

# **WINCOR** --- **NIXDORF**

**Wincor Nixdorf Aktiengesellschaft**  
**Paderborn**

Security identification number: A0CAYB  
ISIN DE000A0CAYB2

## **Annual General Meeting**

on

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

### **Explanation with regard to item 1 pursuant to Section 124a sentence 1 No. 2 German Stock Corporation Act (AktG)**

A resolution on item 1 of the agenda (submission of the adopted annual financial statements of Wincor Nixdorf Aktiengesellschaft and the approved group financial statements as of September 30, 2009, the management report and the group management report of the Company (including the report of the Board of Directors on the disclosures pursuant to Section 289 (4) and Section 315 (4) German Commercial Code (HGB) for the fiscal year 2008/2009) as well as the Supervisory Board report for the fiscal year 2008/2009) shall not be taken.

1. Pursuant to Section 175 German Stock Corporation Act (AktG) the Annual General Meeting shall receive the adopted annual financial statements, the management report, an individual financial statement approved by the Supervisory Board, for a parent company also the group financial statements approved by the Supervisory Board and the group management report. A resolution of the Annual General Meeting of Wincor Nixdorf Aktiengesellschaft is not required with regard to these documents. The annual financial statements of Wincor Nixdorf Aktiengesellschaft for the fiscal year 2008/2009 were approved by the Supervisory Board and thus adopted. The special case under Section 173 German Stock Corporation Act (AktG) according to which the adoption of the annual financial statements is incumbent upon the Annual General Meeting does not apply.
2. With regard to the report of the Supervisory Board, a resolution of the Annual General Meeting is not required either. Pursuant to Section 171 (2) German Stock Corporation Act (AktG) the Supervisory Board shall provide the Annual General Meeting with a written report. The report is supposed to inform the shareholders and the public of the results of the review of the annual accounts documents by the Supervisory Board. Besides, it is a report of account on the activities of the Supervisory Board. The law does not provide for a resolution as to the report of the Supervisory Board to the Annual General Meeting either.

Paderborn, in December 2009

Wincor Nixdorf Aktiengesellschaft

The Board of Directors