

SELECTED EXPLANATORY NOTES.

PRINCIPLES OF CONSOLIDATION, ACCOUNTING AND VALUATION.

The condensed Group interim financial statements of Wincor Nixdorf Aktiengesellschaft (in the following "Wincor Nixdorf AG") have been compiled in accordance with the requirements of the International Accounting Standards Board (IASB) and the bulletins of the International Financial Reporting Interpretations Committee (IFRIC) as adopted by the European Union.

The consolidation, accounting and valuation policies applied to the condensed Group interim financial statements are generally based on the same consolidation, accounting and valuation policies used in the Group financial statements for fiscal 2008/2009. The applied methods of accounting and valuation are described in detail in the Notes to the Group financial statements as of September 30, 2009.

From fiscal 2009/2010 the following standards, interpretations and amendments are applicable for the first time:

- IFRS 8 "Operating Segments" (to be applied for periods beginning on or after January 1, 2009)
- IFRS 3 revised "Business Combinations" (to be applied for periods beginning on or after July 1, 2009)
- IFRIC 13 "Customer Loyalty Programmes" (to be applied for periods beginning on or after January 1, 2009)
- IFRIC 14 "IAS 19 – The Limit of a Defined Benefit Asset, Minimum Funding Requirements and their Interaction" (to be applied for periods beginning on or after January 1, 2009)
- IFRIC 12 "Service Concession Arrangements" (to be applied for periods beginning on or after March 29, 2009)
- IFRIC 16 "Hedges of Net Investment in a Foreign Operation" (to be applied for periods beginning on or after July 1, 2009)
- Amendments to IFRS 1 and IAS 27 "Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate" (to be applied for periods beginning on or after January 1, 2009)
- Amendments to IFRS 2 "Share-Based Payment: Vesting Conditions and Cancellations" (to be applied for periods beginning on or after January 1, 2009)
- Amendments to IFRS 7 and IFRS 4 "Improving Disclosures about Financial Instruments" (to be applied for periods beginning on or after January 1, 2009)
- Amendments to IAS 1 "Presentation of Financial Statements: A Revised Presentation" (to be applied for periods beginning on or after January 1, 2009)
- Amendments to IAS 23 "Borrowing Costs" (to be applied for periods beginning on or after January 1, 2009)
- Amendments to IAS 32 and IAS 1 "Puttable Financial Instruments and Obligations Arising on Liquidation" (to be applied for periods beginning on or after January 1, 2009)
- Amendments to IAS 27 "Consolidated and Separate Financial Statements" (to be applied for periods beginning on or after July 1, 2009)
- Amendments to IAS 39 "Financial Instruments: Recognition and Measurement – Eligible Hedged Items" (to be applied for periods beginning on or after July 1, 2009)
- Amendments to IFRIC 9 and IAS 39 "Embedded Derivatives" (to be applied for periods beginning on or after January 1, 2009)
- "Improvements to IFRS" (to be applied for periods beginning on or after January 1, 2009/July 1, 2009)

The amended standards, interpretations and amendments had no material effect on the condensed Group interim financial statements of Wincor Nixdorf AG as of June 30, 2010.

CONSOLIDATION GROUP.

The Group financial statements as of June 30, 2010, include those companies in which Wincor Nixdorf AG directly or indirectly has a majority of the voting rights (subsidiaries), or from which it is able to derive the greater part of the economic benefit and bears the greater part of the risk by virtue of its power to govern corporate financial and operating policies. Inclusion of such companies' accounts in the Group financial statements begins when Wincor Nixdorf AG starts to exercise control over the company, and ceases when it is no longer able to do so.

GROUP EQUITY.

The changes in Group equity and individual elements thereof are shown in detail in the "Changes in Equity" table.

Treasury Shares. As of June 30, 2010, the total number of treasury shares held by the Company was 1,420,980. This equals 4.295% of the subscribed capital. The acquisition costs, including ancillary costs of acquisition to the amount of €91k, amounting to €87,226k were deducted in full from equity.

Share-based Payment Program. The 2-years-vesting period for the 2008 share-based payment program expired on April 8, 2010. The share options allocated within the scope of this share option plan expired during the reporting period, without replacement or compensation, as the average price of Wincor Nixdorf shares remained below the exercise price of the 2008 share option plan during the exercise period.

As of April 6, 2010 Wincor Nixdorf granted 563,000 share options for an exercise price of € 56.38 under another share-based payment program to its managers (share-based payment program 2010). The vesting period of the share options is four years. Each share option entitles the bearer to purchase one share in the Company at the exercise price (strike price). There is no limit to the profit which can accrue upon purchase. In each case, the exercise price is equivalent to 112% of the average exchange price on the 30 stock exchange trading days that immediately preceded the issue of stock options on April 6, 2010; it takes account of distributions made during the life of the options, such as dividend payments and any drawing rights or other special rights. The target criteria have not been changed during the life of the program. In order to sign up to acquire, and later exercise,

share options employees must make a separate private investment in Company shares at a ratio of 1:10 (shares : share options), and such shares must be held by them until at least the end of the exercise period. The options can be exercised within a period of ten stock exchange trading days commencing on the first stock exchange trading day following expiration of the holding period of four years (exercise period). The vesting conditions also stipulate that the declaration of exercise may or must be issued during the specified vesting period of four-years, within the last ten stock exchange trading days in Xetra on the Frankfurt Stock Exchange, effective from the end of the last day of the vesting period or a later date. The Company is entitled to settle the options either in shares or cash. Basically, the holder of the option has to remain in the Company's employ until the end of the vesting period.

The fair value of the option of € 9.80 has been calculated by the application of the Black-Scholes-Merton formula by an external expert. The following inputs have been used:

Exercise price of the option at grant date	€56.38
Expected volatility	27.2%
Option life	4 years
Expected dividend	€6.95
Risk-free interest rate	2.128%
Fluctuation of employees p.a.	2.9%

Expected volatility is the average of the historic volatilities of EUREX options on the Wincor Nixdorf share for 3-month and 12-month period.

The changes in the composition of share options are as follows:

	9 months 2009/2010		9 months 2008/2009	
	Number	Average exercise price €	Number	Average exercise price €
As of October 1	983,830	45.62	945,810	62.08
Granted during the period	563,000	56.38	500,770	36.18
Expired during the period	502,830	54.81	457,980	69.28
As of June 30	1,044,000	47.00	988,600	45.63
Exercisable as of June 30	0	-	0	-

The share-based payment programs are described in detail in the Notes to the Group financial statements for fiscal 2008/2009.

Dividend Distribution. On January 25, 2010, the Annual General Meeting of Shareholders of Wincor Nixdorf AG passed a resolution in favor of the proposed dividend payment of €1.85 per share for fiscal 2008/2009. The total dividend payment amounted to €58,578,414.80.

SEGMENT REPORT.

For the purposes of presenting segment information, the activities of Wincor Nixdorf are divided into operating segments in accordance with the rules contained in IFRS 8 (Operating Segments). Internal reporting within the Wincor Nixdorf Group is conducted on the basis of the customer profiles "Banking" and "Retail". As chief operating decision maker (CODM) within the meaning of IFRS 8, our Board of Directors assesses the performance of these two operating segments on the basis of corporate reporting and makes decisions about resources to be allocated. The performance of the operating segments is assessed in particular by referring to "net sales with external customers" as well as "EBITA."

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the Group financial statements. There were no changes in accounting policies compared to previous periods.

Segment Report by Division.

€k

	3rd quarter 2009/2010			9 months 2009/2010		
	Banking	Retail	Group	Banking	Retail	Group
Net sales to external customers	340,559 (329,501)	180,221 (166,051)	520,780 (495,552)	1,131,954 (1,194,819)	550,027 (534,244)	1,681,981 (1,729,063)
Operating profit (EBITA) ¹	26,976 (29,778)	5,602 (5,501)	32,578 (35,279)	95,793 (113,859)	25,165 (24,494)	120,958 (138,353)
Investment in property rights, licenses and property, plant and equipment	10,978 (10,298)	653 (1,663)	11,631 (11,961)	31,687 (30,895)	2,866 (4,264)	34,553 (35,159)
Investment in reworkable service parts	1,889 (2,410)	628 (466)	2,517 (2,876)	5,613 (6,797)	1,811 (1,314)	7,424 (8,111)
Amortization/depreciation of property rights, licenses and property, plant and equipment	11,035 (10,411)	1,756 (1,809)	12,791 (12,220)	32,109 (30,168)	5,101 (5,271)	37,210 (35,439)
Write-down of reworkable service parts	1,671 (1,495)	555 (289)	2,226 (1,784)	4,721 (3,957)	1,524 (765)	6,245 (4,722)
Research and development expenses	17,667 (19,123)	8,774 (8,303)	26,441 (27,426)	51,363 (52,384)	26,310 (25,127)	77,673 (77,511)

Comparative figures for 3rd quarter 2008/2009 and for 9 months 2008/2009 are given in parentheses.

¹ Previous year: after elimination of profit charges arising from the carve-out (further information under "Effect of Profit Charges arising from the Carve-out").

The respective segment assets did not change considerably compared to September 30, 2009.

Reconciliation of Segment Profit to Profit for the Period.

€k

	3rd quarter 2009/2010	3rd quarter 2008/2009	9 months 2009/2010	9 months 2008/2009
Operating profit (EBITA)	32,578	35,279	120,958	138,353
Goodwill amortization	0	0	0	0
Operating profit (EBIT)	32,578	35,279	120,958	138,353
Profit charges arising from the carve-out	0	0	0	-4,843
Finance income and finance costs	-1,139	-1,925	-3,801	-8,315
Profit before income taxes	31,439	33,354	117,157	125,195
Income taxes	-11,419	-10,475	-37,490	-38,059
Profit for the period	20,020	22,879	79,667	87,136

The operating profit (EBITA) of the previous year is stated here as the profit before taking into account the profit charges arising from the carve-out, which resulted from the amortization of product know-how acquired in the course of the carve-out. Since the product know-how was used by both segments, this amortization was not divided across both the segments, Retail and Banking.

Net Sales by Regions.

€k

	3rd quarter 2009/2010	3rd quarter 2008/2009	9 months 2009/2010	9 months 2008/2009
Europe	395,005	376,331	1,208,360	1,289,549
in % of total net sales	75.9	75.9	71.9	74.6
Included in Europe: Germany	165,176	148,657	508,939	484,405
in % of total net sales	31.7	30.0	30.3	28.0
Asia/Pacific/Africa	61,653	75,078	246,036	293,925
in % of total net sales	11.8	15.2	14.6	17.0
America	64,122	44,143	227,585	145,589
in % of total net sales	12.3	8.9	13.5	8.4
Total	520,780	495,552	1,681,981	1,729,063

EFFECT OF PROFIT CHARGES ARISING FROM THE CARVE-OUT.

Wincor Nixdorf was demerged from Siemens Group by means of leveraged buy-out on October 1, 1999. The amount of the purchase price exceeding the net assets acquired was divided as follows:

	October 1, 1999
Product know-how	206,664
Goodwill	351,623
Negative goodwill	-1,274
	557,013

The consequences of this affected net profit on operating activities as follows:

	9 months 2009/2010	9 months 2008/2009
Amortization of product know-how	0	4,843

Group Income Statement before Profit Charges Arising from the Carve-out.

€k

	9 months 2009/2010	9 months 2008/2009
Net sales	1,681,981	1,729,063
Cost of sales	-1,254,360	-1,282,783
Gross profit	427,621	446,280
Research and development expenses	-77,673	-77,511
Selling, general and administration expenses	-229,546	-230,323
Other operating result	556	-93
Operating profit (EBIT)	120,958	138,353
Goodwill amortization	0	0
EBITA	120,958	138,353
Amortization/depreciation of property rights, licenses and property, plant and equipment and write-down of reworkable service parts	43,455	40,161
EBITDA	164,413	178,514