

Wincor Nixdorf AG / ADR  
Form 425  
March 03, 2016

Filed by: Diebold, Incorporated

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Wincor Nixdorf AG

Commission File No.: 333-155520

March 3, 2016

**Exhibit 99.1**

**Diebold Social Media Communications, Twitter**

The following communications were or will be made available by posts on Twitter:

Tweet 1: Andy Mattes talks business philosophy w/ @susiegharib from #Fortune:

Details: <http://dbdinc.co/1HhohL6> important info <http://dbdinc.co/21cfGQa>

[Link to <https://twitter.com/DieboldInc>]

Tweet 2: #Diebold CEO explains streitkulture to @FortuneMagazine:

<http://dbdinc.co/1HhohL6> important info <http://dbdinc.co/21cfGQa>

[Link to <https://twitter.com/DieboldInc>]

**Diebold, Incorporated**

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Letter from Andy Mattes to the shareholders of Wincor Nixdorf AG

March 3, 2016

Dear Shareholders of Wincor Nixdorf AG,

As you may already be aware, on February 5, 2016 Diebold, Inc. (Diebold) made a public takeover offer for shares in Wincor Nixdorf AG (Wincor Nixdorf). Because you are a shareholder of the company, we would like to inform you about the advantages of the planned combination.

The offer from Diebold to you as a shareholder of Wincor Nixdorf encompasses the exchange of your shares for 38.98 in cash plus 0.434 Diebold shares (ISIN: US2536511031) for each Wincor Nixdorf share. The acceptance period ends on March 22, 2016. Regarding the details of the offer, especially its terms, the settlement-procedure and the implications of the offer, we refer to the offer document published by Diebold.

So why are we planning this combination? The combined company, Diebold Nixdorf, will benefit from a complementary geographic presence of the two companies. Diebold is a self-service leader in the Americas while Wincor Nixdorf is a leader in Europe. Together, we can become an even stronger global partner for our customers. We will strengthen our innovative capability, we will increase our combined revenue to about 5.2 billion U.S. dollars and we expect to generate annual synergies of 160 million U.S. dollars by the end of the third year. Overall, this will support Diebold Nixdorf in achieving a non-GAAP operating margin of more than 9% by the end of year three.

This is not only the opinion of Diebold's board. Wincor Nixdorf's management and supervisory boards fully support the planned combination. On February 11, 2016 the management and supervisory boards of Wincor Nixdorf published their joint reasoned statement regarding the combination with Diebold. In this statement, both bodies of Wincor Nixdorf recommend that shareholders of Wincor Nixdorf accept Diebold's offer.

Dear shareholders, this is solely your decision. However, we would like to encourage you to examine your options in light of this offer. For this purpose, the following phone number is available to you: **00 800 3816 3816**. You can also obtain further information at our website [www.diebold.com/dieboldwincor](http://www.diebold.com/dieboldwincor).

We are very excited about the opportunities, the solutions, the software and value-added service offerings which we will be able to generate through this combination for all our customers around the globe. The combination offers a great opportunity and strong future perspective for all stakeholders.

Be part of shaping this future and tender your shares until March 22, 2016 or dispose them in another way and, by that, enable the acquirer to accept the offer.

Kind regards,

Andy Mattes  
President and CEO of Diebold, Inc.

## **IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS**

In connection with the proposed business combination, Diebold has filed a Registration Statement on Form S-4 with the U.S. Securities and Exchange Commission ( SEC ), which was declared effective by the SEC on February 5, 2016, that includes a prospectus of Diebold to be used in connection with the offer. In addition, on February 4, 2016, the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin ) approved the publication of the German offer document in connection with the offer. Diebold has published the German offer document on February 5, 2016.

**INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN OR WILL BE FILED WITH THE SEC OR BAFIN OR PUBLISHED AT DIEBOLD S WEBSITE AT WWW.DIEBOLD.COM UNDER THE INVESTOR RELATIONS SECTION, REGARDING THE PROPOSED BUSINESS COMBINATION AND THE OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.** You may obtain a free copy of the prospectus, an English translation of the offer document, and other related documents filed by Diebold with the SEC on the SEC s website at [www.sec.gov](http://www.sec.gov). The prospectus and other documents relating thereto may also be obtained for free by accessing Diebold s website at [www.diebold.com](http://www.diebold.com) under the Investor Relations section. You may obtain a free copy of the offer document on BaFin s website at [www.bafin.de](http://www.bafin.de), and, along with an English translation thereof, at Diebold s website at [www.diebold.com](http://www.diebold.com) under the Investor Relations section. Further, you may obtain a copy of the offer document free of charge from Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany, or by e-mail to [dct.tender-offers@db.com](mailto:dct.tender-offers@db.com) or by telefax to +49 69 910 38794.

This document is neither an offer to purchase nor a solicitation of an offer to sell shares of Wincor Nixdorf or Diebold. Terms and further provisions regarding the public offer are disclosed in the offer document, which was published on February 5, 2016, and in documents filed or that will be filed with the SEC. Investors and holders of Wincor Nixdorf shares, or of such instruments conferring a right to directly or indirectly acquire Wincor Nixdorf shares, are strongly encouraged to read the prospectus, the offer document and all documents in connection with the public offer because these documents contain important information.

No offering of securities will be made except by means of a prospectus meeting the requirements of section 10 of the U.S. Securities Act of 1933, as amended, and a German offer document in accordance with applicable European regulations, including the German Securities Acquisition and Takeover Act and the German Securities Prospectus Act (Wertpapierprospektgesetz). Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer would not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including, without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

## **CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS**

Certain statements contained in this document regarding matters that are not historical facts are forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995). These include statements regarding management s intentions, plans, beliefs, expectations or forecasts for the future including, without limitation, the proposed business combination with Wincor Nixdorf and the offer. Such forward-looking statements are based on the current expectations of Diebold and involve risks and uncertainties; consequently, actual results may differ materially from those expressed or implied in the statements. Such forward-looking statements may include statements about the business combination and the offer, the likelihood that such transaction is consummated and the effects of any transaction on the businesses and financial conditions of Diebold or Wincor Nixdorf, including synergies, pro forma revenue, targeted operating margin, net debt to EBITDA ratios, accretion to earnings and other financial or operating

measures. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and actual results of operations, financial condition and liquidity, and the development of the industries in which Diebold and Wincor Nixdorf operate may differ materially from those made in or suggested by the forward-looking statements contained in this document. In addition, risks and uncertainties related to the contemplated business combination between Diebold and Wincor Nixdorf include, but are not limited to, the expected timing and likelihood of the completion of the contemplated business combination, including the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the contemplated business combination that could reduce anticipated benefits or cause the parties not to consummate, or to abandon the transaction, the ability to successfully integrate the businesses, the occurrence of any event, change or other circumstances that could give rise to the termination of the business combination

agreement or the contemplated offer, the risk that the parties may not be willing or able to satisfy the conditions to the contemplated business combination or the contemplated offer in a timely manner or at all, risks related to disruption of management time from ongoing business operations due to the contemplated business combination, the risk that any announcements relating to the contemplated business combination could have adverse effects on the market price of Diebold's common shares, and the risk that the contemplated transaction or the potential announcement of such transaction could have an adverse effect on the ability of Diebold to retain and hire key personnel and maintain relationships with its suppliers, and on its operating results and businesses generally. These risks, as well as other risks associated with the contemplated business combination, are more fully discussed in the prospectus that is attached as Annex 4 to the German offer document and has been filed with the SEC. Additional risks and uncertainties are identified and discussed in Diebold's reports filed with the SEC and available at the SEC's website at [www.sec.gov](http://www.sec.gov). Any forward-looking statements speak only as at the date of this document. Except as required by applicable law, neither Diebold nor Wincor Nixdorf undertakes any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.

### **About Diebold**

Diebold, Incorporated (NYSE: DBD) provides the technology, software and services that connect people around the world with their money—bridging the physical and digital worlds of cash conveniently, securely and efficiently. Since its founding in 1859, Diebold has evolved to become a leading provider of exceptional self-service innovation, security and services to financial, commercial, retail and other markets.

Diebold has approximately 15,000 employees worldwide and is headquartered near Canton, Ohio, USA. Visit Diebold at [www.diebold.com](http://www.diebold.com) or on Twitter: <http://twitter.com/DieboldInc>.







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