareholders' association or another person/institution specified in Section 135 (9) German Stock Corporation Act (AktG) or in Section 135 (12) German Stock Corporation Act (AktG) in conjunction with Section 125 (5) German Stock Corporation Act (AktG), please coordinate the potential form of the proxy with such institution or person.

3. Issuing authorisation and instructions in writing or electronically to Company-nominated proxies

The Company has appointed the following persons to act as proxies bound by your instructions, each of whom can be authorised to exercise voting rights on your behalf and with the right to delegate their powers, and each of whom is exempt from the limitations of Section 181 of the German Civil Code (BGB):

- 1) Britta Hesse, Bestwig-Nuttlar
- 2) Ralf Huschen, Paderborn.

Shareholders who make use of this option and would like to issue authorisation to proxies nominated by the Company can grant such authorisation either via the Internet or in writing (or by fax), using the form intended for this purpose on the entrance card.

If you should subsequently decide to attend the Annual General Meeting in person, please go to the entrance desk and present your passport or other official means of identification. You will then receive a new voting card, which will automatically revoke the proxy authorisation.

a) Issuing authorisation and instructions electronically via the Internet

Once you have received your combined entrance and voting card, you can also issue your proxy authorisation and instructions via our website at www.wincor-nixdorf.com. Your authorisation and instructions should be issued as soon as possible and must have been received completely by 6 p.m. (18.00 hours CET) on 16 January 2009 at the latest.

Go to the following Wincor Nixdorf homepage: www.wincor-nixdorf.com.

On the homepage, select English and then “Investor Relations” at the top of the page, followed by “Annual General Meeting” in the submenu. Then click the following link: “Authorisation and instruction system”.

The electronic authorisation and instruction system takes you through the authorisation and instruction process in simple steps. Please follow the instructions carefully. You will need your combined entrance and voting card to complete the steps.

You can also revoke the authorisation and instructions you have issued previously or change your voting instructions. Please follow the instructions carefully once again. To log in this time, you will only need your combined entrance and voting card.

Technical requirements: for trouble-free access to this authorisation and instruction system, your computer should meet or exceed the following recommended system requirements: Browser: Internet Explorer Version 5.5 (recommended: Version 6.0 or higher); Netscape Version 7; Mozilla Version 1.7; Opera Version 8.5; using the browser default settings; screen resolution: at least 800 x 600.
Email: If you have problems and wish to contact us, you will require a valid email address.

b) Issuing written authorisation and instructions

To issue voting instructions to your proxies, please complete and sign the authorisation form (on the back of the combined entrance and voting card). You can then issue your instructions as to how the proxy is to vote on your behalf by marking the appropriate voting slips with a cross and returning the completed and signed authorisation form to us. The return address is already printed on the form.

NOTE: You are required to sign the authorisation form AND issue instructions. An authorisation form with no instructions will be considered as invalid. The proxy will represent your voting rights on the basis of the instructions disclosed and included on the voting card only, but not in the case of motions submitted during the Annual General Meeting.

Please send the completed and signed authorisation/instruction form by post, fax or as an electronic document to the following address so that it arrives no later than January 16, 2009, 6 p.m. (18.00 hours CET) at the following address:

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

The authorisation/instruction form is pre-addressed.

III. Legal notes / Disclaimer

1. Authorising Company-nominated proxies

- a) Registration in accordance with the proper procedures entitles you to attend the Annual General Meeting in person, even if you have authorised a Company-nominated proxy (in writing or electronically via the Internet). If the shareholder or an authorised third party registers in person for the Annual General Meeting on 19 January 2009 at one of the desks in the reception

area of the Schützenhof, this is deemed to revoke any authorisation and voting instructions previously issued to the proxies nominated by the Company.

- b) If you have issued proxy authorisation and voting instructions to the Company-nominated proxies both in writing and electronically via the Internet, we will regard the instructions included with the authorisation in writing as binding, regardless of the date of receipt.
- c) Company-nominated proxies will exercise voting rights on your behalf in accordance with your authorisation only if you have issued clear instructions for voting on the individual items of the agenda. If individual items of the agenda contain instructions that are not specific enough or contradictory or unclear, the proxies will not take part in voting on those items. If several votes are required for any single item of the agenda, the voting instructions issued for that item apply analogously to each point of the item to be voted on.
- d) Company-nominated proxies 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 proxies will not take part in voting on those items. The 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 wish to exercise your shareholder's rights beyond the powers issued to the Company-nominated proxies as described above, you must vote in person or through another proxy.
- e) If you authorise Company-nominated proxies, their names will be entered in the list of participants at the Annual General Meeting. Your name will not be disclosed.

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

- a) Authorisations and instructions can only be issued, amended or revoked until 6 p.m. (18.00 hours CET) on January 16, 2009. Any authorisations or instructions arriving after that deadline will be disregarded.
- b) No requests to speak, motions or questions from shareholders can be accepted via the Internet.
- c) The stability and availability of the Internet-based authorisation and instruction system for the Annual General Meeting of Wincor Nixdorf AG, due to the current technology in use, may be subject to fluctuations or interruptions. Neither Wincor Nixdorf AG nor any proxies you may have authorised can influence the availability, functionality, stability or reliability of the telecommunications network or the third-party Internet services used. If, despite all the security measures taken, we detect any unauthorised external interference with the data recorded for the Internet voting procedure and treated in accordance with German data protection laws, we reserve the right to suspend or cease use of the system without further notice. In such an event, only those authorisations and instructions issued via the Internet will be taken into consideration for which manipulation can be ruled out.
- d) We provide no guarantee and accept no liability for the functionality, availability, stability or reliability of the Internet-based authorisation 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 shortcomings 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 malicious intent or gross negligence.

3. Data protection

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

Paderborn, December 2008
Yours sincerely,
Wincor Nixdorf Aktiengesellschaft

Directions

- From the Autobahn A 33: Take the exit "Paderborn / Schloß-Neuhaus"
- Follow the B 64 toward the center of the city ("Paderborn-Zentrum")
- At approximately ca. 3 kilometers, turn left into "Fürstenweg" (toward the "Freibad/Schützenplatz")
- At approximately ca. 600 meters, turn right at the sign into "W.-Kaufmann-Allee" where the Schützenhof hall is located.

From 09.30 a.m. we offer a bus driving between central station and Schützenhof. The bus is driving continuously every 20 minutes. Please pay attention to the staff members of Wincor Nixdorf AG at the central station who will be accompanying you to the point of departure.

Additionally there is public transport (bus line "Uni-Linie" (Direction Heinz-Nixdorf-Museumsforum and bus line 11 direction Mastbruch, Lerchenweg) to Schützenhof (Stop is Freibad / Schützenplatz).

Approach chart please see next page

Approach chart

