



Dear Ladies and Gentlemen,

The last twelve months making up fiscal 2008/2009 remind me of the – slightly adapted – title of a song: “What a difference a year makes.” Our entire global economic system was shaken to its core by a level of turbulence we hadn’t thought possible, with the result that we have faced some extraordinary challenges.

One of the most remarkable features of this collapse was that almost all the tried-and-tested instruments and indicators on which we had previously relied for many years in economic matters lost much of their former credibility, and only regained a small measure of it towards the end of 2009. Against this background of events, at the beginning of fiscal 2008/2009 we just could not foresee the extent to which we would later be hit by the crisis. We therefore adopted a cautious but confident outlook to the new year, with the aim of maintaining our net sales and operating profit around the same outstanding level of the preceding year. Although from

today’s perspective this view appears hugely ambitious, at the time it was regarded by some as standing still, a fact that underlines, once again, the enormity of the paradigm shift we have experienced.

At the end of fiscal 2008/2009, the overall decline of three percent in net sales was roughly in line with our expectations, despite the considerable deterioration in the economic situation over the period. Down 13 percent, our operating profit contracted substantially year on year, mainly as a result of pressure exerted on margins. This has an impact on our dividend, which is down 13 percent; our proposed dividend has been set at €1.85 per qualifying share compared to €2.13 in the previous year.

Overall, we have been able to maintain our established course, although navigation was largely a matter of intuition. In recent months we have taken swift action to manage our portfolio of services and our costs appropriately and to adapt as well as possible to the major changes in our business environment. A measured, flexible and proportionate response has served us well.

Wincor Nixdorf remained focused on its strategic goal of transforming the Company into a provider of comprehensive IT business process solutions for our customers. While pursuing effective cost management, we nevertheless maintained a high level of capital spending on research and development and expanded our high-end portfolio to include new Professional Services. We also responded successfully to a change in the investment behavior of our customers, thus allowing us to boost sales in the areas of Software and Services. This noticeably helped to stabilize our performance overall, although it could not make up entirely for a decline in our Hardware business.

We made further progress towards implementing two key elements of our proven business strategy by maintaining a relatively high level of capital spending on cutting-edge developments and on the expansion of high-end services. The other two levers making up this consistent strategy also delivered good results. As well as expanding our global business, thanks to sustained growth in the Asia/Pacific/Africa and Americas regions, we were able to successfully transfer our branch and self-service know-how to similar branch-level applications in the service station and postal service markets.

We used the market weakness and pressure generated by the crisis as an opportunity to make internal improvements with an eye to the future. To this end, our ProFuture program contains initiatives intended to promote lasting growth as well as measures to optimize our structures and processes, all with the aim of providing a sustained boost to performance with regard to time, costs and quality. Our aim is not only to emerge from the crisis on a stable footing, but to arm ourselves for the point when the economy as a whole has recovered sufficiently to talk of a fundamental recovery.

At the start of fiscal 2009/2010, we are not the only ones who believe there is as yet no clear sign of an improvement in the market for IT solutions for retail banks and retailers. With the prospect of a challenging first half for Wincor Nixdorf compared to the previous year, we anticipate a further downturn in our net sales and operating profit over the year as a whole, albeit no greater than that experienced in fiscal 2008/2009. It is clear both from the package of measures we have introduced and from our stronger balance sheet with an improved equity ratio and a reduced debt position that we are well prepared for what is likely to be another challenging year.

We believe the underlying trends in our target industries remain intact. In the medium term, we expect a return to a higher level of investment spending in both retail banking and

the retail sector. The pressure on both to improve their competitiveness is still tangible, and offers the prospect of potential new business for Wincor Nixdorf. With this in mind, we shall continue to steer towards the medium-term objectives we specified on flotation: annual increases of 6 and 8 percent in net sales and EBITA, respectively. The extent to which these well-judged targets are attainable in fiscal 2010/2011 will depend primarily on whether the recent trend towards economic recovery can be consolidated and sustained.

Thus, Wincor Nixdorf offers shareholders an investment that emphasizes continuity – a successful business model, a portfolio well adapted to market trends and a proven business strategy – all delivered throughout the world by a committed workforce. We can also point to a reliable dividend policy that continues to allocate around 50 percent of profit for the year for distribution to shareholders.

The good relationship we have established with our customers is one of the keys to our success, and I would like to take this opportunity to express my gratitude for the confidence they have placed in us. Naturally, my sincere thanks also go to our staff for the tremendous commitment they have shown over recent months.

To conclude, let me express my gratitude to our customers, whose trust it is that spurs on both the Board of Directors and the workforce at Wincor Nixdorf. My thanks also go to you, our shareholders, for your loyalty and constructive support. We take your expression of confidence in us as an obligation to maintain the business approach we have pursued thus far, with strict regard at all times for the sustainable prosperity of the Company.

Sincerely, C He

Eckard Heidloff





Javier López-Bartolomé

|| Senior Vice President,
Region Americas

|| Born 1959. || Joined the Company in 1997. || Member of the Executive Board since 1999; responsible for the Group business in the Americas.

Khoon Hong Lim

|| Senior Vice President,
Region Asia-Pacific

|| Born 1951. || Joined Nixdorf in 1988. || Member of the Executive Board since October 2005 and responsible for Group business in Asia-Pacific.

Stefan Auerbach

|| Member of the Board
of Directors

|| Executive Vice President,
Banking

|| Born 1963. || Joined Nixdorf in 1983. || Member of the Board of Directors, since October 2005; responsible for the Banking business.

Eckard Heidloff

|| President & Chief Executive
Officer

|| Born 1956. || Joined Nixdorf in 1983. || President & CEO since January 29, 2007.

Dr. Jürgen Wunram

|| Member of the Board
of Directors

|| Executive Vice President,
CFO, COO

|| Born 1958. || Joined the Company in March 2007 and since then Member of the Board of Directors; responsible for finances.



Dr. Herbert Machill

|| Senior Vice President, Retail

|| Born 1960. || Joined Wincor Nixdorf in October 2007 and since then Member of the Executive Board; responsible for the business with retail companies.

Rainer Pfeil

|| Senior Vice President, Human Resources

|| Born 1962. || Joined Wincor Nixdorf in July 2001; since then Member of the Executive Board; responsible for Human Resources.

Reinhard Rabenstein

|| Senior Vice President, CTO

|| Born 1954. || Joined Nixdorf in 1980. || Since October 2005 Member of the Executive Board and Chief Technology Officer.

Jens Bohlen

|| Senior Vice President, Services

|| Born 1962. || Since November 2006 at Wincor Nixdorf and Member of the Executive Board; responsible for the IT services business with banks and retail companies.



Dear Ladies and Gentlemen,

Overall, Wincor Nixdorf AG was able to maintain its course in fiscal 2008/2009, despite the previously unforeseeable widening of the global economic crisis, with only a moderate decline in sales albeit a more pronounced fall in profit. Even in the face of these tougher conditions, we vigorously pursued the Company's strategic performance objectives. Thanks to an effective approach to cost management, we were also able to prepare the Company for business in what is now a considerably different environment. The Supervisory Board supported and monitored the activities successfully performed by the Board of Directors during the period under review.

The Work of the Supervisory Board. In the fiscal year under review, the Supervisory Board of Wincor Nixdorf AG discharged its duties in accordance with statutory requirements, the German Corporate Governance Code and the Company's articles of association. First and foremost, this task involved advising and monitoring the Board of Directors on a regular basis as it led and managed the business. All decisions of fundamental importance to the Company were agreed directly with the Supervisory Board. Receiving comprehensive information on a regular and timely basis in the form of verbal and written reports, the Supervisory Board was instructed by the Board of Directors on all material issues relating to the corporate planning, strategic direction and development, business performance and state of the Group, including risks and risk management. All business matters of importance to the Company were discussed by the Supervisory Board on the basis of reports furnished by the Board of Directors.

In fiscal 2008/2009, five scheduled Supervisory Board meetings were held at which the Board of Directors informed the Supervisory Board about the performance of the Company. In addition to these five scheduled meetings, the Supervisory Board convened on November 3, 2008 and December 3, 2008, for extraordinary Supervisory Board meetings. The Sole item on the agenda of the extraordinary Supervisory Board meeting convened on November 3, 2008, was a discussion of the key figures in the financial statements before the annual press conference on November 5, 2008. One of the items on the agenda of the extraordinary Supervisory Board meeting dated December 3, 2008, was the proposal of the Supervisory Board to the Annual General Meeting for the election of three

shareholder representatives to the Supervisory Board. The five scheduled Supervisory Board meetings were held on November 25, 2008, and on January 19, April 22, July 21 and September 22, 2009. All meetings were attended by representatives of the Board of Directors. At the aforementioned meetings, all necessary resolutions were passed on the basis of documentation prepared in advance. Between each meeting convened by the Supervisory Board, the Board of Directors informed the Supervisory Board promptly and comprehensively about important events of particular significance in assessing the position and performance as well as the overall management of the Company. Furthermore, the Board of Directors remained in continuous contact with the Supervisory Board and informed the Supervisory Board about the current business position as well as significant occurrences, developments and decisions.

The Supervisory Board examined the efficiency of its activities at its meeting on September 22, 2009.

Key Areas of Deliberation by the Supervisory Board. At its individual meetings, the Supervisory Board regularly concerned itself with the business, net sales and earnings performance of the Group and its segments, in addition to focusing on cash flows, the implementation of strategy and HR development. Another of the main issues discussed was the drawing up and implementation of the strategic ProFuture program, which aims to prepare the Company for the future and to identify and exploit areas of potential growth while simultaneously boosting efficiency and reducing costs. Other topics included the approval for the issue of share options to

members of the Board of Directors and employees (2009 tranche) and further expansion of the Wincor Nixdorf compliance program.

At its meeting on September 22, 2009, the Supervisory Board gave its approval to the fiscal 2009/2010 budget proposed by the Board of Directors and to the medium-term strategic business development plan.

Committee Work. The Supervisory Board is supported in its duties by four committees established by this body (Audit Committee, Personnel Committee, Nomination Committee, Mediation Committee). These committees are responsible for preparing the ground for Supervisory Board resolutions and examining issues subsequently to be addressed in plenary sessions. Furthermore, the Supervisory Board has delegated decision-making authority to the committees within specific areas.

With the exception of the Audit Committee, which is chaired by Supervisory Board member Hero Brahm, the committees are presided over by the Chairman of the Supervisory Board.

The Audit Committee convened on three occasions during the fiscal year under review. The main focus of its work was on examining the annual accounts and Group financial statements of Wincor Nixdorf AG and the budget for fiscal 2009/2010. Other issues addressed were the Company's risk report and risk management policy, reporting by the Internal Audit and measures aimed at further extending the corporate compliance program.

During the year under review, the Nomination Committee convened on December 2, 2008, to prepare a proposal of the Supervisory Board to the Annual General Meeting on January 19, 2009, concerning the election of three shareholder representatives to the Supervisory Board.

There was again no need to convene the Mediation Committee during the fiscal year just ended.

Corporate Governance and Declaration of Compliance. With regard to Corporate Governance, this annual report contains a separate section with a report by the Board of Directors, issued also on behalf of the Supervisory Board, pursuant to Section 3.10 of the German Corporate Governance Code. On November 24, 2009, the Board of Directors and Supervisory Board issued an updated Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (Aktiengesetz – AktG) and made the declaration, along with details of non-compliance, permanently available to shareholders on the Company website.

Approval of the Annual Accounts and Adoption of the Group Financial Statements. On January 19, 2009, the Annual General Meeting appointed KPMG AG Wirtschaftsprüfungsgesellschaft, Bielefeld, as auditor of the accounts. The Group financial statements for the fiscal year 2008/2009, prepared in accordance with Section 315a of the German Commercial Code (Handelsgesetzbuch – HGB) and in

line with IFRS, including an additional Group management report, have been audited by KPMG and given an unqualified audit opinion. This also applies to the separate annual accounts and management report of Wincor Nixdorf AG for the fiscal year 2008/2009, which were prepared on the basis of German accounting regulations.

The documentation pertaining to the financial statements, the Board of Directors' proposal for the appropriation of profit and the auditor's reports were submitted to the Audit Committee and the Supervisory Board in good time prior to their meetings. The information was examined in detail by the Audit Committee and subsequently by the full Supervisory Board, and discussed in the presence of the auditor, who was on hand to take questions and provide further information. Following its own examination of the Group financial statements and the Group management report, as well as the separate annual accounts and management report of Wincor Nixdorf AG, the Supervisory Board took the view that it did not wish to make any objections. Consequently, at its meeting on November 24, 2009, in line with the recommendation of its Audit Committee, the Supervisory Board concurred with the result of the audit and approved the financial statements and management reports drawn up by the Board of Directors. The annual accounts were thus formally adopted.

The Supervisory Board also discussed the proposal for the appropriation of profit and the dividend policy with the Board of Directors. With due regard for the Company's good financial situation and the expectations of both shareholders and the capital markets, the Supervisory Board gave its unqualified approval to the proposal of the Board of Directors.

The Supervisory Board determined its proposed resolutions for the agenda of the Company's Annual General Meeting to be held on January 25, 2010, and approved this Supervisory Board report.

Composition of the Supervisory Board. In accordance with Section 7 of the Company's articles of association, the Supervisory Board consists of six shareholder representatives and six employee representatives. No conflicts of interest occurred within the Supervisory Board during the period under review. The terms of office of the six employee representatives as well as those of Dr. Alexander Dibelius and Prof. Dr. Harald Wiedmann are due to expire at the end of the Annual General Meeting responsible for adopting a motion on the approval of their actions for fiscal 2009/2010. The employee representative Dr. Bernard Motzko resigned as member of the Supervisory Board as of November 2, 2009, therefore he was replaced at the same time by his deputy member Martin Stamm. The terms of office of Walter Gunz and Prof. Dr. Achim Bachem continue until the end of the Annual General Meeting, which

is responsible for approving the actions of the members of the Supervisory Board for fiscal 2012/2013. My own term of office and that of Hero Brahms continue until the end of the Annual General Meeting responsible for approving our actions for fiscal 2010/2011.

The Supervisory Board wishes to thank the Board of Directors, all members of staff and the employee representatives for their constructive and successful work in fiscal 2008/2009. They have made a valuable contribution to what has been a successful year for Wincor Nixdorf AG despite the difficult global situation.

Paderborn, November 24, 2009



Karl-Heinz Stiller
Chairman of the Supervisory Board