



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

Dear Shareholders and Shareholder Representatives,

Please find attached important information for attendance at the Company's Ordinary Annual General Meeting to be held as follows:

**Monday, 25 January 2010  
at 11:00 a.m. in the  
Hansesaal  
Schützenhof Paderborn  
Schützenplatz 1  
33102 Paderborn  
Germany**

as well as for voting by proxy.

You are required to register for the Annual General Meeting whether you intend to attend in person or via a third party or a Company-nominated proxy.

### **I. Registering for the Annual General Meeting**

Only those shareholders are entitled to attend the Annual General Meeting and to exercise their voting rights who have registered with the Company by no later than the close of 18 January, 2010 (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**

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 attend 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 (0.00 hours) of the 21<sup>st</sup> day before the Annual General Meeting, i.e. 4 January, 2010 (record date), and must reach the Company by no later than the close (24.00 hours) of 18 January, 2010 under the address given above. In relation to the Company, only those persons who have provided proof are entitled to attend the Annual General Meeting and to exercise their voting rights as shareholders; in particular, disposals or other transfers of shares after the record date have no effect in any way on the previous shareholder's legal right to attend the Annual General Meeting and to exercise voting rights. This also applies to the purchase of shares after the record date. Persons who do not yet hold shares at the record date and only become shareholders after the record date are not entitled to attend the Annual General Meeting or to exercise voting rights. The record date has no effect on dividend rights.

On receipt of confirmation of their share ownership and registration at the Company under the above address, entrance cards which are also designated as voting cards for the Annual General Meeting will be sent to the shareholders. To ensure that combined entrance and voting cards are received 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 card document entitles you to attend the Annual General Meeting in person or to authorize a third party to act as a proxy. However, you can also authorize the Company-

nominated proxies to attend on your behalf. You must also provide the Company-nominated proxy with instructions on how to exercise voting rights. Details are provided below under Items 1 and 3.

## **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 document, 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. For Item 9 on the agenda, you will find three voting slips, as each amendment to the Articles of Association will be voted on separately. Please detach them before voting on the item and hand them to the scrutineers, who will then scan the barcodes on your voting slips. The scrutineers will keep the voting slips they receive from you so that the numbers can be verified if necessary. 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, you can authorize another person present at the Annual General Meeting or the proxy voter to vote on your behalf. In this case, please complete the authorization form included on the combined entrance and voting card document. You can use the voting slips to issue appropriate voting instructions. If you wish to issue the Company-nominated proxy with authorization and instructions, it is imperative that these be handed to our staff at the exit before the end of the general debate, to ensure that we are able to include any such authorization to the documents relating to our Annual General Meeting and carry out the 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 authorize another person, an association of shareholders, a bank or another third party to attend as a proxy. As a special service to our shareholders, therefore, we also offer to authorize Company-nominated proxy voters before the Annual General Meeting takes place, who will then vote on their behalf (see section 3 below).

a) If neither a bank nor a shareholders' association or a person or institution of equal status pursuant to Section 135 German Stock Corporation Act (AktG) or pursuant to Section 135 German Stock Corporation Act (AktG) in conjunction with Section 125 (5) German Stock Corporation Act (AktG) is authorized, the authorization must be issued in text form (Section 126b German Civil Code (BGB)) pursuant to Section 134 (3) sentence 3 German Stock Corporation Act (AktG), as amended by the ARUG. The revocation of a proxy as well as the proof of authorization vis-à-vis the Company also require text form (Section 126b German Civil Code (BGB)) pursuant to Section 134 (3) sentence 3 German Stock Corporation Act (AktG).

If you wish to authorize a proxy, please complete and sign the authorization on the back of the combined entrance and voting card document. Please do not detach it. Then hand the entire entrance and voting card document along with the signed authorization to the proxy voter. The proxy voter must then take the entire document, which represents both the entrance card and the voting card, to the Annual General Meeting, and present it at the entrance desk.

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) To the extent that authorizations are to be issued to a bank, a shareholders' association or a person or institution of equal status in accordance with Section 135 German Stock Corporation Act (AktG) or Section 135 German Stock Corporation Act (AktG) in conjunction with Section 125 (5) German Stock Corporation Act (AktG), the Articles of Association do not provide for a special regulation. 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 authorization because in accordance with Section 135 German Stock Corporation Act (AktG) they must record the authorization in a verifiable form. Thus, in case you intend

to issue an authorization to a bank, a shareholders' association or a person or institution of equal status pursuant to Section 135 German Stock Corporation Act (AktG) or Section 135 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 the person to be authorized in due time in advance.

Proof of authorization must be presented either on the day of the Annual General Meeting by the proxy voter or by sending a statement to the Company at the following:

By post: Wincor Nixdorf Aktiengesellschaft  
Investor Relations  
33094 Paderborn, Germany

By fax: +49 (0)5251 693-5056  
or

Electronically: [www.hv-vollmachten.de](http://www.hv-vollmachten.de)

Participation in the password-protected internet dialogue ([www.hv-vollmachten.de](http://www.hv-vollmachten.de)) requires an online password that is printed on the entrance card sent to the shareholders. For organizational reasons, the password-protected internet dialogue can only be used for issuing proxies until Monday, January 25, 2010, 9.00 a.m. at the latest. This is also the deadline for submitting any revocations of authorizations granted and any changes thereof via the password-protected internet dialogue. Further information on the use of the password-protected internet dialogue can be found on the aforementioned website.

### **3. Issuing authorization and instructions to Company-nominated proxies**

The Company has appointed the following persons to act as proxies bound by your instructions, each of whom you may authorize 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) Ms. Britta Hesse, Bestwig-Nuttlar
- 2) Ms. Melanie Bonin, Bielefeld.

Shareholders who make use of this option and would like to issue authorization to proxies nominated by the Company can grant such authorization either via the website or in writing (or by fax), using the form intended for this purpose on the entrance card. Details are provided below under a) and b).

If you should subsequently decide to attend the Annual General Meeting in person, despite having issued proxy rights, 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 authorization.

#### **a) Issuing authorization and instructions electronically via the Company's website**

Once you have received your combined entrance and voting card document, you can also issue your proxy authorization and instructions to Company-nominated proxies via our website at [www.wincor-nixdorf.com](http://www.wincor-nixdorf.com). Your authorization and instructions should be issued as soon as possible and must have been received completely by no later than 6 p.m. (18.00 hours CET) on 22 January 2010.

To do this, go to the following Wincor Nixdorf homepage: [www.wincor-nixdorf.com](http://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: "Authorization and instruction system". The electronic authorization and instruction system takes you through the authorization and instruction process in simple steps. Please follow the instructions carefully. You will need your combined entrance and voting card document to complete the steps. You can use the same procedure to revoke any authorization 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 document.

Technical requirements: for trouble-free access to this authorization 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.  
E-mail: If you have problems and wish to contact us, you will require a valid e-mail address.

#### **b) Issuing authorization and instructions in writing or by fax**

To do this, please complete and sign the authorization form. 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 authorization form to us. The return address is already printed on the form.

N.B.: You are required to sign the authorization form AND issue instructions. An authorization 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 document only, but not in the case of motions submitted during the Annual General Meeting.

Please send the completed and signed authorization and instruction form by post, fax or as an electronic document to the following address to ensure that it arrives at the address below by no later than 6 p.m. (18.00 hours CET) on 22 January, 2010:

Wincor Nixdorf Aktiengesellschaft  
Investor Relations  
33094 Paderborn  
Germany

Fax: +49 (0)5251 693-5056, or

E-mail: [investor-relations@wincor-nixdorf.com](mailto:investor-relations@wincor-nixdorf.com)

The authorization/instruction form is pre-addressed for delivery by post.

### **III. Legal notes / Disclaimer**

#### **1. Authorising Company-nominated proxies**

- a) Official registration for the Annual General Meeting entitles you to attend the Annual General Meeting in person, even if you have authorized a Company-nominated proxy to attend and vote on your behalf. If the shareholder or an authorized third party registers for the Annual General Meeting in person at one of the desks in the reception area of the Schützenhof on 25 January 2010, this is regarded as cancelling any authorization and voting instructions previously issued to the proxies nominated by the Company.
- b) In the event that one of the Company-nominated proxies has been authorized to vote on your behalf, the authorization together with the instructions must have been received by the Company-nominated proxy by no later than 6 p.m. (18.00 hours CET) on 22 January, 2010. Otherwise, it will not be considered.
- c) If you have not only issued proxy rights and instructions to one of the Company-nominated proxies via our website ([www.wincor-nixdorf.com](http://www.wincor-nixdorf.com)), but have also sent an authorization and instructions to the address included in our invitation to the Annual General Meeting for this purpose (by post, fax or e-mail), we will only regard the instructions sent to this address (by post, fax or e-mail) as binding, regardless of the date of receipt.
- d) Company-nominated proxies will exercise voting rights on your behalf in accordance with your authorization 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, are contradictory, or unclear, the proxies will not take part in voting on those items. If more than one

vote is required for any single item of the agenda, the voting instructions issued for that item will apply in the same way to each point of the item to be voted on.

- e) 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.
- f) If you authorize 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) For technical reasons, authorizations and instructions transmitted via the Company's website [www.wincor-nixdorf.com](http://www.wincor-nixdorf.com) can only be issued, amended or revoked by no later than 6 p.m. (18.00 hours CET) on 22 January, 2010. Any authorizations or instructions arriving after this cut-off time will be disregarded.
- b) Proof of any other authorization transmitted via the password-protected website dialogue can only be issued, amended or revoked by 9 a.m. on 25 January 2010. Any authorizations arriving after this cut-off time will be disregarded.
- c) No requests to speak, motions or questions from shareholders can be accepted via the Company's website.
- d) The stability and availability of the Internet-based authorization and instruction system for the Annual General Meeting of Wincor Nixdorf Aktiengesellschaft, due to the current technology in use, may be subject to fluctuations or interruptions. Neither Wincor Nixdorf Aktiengesellschaft nor any proxies you may have authorized 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 unauthorized 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 authorizations and instructions issued via the Internet will be taken into consideration for which manipulation can be ruled out.
- e) 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 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 purpose of issuing authorizations and instructions electronically via the Company's website. 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 2009

Yours sincerely,

Wincor Nixdorf Aktiengesellschaft

### How to get to the Annual General Meeting:

- On the autobahn A 33: Take the exit "Paderborn / Schloß-Neuhaus"
- Follow the B 64 following signs to the Paderborn city centre ("Paderborn-Zentrum")
- After approx. 3 kilometres, turn left into "Fürstenweg" (sign to "Freibad/Schützenplatz")
- After approx. 600 metres, turn right at the sign into "W.-Kaufmann-Allee", where the Schützenhof hall is located.

We have arranged a shuttle service running every 20 minutes between the central station and Schützenhof from 9.30 a.m. Please look out for members of Wincor Nixdorf AG staff, who will be waiting at the central station and will take you to the shuttle bus.

There is also public transport to Schützenhof ("Uni Line" bus service to Heinz-Nixdorf-Museumsforum and Line 11 to Mastbruch, Lerchenweg). Get off at the stop indicated Freibad / Schützenplatz.

How to get there:



