

Shareholders' rights

1. Addition of items to the agenda

According to Section 122 (2) German Stock Corporation Act (AktG), shareholders with an aggregate shareholding of at least 5% of the share capital or the proportionate amount of €500,000 may request that items be put on the agenda and announced. Due to the fact that in the case of Wincor Nixdorf Aktiengesellschaft the proportionate amount of €500,000 is lower than 5% of the share capital, it is sufficient to reach the proportionate amount of €500,000. A statement of reasons or a draft resolution must be attached to each new item. Every shareholder must provide a certificate of share ownership evidencing that he/she has owned the shares for at least three months prior to the day of the Annual General Meeting, i.e. at least as of October 25, 2009, 0.00 a.m. This request must be received by the Company in writing or by fax upon provision of the certificate of share ownership at the address specified below, at least 30 days prior to the Annual General Meeting, i.e. by December 25, 2009 at the latest:

By post: Wincor Nixdorf Aktiengesellschaft
 c/o PR im Turm HV-Service Aktiengesellschaft
 Wasserturm Wallstadt
 Römerstraße 72 – 74
 68259 Mannheim
 Germany

or

By fax: +49 (0) 621 7177213

2. Countermotions / nominations made by shareholders

Furthermore, shareholders of the Company can submit countermotions against proposals made by the Board of Directors and the Supervisory Board with respect to a particular item of the agenda, according to Section 126 (1) German Stock Corporation Act (AktG). These motions are to be sent in writing or by fax to the address below, stating the name of the shareholder and the reasons for the motion:

By post: Wincor Nixdorf Aktiengesellschaft
 c/o PR im Turm HV-Service Aktiengesellschaft
 Wasserturm Wallstadt
 Römerstraße 72 – 74
 68259 Mannheim
 Germany

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By fax: +49 (0) 621 7177213

Provided that all other conditions for an announcement obligation according to Section 126 German Stock Corporation Act (AktG) have been met, countermotions of shareholders that are received at the above address at least 14 days before the day of the Annual General Meeting, i.e. by January 10, 2010 at the latest, will be made accessible immediately to all shareholders together with any comment on the part of the administration, on the internet at www.wincor-nixdorf.com. Countermotions of shareholders sent to any other address cannot be taken into account.

If certain requirements are met, the Company is not obliged to make accessible a countermotion and the reasons given for such countermotion. Pursuant to

Section 126 (2) sentence 1 German Stock Corporation Act (AktG), this is the case

- if the Board of Directors rendered itself liable to prosecution by making such countermotions and reasons accessible;
- if the countermotion resulted in a resolution of the Annual General Meeting which is either unlawful or in breach of the Articles of Association;
- if the reasons contain key statements which are manifestly incorrect or misleading or if they are slanderous;
- if a countermotion of the shareholder based on the same subject matter has already been made accessible in connection with a Annual General Meeting of Wincor Nixdorf AG pursuant to Section 125 German Stock Corporation Act (AktG);
- if the same countermotion of the shareholder with essentially the same reasons has within the previous five years already been made accessible in the context of at least two Annual General Meetings of the Company pursuant to Section 125 German Stock Corporation Act (AktG) and less than one-twentieth of the registered share capital represented at the Annual General Meeting voted in favor of such countermotion;
- if the shareholder indicates that he/she shall neither attend the Annual General Meeting nor arrange for a representative to attend on his/her behalf; or
- if in the previous two years the shareholder failed in two Annual General Meetings to make or cause to be made on his/her behalf a countermotion communicated by him/her.

The reasons given for an admissible countermotion need not be made available if the text exceeds a total of 5,000 characters. Consequently, shareholders must outline the arguments underlying their objections as briefly as necessary. The Board of Directors of the Company reserves the right to combine countermotions and the reasons given for them if several shareholders file countermotions relating to the same subject matter of a resolution.

The above statements in relation to Section 126 (1) German Stock Corporation Act (AktG) (including the above-specified address) shall apply to nominations made by shareholders for the election of the auditor and group auditor (Item 5) according to Section 127 German Stock Corporation Act (AktG) *mutatis mutandis*, subject to the provision that there is no need for reasons to be given for the nomination. Except in the cases of Section 126 (2) German Stock Corporation Act (AktG), the Board of Directors is also not obliged to make the proposals of shareholders accessible if they lack the information set forth in Section 124 (3) German Stock Corporation Act (AktG) (name, practiced profession and place of residence of the auditors nominated).

A countermotion or a nomination can be filed or made in the Annual General Meeting even if it has not been sent to the Company beforehand within the period of time specified in Section 126 (1) German Stock Corporation Act (AktG). Vice versa, a countermotion or nomination that has been sent to the Company beforehand must be explicitly filed or made in the Annual General Meeting even if it has already been made accessible.

3. Shareholders' right to information

According to Section 131 (1) German Stock Corporation Act (AktG), each shareholder can request information from the Board of Directors in the Annual General Meeting regarding the Company's affairs to the extent required to allow for a proper assessment of the items of the agenda. The request for information must be made in German. The requested information must constitute an element substantial for properly assessing the item of the agenda; the decisive aspect in this context is the view taken by an objective shareholder whose knowledge of the Company and its current state of affairs is restricted to what is common knowledge. The obligation to provide information also extends to the legal and business relationships between the Company and an associated company and to the situation of the

group and the enterprises included in the consolidated financial statements. Due to the fact that, *inter alia*, the consolidated financial statements and the consolidated management report will be submitted to this Annual General Meeting, the obligation to provide information of the Board of Directors also extends to the situation of the group and the enterprises included in the consolidated financial statements. The affairs of associated companies are subject to the right to information if they become part of the Company's own affairs due to their significance.

The Board of Directors may refuse to answer individual questions for the following reasons which are set forth in Section 131 (3) German Stock Corporation Act (AktG)

- in so far as, according to sound business judgment, the providing of such information is likely to cause not inconsiderable damage to the Company or an associated company (in particular, the chairman of the Meeting is authorized to set reasonable limits to the time available to shareholders for speaking and asking questions pursuant to Section 17 (2) of the Articles of Association of the Company);
- in so far as they pertain to tax valuations or the amount of individual taxes;
- in so far as they relate to the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the Annual General Meeting formally approves the annual financial statements;
- in so far as they relate to the accounting and evaluation methods, provided that the details given in the notes concerning such methods are sufficient to present a factually accurate picture of the situation regarding the Company's assets, finances and profits within the meaning of Section 264 (2) of the German Commercial Code (HGB); this does not apply if the Annual General Meeting formally approves the annual financial statements;
- if the Board of Directors rendered itself liable to prosecution by providing such information;
- in so far as, in the case of a credit institution or a financial services institute, there is no requirement for information concerning the accounting and valuation methods used and set-offs made to be given in the annual financial statements, management report, consolidated financial statements or consolidated management report;
- to the extent that the information is constantly accessible on the Company's website for at least seven days prior to the commencement and during the Annual General Meeting.

If, based on his/her status as a shareholder, a shareholder has been provided with information outside the Annual General Meeting, such information must be provided to any other shareholder in the Annual General Meeting upon request, even if it is not required for properly assessing the item of the agenda, unless it is information relating to the group accounting pursuant to Section 131 (4) sentence 3 AktG.

If a shareholder is refused certain information, he/she may request that his/her question be recorded in the minutes of the meeting together with the reason why the information was refused.