Memo

Date: June 21, 2017 DOB

To: EMPLOYEE

From: Global Compensation

RE: **2017 Diebold Nixdorf Annual Incentive Plan Performance Metrics Award Designation**

We are ONE TEAM, with the same goal to succeed as ONE Diebold Nixdorf. This year, our focus is on executing our integration plans and transforming our business to meet market demands -- all while keeping our customers at the center of what we do.

All of our efforts need to be aligned with DN2020 – our multi-year transformation roadmap that reflects where we want the business to be by 2020. Through this program, we’ll integrate our business processes, drive operating efficiencies and measure how we’re doing through defined key performance indicators.

That’s where our global rewards program, Perform 2 Win, comes in. It will support us on this journey and focuses on the six pillars of DN2020:

* Implement **Connected Commerce**strategy
* Achieving **financial excellence**
* Continued success in **integration**
* Implementing **operational excellence** around services, manufacturing and supply chain
* Building a performance-based **culture**while continuing to attract and retain top **talent**
* Establishing **sales excellence**

Perform 2 Win emphasizes the link between individual and company results by rewarding you for your contributions to Diebold Nixdorf’s company performance.

You have been designated as eligible for participation in the 2017 annual incentive plan and as such, you’ll be rewarded based on how well we perform and achieve our goals. Below are the components and metrics by which the business component of your achievement will be measured for 2017, along with your threshold, target and maximum award potential. The personal bonus portion is based on personal achievement of measureable goals that were agreed upon with your manager. The plan allows for an adjustment to the payout calculation of personal scores based on business achievement. The average of all personal scores is compared to the weighted average of the business performance in your metric group. Payouts for the personal component may be adjusted so that the average of all scores is within 0.5 of the business score. Your actual achievement score will continue to be maintained and your payout will be in the same relative position to others. The specific amounts of all awards will be based on actual company performance, inclusive of the cost of the awards, as approved by the Board of Directors.

All payouts will be calculated in accordance with the plan guidelines and only individuals who receive one of these award designations are eligible under the plan. No representative of the company has the authority to promise an actual award in a specific amount or under specific circumstances. This bonus replaces any and all legacy Wincor Nixdorf bonus programs.

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| 2017 Diebold Nixdorf Annual Incentive Plan – Minimum Funding Gate | |
| Global Non-GAAP Operating Profit (OP) | **$200M** |

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| --- | --- | --- |
| 2017 Diebold Nixdorf Annual Incentive Plan | | |
| Threshold % | **Target %** | **Maximum %** |
| THRESHOLD %% | **TARGET %%** | **MAX %%** |
| Variable percentages are taken as a percentage of base salary, i.e. 10% target on salary of 60,000 EUR would be a target annual incentive of 6,000 EUR | | |
|  | **Scope of Responsibility** |  |
|  | **SCOPE OF RESPONSIBILITY** |  |
|  | **Area of Responsibility** |  |
|  | **REGION/AREA** |  |
|  | **LoB** |  |
|  | **LOB** |  |

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| --- | --- | --- | --- | --- | --- | --- | --- |
|  | Plan Metrics | | | | | | |
| Components | | Percentage Weighting | Threshold | Target | Maximum | Currency |
| Operating Profit (OP) | | Operating Profit (OP)% | OP THRESHOLD (LOCAL) | OP TARGET (LOCAL) | OP MAX (LOCAL) | OP CURRENCY |
| LoB Operating Profit (OP) | | LoB Operating Profit (OP)% | LOB OP CURRENCY | LOB OP TARGET (LOCAL) | LOB OP MAX (LOCAL) | LOB OP CURRENCY |
| Free Cash Flow (FCF) | | Free Cash Flow (FCF)% | FCF THRESHOLD (LOCAL) | FCF TARGET (LOCAL) | FCF MAX (LOCAL) | FCF CURRENCY |
| Key Initiatives | | Key Initiatives (KI)% | To be agreed upon with your business leader and maintained in the Compass system. | | |  |

Note: This plan is discretionary. The company reserves the right to adjust, amend or terminate this plan at any time with or without notice. If there is a discrepancy between this letter and the plan document, the plan document governs. Metrics may be reported in different currencies, please reference the Currency column to identify your specific measurements. The company determines the exchange rate.

Your participation in this plan reflects both your contribution to Diebold Nixdorf as well as the importance of your role in the current and future success of the business. If you would like a copy of the annual incentive plan please visit the HR Portal or request from your HRBP.