

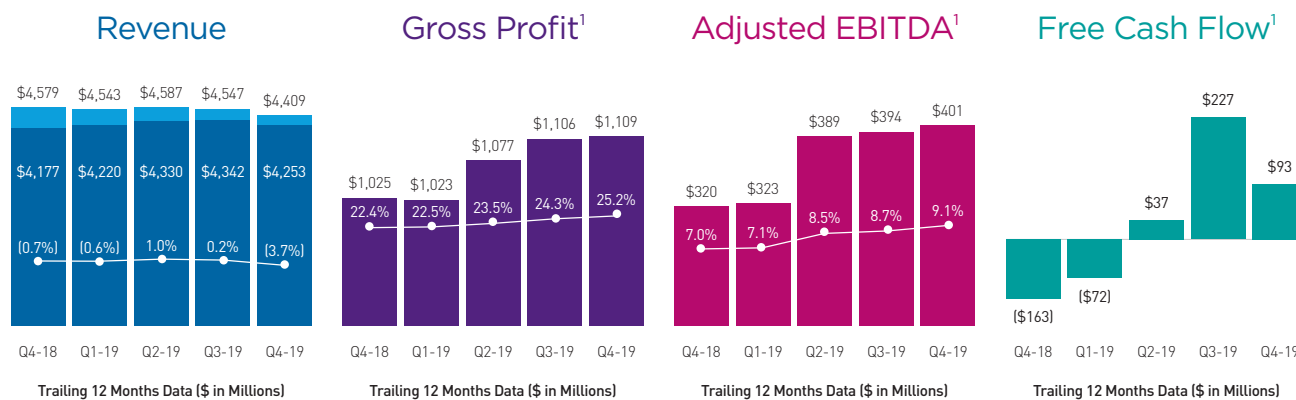


# Annual Report 2019

# We are shaping the future of banking and shopping experiences...



## ...and restoring profitability and cash flow through our DN Now transformation efforts.



- Divested Revenue, Currency Impact & Account Rationalization
- Pro Forma Revenue<sup>2</sup>
- GAAP Revenue YoY Growth
- Gross Profit
- Gross Margin %
- Adjusted EBITDA
- Adjusted EBITDA Margin %

<sup>1</sup> Gross profit, adjusted EBITDA and free cash flow are non-GAAP metrics. Please refer to "Notes for non-GAAP Measures," following the "Exhibits" section of this report, for more information.

<sup>2</sup> Pro forma revenue is a non-GAAP metric. Pro forma revenue for divestitures, currency impact and account rationalization for the trailing 12 months ending Dec 31, 2019 grew 1.8% YoY. Reflects constant currency adjustments for 2018 actuals at 2019 rates. Please refer to "Notes for non-GAAP Measures," following the "Exhibits" section of this report, for more information.

# To Our Fellow Shareholders

2019 was a good year for Diebold Nixdorf as we implemented our **DN Now** transformation initiatives across the company and delivered financial results which met or exceeded our expectations. We demonstrated meaningful progress on our transformation journey in advancing our role as the global leader in connected commerce, and generating value for all of our stakeholders.

## Progress driven by transformation

During the year, we evolved our solution set by increasingly focusing on digitally-driven customer journeys. For banking customers, we launched DN Series™, our next-generation ATMs which feature our industry-leading cash-recycling technology. Our customers are telling us that they see a compelling value proposition from the most IoT-enabled platform in the marketplace, vastly improved security features and modularity in a smaller footprint. When coupled with our new cloud-based machine learning platform, the AllConnect™ Data Engine, we are further differentiating and digitizing our solutions.

In the Retail segment, self-checkout (SCO) shipments increased by more than 50% in 2019 and the company was recognized by leading market research firm RBR as the largest provider of self-ordering kiosks in the world. We are also seeking to further evolve our solutions through a new, all-in-one, POS terminal with a smaller footprint.

These innovative changes are designed to enhance our differentiation and extend our market leadership. In 2019, we reported total revenue of just over \$4.4 billion, which was within our initial guidance range despite substantial currency headwinds. Excluding currency, account rationalization and the impact of divestitures, our pro forma revenues increased nearly 2% versus 2018.

Our DN Now initiatives are driving significant improvements to the efficiency of our business model. Notably, we expanded our gross margin with broad-based gains from all three segments and business lines. GAAP gross margin increased by 460 basis points to 24.2% and our non-GAAP gross margin grew by 280 basis points to 25.2%. The main driver is our services modernization activities which include leveraging analytics to improve root cause analysis for Retail and Banking deployments, proactively upgrading hardware or software on more than 140,000 automated teller machines (ATMs) and reducing our exposure to low margin contracts. Product gross margins are benefitting from the consolidation of our manufacturing footprint, a keen focus on our core business and reducing the complexity of our offerings. Our progress



**Gerrard Schmid**, President and Chief Executive Officer

on operational efficiency led to a 25% increase in adjusted EBITDA during 2019 to \$401 million.

Our company-wide focus on driving both operating and net working capital efficiencies fueled our strong cash flow gains. Free cash flow increased by \$256 million to \$93 million during 2019, and unlevered free cash flow jumped by \$315 million. Our improving financial performance led to a successful extension of more than \$700 million of credit in August.

Additionally, the company is improving risk management with an eye towards becoming more agile in the face of potential threats. For our clients, we are strengthening our solutions with enhanced consumer privacy, security and data encryption features. We are also building resiliency and redundancy into our IT systems - to ensure these critical assets are protected across our digital ecosystem. These accomplishments demonstrate a committed management team executing its core strategy.

## Plans for 2020 and beyond

With these achievements in the books, we enter the second year of our DN Now transformation with solid momentum across the four key areas that will shape our future.

**Customer focus** continues to be a top priority. Last year, we earned the highest satisfaction scores from our global banking customers since our company's business combination in 2016. We are committed to building upon this improvement. In addition, we have standardized our internal KPI's for service delivery and are keenly focused on delivering integrated solutions to many of the world's most sophisticated financial institutions and retailers.

*Note to reader — Adjusted EBITDA and free cash flow are non-GAAP measures. In 2019, the company reported net loss of \$345 million and net cash provided by operating activities of \$136 million. Please refer to "Notes for non-GAAP measures," following the "Exhibits" section of this report, for more information.*



**Evolving our products** remains a key component of our strategy as we lay the groundwork for future growth. We are making targeted investments in digital solutions that enable the needs of our clients and end consumers. This includes DN Series, our AllConnect Data Engine and our industry-leading services organization. Additionally, our DN Vynamic™ software suite benefits customers with an open, modular and available architecture to shape the future of Connected Commerce. We'll leverage these differentiators as we pursue recurring revenue opportunities such as our "ATM-as-a-Service" win with the Belgium-based consortium JoFiCo, announced early in 2020.

In Retail, our primary value proposition is delivering enhanced customer journeys and operating efficiencies for clients. Our integrated checkout technology, Vynamic Retail software and service capabilities provide the foundation for our market leadership. We see SCO as a key opportunity with a very strong growth trajectory underpinned by a compelling business case. In addition, our global leadership in self-ordering kiosks positions the company well with quick service restaurants and fuel and convenience clients seeking to provide increased convenience for their customers. With our strong offering and market leadership, we are excited to be at the forefront of this opportunity.

We will continue to drive **Operational Excellence** primarily through our DN Now work streams. This year, we will harvest efficiencies from functional general and administrative costs as we build a "fit for purpose" support structure for our business. Key areas of activity include:

- Finance transformation
- Optimizing IT spend
- Streamlining procurement spend, and
- Consolidating the company's real estate footprint

In addition, we launched a series of actions, called Software Excellence, aimed at improving our software delivery and gross margins. We are optimizing our professional services delivery and refining pre-sales scoping activities. For our software products, we are simplifying our offerings and placing a greater emphasis on software development effectiveness.

Our detailed plans and execution momentum provides the confidence to increase our DN Now savings target from approximately \$400 million to \$440 million through 2021.

**Optimizing the balance sheet, improving cash flow and addressing our debt** will be a source of continued focus in 2020. Because of our collective efforts, we have sufficient liquidity to meet our seasonal cash flow needs, invest in R&D and fund our DN Now transformation program. Importantly, we will continue to implement strategies which optimize our capital structure, improve tax efficiency and capitalize on favorable credit market conditions to reduce interest expense, extend maturities and reduce our leverage ratio.

## Building a culture of success

To execute on our broader transformation plans, we continue to build our talent base around the globe. During 2019, we added a number of new leaders and made significant progress in coalescing around a shared vision and common sense of purpose for executing on our priorities.

Our Board of Directors is committed to providing sound, strategic guidance and support on our transformation roadmap. In 2019, we continued to enhance our Board-level talent, adding four new members who provide a great deal of relevant expertise and meaningful experience to our company.

## Setting the stage for growth

In closing, we enter 2020 in a stronger financial position with solid momentum in executing our plans and a more efficient core operation. As we progress through the coming year, we plan to advance our strategy by:

- Expanding our differentiation with DN Series, the AllConnect Data Engine, more sophisticated SCO solutions and the strength of our services organization
- Laying the groundwork for future revenue growth opportunities through targeted investments in Services and Software
- Continuing to streamline the business and embrace standard processes in order to operate as efficiently as possible, and
- Further strengthening our balance sheet.

We believe this is our path forward to create sustainable, long-term value. Financial institutions and retailers of all sizes continue to rely on the solutions we provide – products and software that enable digital and mobile technologies to engage the consumer, with services that maximize efficiency and availability. Our expertise and global scale put us in a strong position to capitalize on market opportunities.

When I reflect on 2019, our greatest accomplishments were achieved as a result of coordinated actions across large sections of the company. Since DN Now launched, we have begun to remove complexity from the company and increase our focus on customers. I am extremely pleased with how the entire Diebold Nixdorf team has performed against our shared goals and I am excited about our future. It is because of our people that we are executing in accordance with our plan.

Thank you very much for your investment and continued support of our company.



**Gerrard Schmid**  
President and Chief Executive Officer



# 2019 Form 10-K

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from to

Commission file number 1-4879

**Diebold Nixdorf, Incorporated**

(Exact name of registrant as specified in its charter)

**Ohio**

(State or other jurisdiction of  
incorporation or organization)

**34-0183970**

(I.R.S. Employer Identification No.)

**5995 Mayfair Road, P.O. Box 3077 North Canton Ohio**  
(Address of principal executive offices)

**44720-8077**  
(Zip Code)

Registrants telephone number, including area code (330)490-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Shares \$1.25 Par Value	DBD	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Smaller reporting company	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Approximate aggregate market value of the voting and non-voting common equity held by non-affiliates as of June 28, 2019, based upon the closing price on the New York Stock Exchange on June 28, 2019 was \$698,809,420.

Number of common shares outstanding as of February 20, 2020 was 77,531,582.

**DOCUMENTS INCORPORATED BY REFERENCE**

Listed hereunder are the documents, portions of which are incorporated by reference, and the parts of this Form 10-K into which such portions are incorporated:

Diebold Nixdorf, Incorporated Proxy Statement for 2020 Annual Meeting of Shareholders to be held on or about May 1, 2020, portions of which are incorporated by reference into Part III of this Form 10-K.

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## **PART I**

### **ITEM 1: BUSINESS**

(dollars in millions)

#### **GENERAL**

Diebold Nixdorf, Incorporated (collectively with its subsidiaries, the Company) is a world leader in enabling Connected Commerce™. The Company automates, digitizes and transforms the way people bank and shop. The Company's integrated solutions connect digital and physical channels conveniently, securely and efficiently for millions of consumers every day. As an innovation partner for nearly all of the world's top 100 financial institutions and a majority of the top 25 global retailers, the Company delivers unparalleled services and technology that power the daily operations and consumer experience of banks and retailers around the world. The Company has a presence in more than 100 countries with approximately 22,000 employees worldwide.

#### **Strategy**

The Company seeks to continually enhance the consumer experience at bank and retail locations while simultaneously streamlining cost structures and business processes through the smart integration of hardware, software and services. The Company partners with other leading technology companies and regularly refines its research and development (R&D) spend to support a better transaction experience for consumers.

#### **DN Now Transformation Activities**

Commensurate with its strategy, the Company is executing its multi-year transformation program called DN Now to relentlessly focus on its customers while improving operational excellence. Key activities include:

- Transitioning to a streamlined and customer-centric operating model
- Implementing a services modernization plan which focuses on upgrading certain customer touchpoints, automating incident reporting and response, and standardizing service offerings and internal processes
- Streamlining the product range of automated teller machines (ATMs) and manufacturing footprint
- Improving working capital management through greater focus and efficiency of payables, receivables and inventory
- Reducing administrative expenses, including finance, information technology (IT) and real estate
- Increasing sales productivity through improved coverage and compensation arrangements
- Standardizing back-office processes to automate reporting and better manage risks
- Optimizing the portfolio of businesses to improve overall profitability

These work streams are designed to improve the Company's profitability and net leverage ratio while establishing a foundation for future growth. The gross annualized savings target for DN Now is approximately \$440 through 2021, of which approximately \$130 is anticipated to be realized during 2020. In order to achieve these savings, the Company has and will continue to restructure the workforce globally, integrate and optimize systems and processes, transition workloads to lower cost locations, renegotiate and consolidate supplier agreements and streamline real estate holdings. By executing on these and other operational improvement activities, the Company expects to increase customer intimacy and satisfaction, while providing career enrichment opportunities for employees and enhancing value for shareholders. In 2019, the Company achieved approximately \$175 in annualized gross run rate savings. The cost to achieve these savings was approximately \$115 and was largely due to restructuring and the implementation of DN Now transformational programs.

#### **CONNECTED COMMERCE™ SOLUTIONS**

The Company's operating structure is focused on its two customer segments — Banking and Retail. Leveraging a broad portfolio of solutions, the Company offers customers the flexibility to purchase the combination of services, software and systems that drive the most value to their business.

#### **Banking**

The Company provides integrated solutions for financial institutions of all sizes designed to help drive operational efficiencies, differentiate the consumer experience, grow revenue and manage risk. Banking operations are managed within two geographic regions. The Eurasia region includes the economies of Western Europe, Eastern Europe, Asia, the Middle East and Africa. The Americas region encompasses the United States (U.S.), Canada, Mexico and Latin America.

For banking clients, services represents the largest operational component of the Company. Diebold Nixdorf AllConnect® Services was launched in 2018 to power the business operations of financial institutions of all sizes. This as-a-service offering provides financial institutions with the capabilities and technology needed to make physical distribution channels as agile, integrated, efficient and differentiated as their digital counterparts by leveraging a data-driven Internet of Things (IoT) infrastructure.



The Company's product-related services resolve incidents through remote service capabilities or an on-site visit. The portfolio includes first and second line maintenance, preventive maintenance, "on-demand" and total implementation services.

Managed services and outsourcing consists of managing the end-to-end business processes, technology integration and day-to-day operation of the self-service channel and the bank branch. Our integrated business solutions include self-service fleet management, branch life-cycle management and ATM as-a-service capabilities.

From a product perspective, the banking portfolio consists of cash recyclers and dispensers, intelligent deposit terminals, teller automation and kiosk technologies, as well as physical security solutions. The Company assists financial institutions to increase the functionality, availability and security within their ATM fleet.

In 2019, the Company introduced the DN Series™, a family of self-service solutions designed to meet the needs of a progressively transforming industry. These holistic, digitally-connected solutions are built upon an integrated software and services model and provide a modern and personalized experience for consumers, while delivering maximum efficiency and reliability for financial institutions.

The DN Series is the culmination of several years of investment in consumer research, design and engineering resources. Key benefits and features of DN Series include:

- Improved ATM availability and performance through intelligent design, the use of sensor technology and machine learning via the AllConnect Data Engine
- Higher note capacity and processing power with next-generation cash recycling technology
- Improved security in a smaller footprint
- Full integration with the DN Vynamic™ software suite
- Technological capability that facilitates a streamlined, simplified product portfolio
- Modular and upgradeable design, enabling a simplified and streamlined internal supply chain

The Company's software encompasses front-end applications for consumer connection points as well as back-end platforms which manage channel transactions, operations and channel integration. These hardware-agnostic software applications facilitate millions of transactions via ATMs, kiosks, and other self-service devices, as well as via online and mobile digital channels.

The Company's DN Vynamic software is the first end-to-end Connected Commerce software portfolio in the banking marketplace designed to simplify and enhance the consumer experience. In addition, DN Vynamic suite's open application program interface (API) architecture is built to simplify operations by eliminating the traditional focus on internal silos and enabling tomorrow's inter-connected partnerships between financial institutions and payment providers. In addition, with a shared analytic and transaction engine, the DN Vynamic platform can generate new insights to enhance operations across any channel - putting consumer preferences, not the technology, at the heart of the experience.

An important enabler of the Company's software offerings is the professional service employees who provide systems integration, customization, project management and consulting. The Company's advisory services team collaborates with customers to refine the end-user experience, improve business processes, refine existing staffing models and deploy technology to automate both branches and stores.

## **Retail**

The Company's comprehensive portfolio of retail solutions, software and services improves the checkout process for retailers while enhancing shopping experiences for consumers.

The DN Vynamic software suite for retailers provides a comprehensive, modular and open solution ranging from the in-store checkout to solutions across multiple channels that improve end-to-end store processes and facilitate continuous consumer engagements in support of a digital ecosystem. This includes click & collect, reserve & collect, in-store ordering and return-to-store processes across the retailers' physical and digital sales channels. Operational data from a number of sources, such as enterprise resource planning (ERP), point of sale (POS), store systems and customer relationship management systems (CRM), may be integrated across all customer connection points to create seamless and differentiated consumer experiences.

Diebold Nixdorf AllConnect Services for retailers include maintenance and availability services to continuously optimize the performance and total cost of ownership of retail touchpoints, such as checkout, self-service and mobile devices, as well as critical store infrastructure. The solutions portfolio includes: implementation services to expand, modernize or upgrade store concepts; maintenance services for on-site incident resolution and restoration of multivendor solutions; support services for on-demand service desk support; operations services for remote monitoring of stationary and mobile endpoint hardware; as well as application services for remote monitoring of multivendor software and planned software deployments and data moves. As a single point of contact, service personnel plan and supervise store openings, renewals and transformation projects, with attention to local details and customers' global IT infrastructure.

The retail systems portfolio includes modular and integrated, “all-in-one” POS and self-service terminals that meet evolving consumer shopping journeys, as well as retailers’ and store staff’s automation requirements. The Company’s self-checkout (SCO) systems and ordering kiosks facilitate a seamless and efficient transaction experience. The BEETLE®/iSCAN EASY eXpress™, hybrid products, can alternate from attended operation to SCO with the press of a button. The K-two Kiosk automates routine tasks and in-store transactions, offers order-taking abilities, particularly at quick service restaurants (QSRs) and fast casual restaurants and presents functionality that furthers store automation and digitalization. Supplementing the POS system is a broad range of peripherals, including printers, scales and mobile scanners, as well as the cash management portfolio, which offers a wide range of banknote and coin processing systems.

## COMPETITION

The Company competes with global, regional and local competitors to provide technology solutions for financial institutions and retailers. The Company differentiates its offerings by providing a wide range of innovative solutions that leverage innovations in advanced security, biometric authentication, mobile connectivity, contactless transactions, cloud computing and IoT. Based upon independent industry surveys from Retail Banking Research (RBR), the Company is a leading service provider and manufacturer of self-service solutions across the globe.

Competitors in the self-service banking market include NCR, Nautilus Hyosung, GRG Banking Equipment, Glory Global Solutions, Oki Data and Triton Systems, as well as a number of local manufacturing and service providers such as Fujitsu and Hitachi-Omron in Asia Pacific (AP); Hantle/GenMega in North America (NA); KEBA in Europe, Middle East and Africa (EMEA); and Perto in Latin America (LA). In Brazil, the Company provides election systems, lottery terminals and product support to the Brazil government. Competition in this market segment is based upon technology pre-qualification demonstrations.

In a number of markets, the Company sells to, but also competes with, independent ATM deployers such as Cardtronics, Payment Alliance International and Euronet.

In the retail market, the Company helps retailers transform their stores to a consumer-centric approach by providing electronic POS (ePOS), automated checkout solutions, cash management, software and services. The Company competes with some of the key players highlighted above plus other technology firms such as Toshiba and Fujitsu, and specialized software players such as GK Software, Oracle, Aptos and PCMS. Many retailers also work with proprietary software solutions.

For its services offerings, the Company perceives competition to be fragmented, especially in the product-related services segment. While other manufacturers provide basic levels of product support, the competition also includes local and regional third-party providers. With respect to higher value managed services, the Company competes with large IT service providers such as IBM, Atos, Fiserv and DXC Technology.

In the self-service software market, the Company, in addition to the key hardware players highlighted above, competes with several smaller, niche software companies like KAL, or with the internal software development teams of banks and retailers.

## OPERATIONS

The Company’s operating results and the amount and timing of revenue are affected by numerous factors, including production schedules, customer priorities, sales volume and mix. During the past several years, the Company has honed its offerings to become a total solutions provider with a focus on Connected Commerce. As a result of the emphasis on services and software, the nature of the Company’s workforce is changing and requires new skill sets in areas such as:

- Advanced security and compliance measures
- Advanced sensors
- Modern field services operations
- Cloud computing
- Analytics
- As-a-service expertise

The principal raw materials used by the Company in its manufacturing operations are steel, plastics, electronic parts and components and spare parts, which are purchased from various major suppliers. These materials and components are generally available in ample quantities.

The Company carries working capital mainly related to trade receivables and inventories. Inventories generally are manufactured or purchased as orders are received from customers. The Company’s customary payment terms typically range from 30 to 90 days from date of invoice. The Company generally does not offer extended payment terms. The Company also provides financing arrangements to customers that are largely classified and accounted for as sales-type leases.

## PRODUCT BACKLOG

The Company's product backlog was \$795.5 and \$971.9 as of December 31, 2019 and 2018, respectively. The backlog generally includes orders estimated or projected to be shipped or installed within 18 months. Although the Company believes the orders included in the backlog are firm, some orders may be canceled by customers without penalty, and the Company may elect to permit cancellation of orders without penalty where management believes it is in the Company's best interests to do so. Historically, the Company has not experienced significant cancellations within its product backlog. Additionally, over 50 percent of the Company's revenues are derived from its service business, for which backlog information is not measured. Therefore, the Company does not believe that its product backlog, as of any particular date, is necessarily indicative of revenues for any future period.

## PATENTS, TRADEMARKS, LICENSES

The Company owns patents, trademarks and licenses relating to certain products across the globe. While the Company regards these as items of importance, it does not deem its business as a whole, or any industry segment, to be materially dependent upon any one item or group of items. The Company intends to protect and defend its intellectual property, including pursuit of infringing third parties for damages and other appropriate remedies.

## ENVIRONMENTAL

Compliance with federal, state and local environmental protection laws during 2019 had no material effect upon the Company's business, financial condition or results of operations.

## EMPLOYEES

At December 31, 2019, the Company employed approximately 22,000 associates globally. The Company conducts business in more than 100 countries.

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Refer to Item 10 of this annual report on Form 10-K for information on the Company's executive officers, which is incorporated herein by reference.

## AVAILABLE INFORMATION

The Company uses its Investor Relations web site, <http://investors.dieboldnixdorf.com>, as a channel for routine distribution of important information, including stock information, news releases, investor presentations and financial information. The Company posts filings as soon as reasonably practicable after they are electronically filed with, or furnished to, the U.S. Securities and Exchange Commission (SEC), including its annual, quarterly, and current reports on Forms 10-K, 10-Q, and 8-K; its proxy statements; registration statements; and any amendments to those reports or statements. All such postings and filings are available on the Company's Investor Relations web site free of charge. In addition, this web site allows investors and other interested persons to sign up to automatically receive e-mail alerts when the Company posts news releases and financial information on its web site. Investors and other interested persons can also follow the Company on Twitter at <http://twitter.com/dieboldnixdorf>. The SEC also maintains a web site, [www.sec.gov](http://www.sec.gov), that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The content on any web site referred to in this annual report on Form 10-K is not incorporated by reference into this annual report unless expressly noted.

## ITEM 1A: RISK FACTORS

(dollars and euros in millions)

The following are certain risk factors that could affect the Company's business, financial condition, operating results and cash flows. These risk factors should be considered in connection with evaluating the forward-looking statements contained in this annual report on Form 10-K because they could cause actual results to differ materially from those expressed in any forward-looking statement. The risk factors highlighted below are not the only ones the Company faces. If any of these events actually occur, the Company's business, financial condition, operating results or cash flows could be negatively affected.

The Company cautions the reader to keep these risk factors in mind and refrain from attributing undue certainty to any forward-looking statements, which speak only as of the date of this annual report on Form 10-K.

*The Company may not be able to achieve, or may be delayed in achieving, the goals of its DN Now initiatives, and this may adversely affect its operating results and cash flow.*

The Company's DN Now initiatives consist of a customer-focused operating model designed to increase profitable sales, improve gross margin, improve operating efficiencies and reduce operating costs. Although the Company has achieved a substantial amount of annual cost savings associated with the cost-cutting initiatives of DN Now, it may be unable to sustain the cost savings that it has achieved or may be unable to achieve additional cost savings. The Company has incurred approximately \$115 of costs related to DN Now and expects to incur additional costs in the future. If the Company is unable to achieve, or has any unexpected delays in achieving, the goals of DN Now, or if the associated costs are higher than currently anticipated, its results of operations and cash flows may be adversely affected. Even if the Company meets its goals as a result of its DN Now initiatives, it may not receive the expected financial benefits of these initiatives, within the expected timeframe or at all.

*The Company is exposed to additional litigation risk and uncertainty with respect to the remaining minority shareholders of Diebold Nixdorf AG.*

As a result of the 2016 acquisition of Diebold Nixdorf AG (the Acquisition), the Company continues to be exposed to litigation risk arising out of two separate appraisal proceedings in connection with the integration of its former listed subsidiary, Diebold Nixdorf AG. The first appraisal proceeding relates to the domination and profit and loss transfer agreement (the DPLTA) entered into by Diebold Holding Germany Inc. & Co. KGaA (Diebold KGaA), a wholly-owned subsidiary of the Company and former Diebold Nixdorf AG, which became effective on February 17, 2017. The second appraisal proceeding relates to the cash merger squeeze-out of minority shareholders of Diebold Nixdorf AG, which became effective on May 10, 2019. In these court-led proceedings, the plaintiffs challenge the adequacy of both forms of compensation payment to minority shareholders agreed under the terms of the DPLTA, as well as the adequacy of the cash exit compensation in connection with the merger squeeze-out and the final judgment of each of these proceedings would then apply to all Diebold Nixdorf AG shares outstanding at the time when the DPLTA or the merger squeeze-out, respectively, became effective. The Company cannot rule out that the competent court in both such appraisal proceedings may adjudicate a higher exit compensation and/or recurring payment obligation (in each case, including interest thereon) than agreed upon in the DPLTA or the merger squeeze-out, the financial impact and timing of which is uncertain.

*The Company's failure to meet its debt service obligations could have a material adverse effect on the Company's business, financial condition and results of operations.*

The Company's high level of indebtedness could adversely affect the Company's operations and liquidity. The Company's level of indebtedness could, among other things:

- make it more difficult for the Company to pay or refinance its debts as they become due during adverse economic and industry conditions because the Company may not have sufficient cash flows to make its scheduled debt payments
- cause the Company to use a larger portion of its cash flow to fund interest and principal payments, reducing the availability of cash to fund working capital, capital expenditures, R&D and other business activities
- limit the Company's ability to take advantage of significant business opportunities, such as acquisition opportunities, and to react to changes in market or industry conditions
- cause the Company to be more vulnerable to general adverse economic and industry conditions
- cause the Company to be disadvantaged compared to competitors with less leverage
- result in a downgrade in the credit rating of the Company or indebtedness of the Company or its subsidiaries, which could increase the cost of borrowings
- limit the Company's ability to borrow additional monies in the future to fund working capital, capital expenditures, R&D and other business activities

In addition, the agreements governing the Company's indebtedness contain restrictive covenants that limit its ability to engage in activities that may be in its long-term best interest. The Company's failure to comply with those covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all its debt.

The Company may also incur additional long-term debt and working capital lines of credit to meet future financing needs, which would increase its total indebtedness. Although the terms of its existing and future credit agreements and of the indenture governing

its high-yield senior notes (the Indenture) contain restrictions on the incurrence of additional debt, including secured debt, these restrictions are subject to a number of important exceptions and debt incurred in compliance with these restrictions could be substantial. If the Company and its restricted subsidiaries incur significant additional debt, the related risks that the Company faces could intensify.

***The Company may not be able to generate sufficient cash to service all of its indebtedness and may be forced to take other actions to satisfy its obligations under its indebtedness, which may not be successful.***

The Company's ability to make scheduled payments or refinance its debt obligations depends on its financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond its control. The Company may be unable to maintain a level of cash flows from operating activities sufficient to permit the payment of principal, premium, if any, and interest on its indebtedness.

If the Company's cash flows and capital resources are insufficient to fund its debt service obligations, the Company could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance its indebtedness. The Company may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow the Company to meet its scheduled debt service obligations. In addition, the terms of the Company's existing or future debt arrangements may restrict it from effecting any of these alternatives.

***The terms of the credit agreement governing the Company's revolving credit facility and term loans (the Credit Agreement) and the Indenture restrict its current and future operations, particularly its ability to respond to changes or to take certain actions.***

The Credit Agreement and the Indenture contain a number of restrictive covenants that impose significant operating and financial restrictions on the Company and may limit its ability to engage in acts that may be in its long-term best interest, including restrictions on its ability to:

- incur additional indebtedness and guarantee indebtedness
- pay dividends or make other distributions or repurchase or redeem capital stock
- prepay, redeem or repurchase certain debt
- issue certain preferred stock or similar equity securities
- make loans and investments
- sell assets
- incur liens
- enter into transactions with affiliates
- alter the businesses the Company conducts
- enter into agreements restricting the Company's subsidiaries' ability to pay dividends
- consolidate, merge or sell all or substantially all of the Company's assets

In addition, the restrictive covenants in the Credit Agreement require the Company to maintain specified financial ratios and satisfy other financial condition tests. Although it entered into an amendment to the Credit Agreement in August 2018 to, among other things, revise certain of the Company's financial covenants, upon the occurrence of certain events, the financial covenants, including the Company's net leverage ratio, will revert to pre-amendment levels. The Company's ability to meet the financial ratios and tests can be affected by events beyond its control, and it may be unable to meet them.

A breach of the covenants or restrictions under the Indenture or under the Credit Agreement could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. In addition, an event of default under the Credit Agreement would permit the lenders under the Company's revolving credit facility to terminate all commitments to extend further credit under that facility. Furthermore, if the Company were unable to repay the amounts due and payable under its revolving credit facility and term loans, those lenders could proceed against the collateral granted them to secure that indebtedness. In the event the Company's lenders or noteholders accelerate the repayment of its borrowings, the Company and its subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, the Company may be:

- limited in how it conduct its business
- unable to raise additional debt or equity financing to operate during general economic or business downturns
- unable to compete effectively or to take advantage of new business opportunities

These restrictions may affect the Company's ability to grow in accordance with its strategy. In addition, the Company's financial results, its substantial indebtedness and its credit ratings could adversely affect the availability and terms of its financing.



*The interest rates of our term loans are priced using a spread over the London interbank offered rate (LIBOR).*

LIBOR is the basic rate of interest used in lending between banks on the London interbank market and is widely used as a reference for setting the interest rate on loans globally. The Company typically uses LIBOR as a reference rate in its term loans and revolving credit facilities such that the interest due to our creditors pursuant to such loans, which constitute a significant portion of our indebtedness, is calculated using LIBOR.

On July 27, 2017, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021. It is unclear if at that time LIBOR will cease to exist or if new methods of calculating LIBOR will be established such that it continues to exist after 2021. The Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions convened by the U.S. Federal Reserve, has recommended the Secured Overnight Financing Rate (SOFR) as a more robust reference rate alternative to U.S. dollar LIBOR. SOFR is calculated based on short-term repurchase agreements, backed by Treasury securities. SOFR is observed and backward-looking, which stands in contrast with LIBOR under the current methodology, which is an estimated forward-looking rate and relies, to some degree, on the expert judgment of submitting panel members. Given that SOFR is a secured rate backed by government securities, it will be a rate that does not take into account bank credit risk (as is the case with LIBOR). SOFR is therefore likely to be lower than LIBOR and is less likely to correlate with the funding costs of financial institutions. Whether or not SOFR attains market traction as a LIBOR replacement tool remains in question. As such, the future of LIBOR at this time is uncertain. In preparation for the potential phase out of LIBOR, we may need to renegotiate our financial obligations and derivative instruments that utilize LIBOR. However, these efforts may not be successful in mitigating the legal and financial risk from changing the reference rate in our legacy agreements. Furthermore, the discontinuation of LIBOR may adversely impact our ability to manage and hedge exposures to fluctuations in interest rates using derivative instruments.

*The Company may not be successful divesting its non-core and/or non-accretive businesses.*

The Company has a plan to divest certain non-core and/or non-accretive businesses to, among other things, simplify its business and reduce its debt. However, there can be no assurance that it will be successful in selling any assets. It may incur substantial expenses associated with identifying and evaluating potential sales. The process of exploring any sales may be time consuming and disruptive to its business operations, and if it is unable to effectively manage the process, its business, financial condition and results of operations could be adversely affected. It also cannot assure that any potential sale, if consummated, will prove to be beneficial to its shareholders. Any potential sale would be dependent upon a number of factors that may be beyond its control, including, among other factors, market conditions, industry trends, the interest of third parties in the assets and the availability of financing to potential buyers on reasonable terms.

In addition, while it evaluates asset sales, the Company is exposed to risks and uncertainties, including potential difficulties in retaining and attracting key employees, distraction of its management from other important business activities, and potential difficulties in establishing and maintaining relationships with customers, suppliers, lenders, sureties and other third parties, all of which could harm its business.

*In addition to the Acquisition and non-core and/or non-accretive divestitures, the Company may be unable to successfully and effectively manage acquisitions, divestitures, alliances, and other significant transactions, which could harm its operating results, business and prospects.*

As part of its business strategy, the Company engages in discussions with third parties regarding possible investments, acquisitions, strategic alliances, joint ventures, divestitures and outsourcing arrangements, and enters into agreements relating to such transactions in order to further its business objectives. Such transactions present significant risks and challenges and there can be no assurances that the Company will manage such transactions successfully or that strategic opportunities will be available to the Company on acceptable terms or at all. Related risks include the Company failing to achieve strategic objectives, anticipated benefits or timing of a transaction or contractual obligations. Such transactions may require the Company to manage post-closing transitions services or integration issues. Risks of these transactions can be more pronounced in larger and more complicated transactions, or if multiple transactions are pursued simultaneously.

*The Company's ability to deliver products that satisfy customer requirements is dependent on the performance of its subcontractors and suppliers, as well as on the availability of raw materials and other components.*

The Company relies on other companies, including subcontractors and suppliers, to provide and produce raw materials, integrated components and sub-assemblies and production commodities included in, or used in the production of, its products. If one or more of the Company's subcontractors or suppliers experiences delivery delays or other performance problems, it may be unable to meet commitments to its customers or incur additional costs. In some instances, the Company depends upon a single source of supply. Any service disruption from one of these suppliers, either due to circumstances beyond the supplier's control, such as geo-political developments or public health concerns (including viral outbreaks, such as the coronavirus), or as a result of performance problems or financial difficulties, could have a material adverse effect on the Company's ability to meet commitments to its customers or increase its operating costs.

The Company manufactures a substantial amount of its products outside of China in Paderborn, Germany and Manaus, Brazil. Only some of its products are manufactured in China. The ongoing coronavirus outbreak since the beginning of 2020 has resulted in increased travel restrictions and extended shutdown of certain businesses in the region. The Company has taken steps to support its employees in China, as well as steps to mitigate any impacts on its supply chain relating to Chinese suppliers. At present, the overall impact of the coronavirus outbreak is difficult to predict, but if the virus impacts additional locations or other unexpected impacts, it could have some effect on the Company's business, financial condition and/or results of operations.

***The Company's business may be affected by general economic conditions, cyclicity and uncertainty and could be adversely affected during economic downturns.***

Demand for the Company's services and products is affected by general economic conditions and the business conditions of the industries in which it sells its services and products. The business of most of the Company's customers, particularly its financial institution and retail customers, is, to varying degrees, cyclical and has historically experienced periodic downturns. Under difficult economic conditions, customers may seek to reduce discretionary spending by forgoing purchases of the Company's services and products. This risk is magnified for capital goods purchases such as ATMs, retail systems and physical security products. In addition, downturns in the Company's customers' industries, even during periods of strong general economic conditions, could adversely affect the demand for the Company's services and products, and its sales and operating results.

In particular, continuing economic difficulties in the global markets have led to an economic recession in certain markets in which the Company operates. As a result of these difficulties and other factors, including new or increased regulatory burdens, financial institutions and retail customers have failed and may continue to fail, resulting in a loss of current or potential customers, or deferred or canceled orders, including orders previously placed. Any customer deferrals or cancellations could materially affect the Company's sales and operating results.

***The Company faces competition that could adversely affect its sales and financial condition.***

All phases of the Company's business are highly competitive. Some of its services and products are in direct competition with similar or alternative services or products provided by its competitors. The Company encounters competition in price, delivery, service, performance, product innovation, product recognition and quality.

Because of the potential for consolidation in any market, the Company's competitors may become larger, which could make them more efficient and permit them to be more price-competitive. Increased size could also permit them to operate in wider geographic areas and enhance their abilities in other areas such as R&D and customer service. As a result, this could also reduce the Company's profitability.

The Company expects that its competitors will continue to develop and introduce new and enhanced services and products. This could cause a decline in market acceptance of the Company's services and products. In addition, the Company's competitors could cause a reduction in the prices for some of its services and products as a result of intensified price competition. Also, the Company may be unable to effectively anticipate and react to new entrants in the marketplace competing with its services and products.

Competitive pressures can also result in the loss of major customers. An inability to compete successfully could have an adverse effect on the Company's operating results, financial condition and cash flows in any given period.

***Increased energy, raw material and labor costs could reduce the Company's operating results.***

Energy prices, particularly petroleum prices, are cost drivers for the Company's business. In recent years, the price of petroleum has been highly volatile, particularly due to the unstable political conditions in the Middle East and increasing international demand from emerging markets. Price increases in fuel and electricity costs, such as those increases that may occur from climate change legislation or other environmental mandates, may continue to increase cost of operations. Any increase in the costs of energy would also increase the Company's transportation costs.

The primary raw materials in the Company's services, software and systems solutions are steel, plastics, and electronic parts and components. The majority of raw materials are purchased from various local, regional and global suppliers pursuant to supply contracts. However, the price of these materials can fluctuate under these contracts in tandem with the pricing of raw materials.

The Company cannot assure that its labor costs going forward will remain competitive or will not increase. In the future, the Company's labor agreements may be amended, or become amendable, and new agreements could have terms with higher labor costs. In addition, labor costs may increase in connection with the Company's growth. The Company may also become subject to collective bargaining agreements in the future in the event that non-unionized workers may unionize.

Although the Company attempts to pass on higher energy, raw material and labor costs to its customers, it is often not possible given the competitive markets in which it operates.

***Additional tax expense or additional tax exposures could affect the Company's future profitability.***

The Company is subject to income taxes in both the U.S. and various non-U.S. jurisdictions, and its domestic and international tax liabilities are dependent upon the distribution of income among these different jurisdictions. If the Company decides to repatriate cash, cash equivalents and short-term investments residing in international tax jurisdictions, there could be further negative impact on foreign and domestic taxes. The Company's tax expense includes estimates of additional tax that may be incurred for tax exposures and reflects various estimates and assumptions, including assessments of future earnings of the Company that could affect the valuation of its net deferred tax assets. The Company's future results could be adversely affected by changes in the effective tax rate as a result of a change in the mix of earnings in countries with differing statutory tax rates, changes in the overall profitability of the Company, changes in tax legislation, changes in the valuation of deferred tax assets and liabilities, the results of audits and examinations of previously filed tax returns and continuing assessments of its income tax exposures.

Additionally, the Company's future results could be adversely affected by the results of indirect tax audits and examinations, and continuing assessments of its indirect tax exposures. A loss contingency is reasonably possible if it has a more than remote but less than probable chance of occurring. Although management believes the Company has valid defenses with respect to its indirect tax positions, it is reasonably possible that a loss could occur in excess of the estimated accrual. The Company estimated the aggregate risk at December 31, 2019 to be up to \$102.5 for its material indirect tax matters. The aggregate risk related to indirect taxes is adjusted as the applicable statutes of limitations expire. It is reasonably possible that the Company could be required to pay taxes, penalties and interest related to this matter or other open years, which could be material to its financial condition and results of operations.

***Demand for and supply of the Company's services and products may be adversely affected by numerous factors, some of which it cannot predict or control. This could adversely affect its operating results.***

Numerous factors may affect the demand for and supply of the Company's services and products, including:

- changes in the market acceptance of its services and products
- customer and competitor consolidation
- changes in customer preferences
- declines in general economic conditions
- disruptive technologies
- changes in environmental regulations that would limit its ability to service and sell products in specific markets;
- macro-economic factors affecting retail stores and banks, credit unions and other financial institutions may lead to cost-cutting efforts by customers, including branch closures, which could cause it to lose current or potential customers or achieve less revenue per customer
- availability of purchased products

If any of these factors occur, the demand for and supply of the Company's services and products could suffer, which could adversely affect its results of operations.

***In international markets, the Company competes with local service providers that may have competitive advantages.***

In a number of international markets in each region where the Company operates, it faces substantial competition from local service providers that offer competing services and products. Some of these companies may have a dominant market share in their territories and may be owned by local stakeholders. This could give them a competitive advantage. Local providers of competing services and products may also have a substantial advantage in attracting customers in their countries due to more established branding in that country, greater knowledge with respect to the tastes and preferences of customers residing in that country and/or their focus on a single market. As a U.S. based multi-national corporation, the Company must ensure its compliance with both U.S. and foreign regulatory requirements, while local competitors only need to observe applicable regional, national or local laws that may be less onerous.

***Because the Company's operations are conducted worldwide, they are affected by risks of doing business abroad.***

The Company generates a significant percentage of revenue from operations conducted outside the U.S. Revenue from international operations amounted to approximately 76.8 percent in 2019, 77.1 percent in 2018 and 77.2 percent in 2017 of total revenue during these respective years.

Accordingly, international operations are subject to the risks of doing business abroad, including, among other things, the following:

- fluctuations in currency exchange rates, particularly in EMEA (primarily the euro (EUR), Great Britain pound sterling (GBP), Mexico (peso), Thailand (baht) and Brazil (real))
- transportation and supply chain delays and interruptions
- political and economic instability and disruptions, including the impact of trade agreements
- the failure of foreign governments to abide by international agreements and treaties

- restrictions on the transfer of funds
- the imposition of duties, tariffs and other taxes
- import and export controls
- changes in governmental policies and regulatory environments
- ensuring the Company's compliance with U.S. laws and regulations and applicable laws and regulations in other jurisdictions, including the Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, and applicable laws and regulations in other jurisdictions
- increasingly complex laws and regulations concerning privacy and data security, including the European Union's (EU) General Data Protection Regulation (GDPR)
- labor unrest and current and changing regulatory environments
- the uncertainty of product acceptance by different cultures
- the risks of divergent business expectations or cultural incompatibility inherent in establishing strategic alliances with foreign partners
- difficulties in staffing and managing multi-national operations
- limitations on the ability to enforce legal rights and remedies
- reduced protection for intellectual property rights in some countries
- potentially adverse tax consequences, including repatriation of profits
- disruptions in our business, or the businesses of our suppliers or customers, due to cybersecurity incidents, terrorist activity, armed conflict, war, public health concerns (including viral outbreaks, such as the coronavirus), fires or other natural disasters

Any of these events could have an adverse effect on the Company's international operations by reducing the demand for its services and products or decreasing the prices at which it can sell its services and products, thereby adversely affecting its financial condition or operating results. The Company may not be able to continue to operate in compliance with applicable customs, currency exchange control regulations, transfer pricing regulations or any other laws or regulations to which it may be subject. In addition, these laws or regulations may be modified in the future, and the Company may not be able to operate in compliance with those modifications.

***Significant developments from the recent and potential changes in U.S. trade policies could have a material adverse effect on the Company and its financial condition and results of operations.***

The U.S. government has indicated its intent to alter its approach to international trade policy and in some cases to renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements and treaties with foreign countries, including additional tariffs of 25 percent on certain goods imported from China. The Company manufactures a substantial amount of its products in China and are presently subjected to these additional tariffs. These tariffs, and other governmental action relating to international trade agreements or policies, the adoption and expansion of trade restrictions, or the occurrence of a trade war may adversely impact demand for the Company's products, costs, customers, suppliers and/or the U.S. economy or certain sectors thereof and, as a result, adversely impact its business. These additional tariffs may cause the Company to increase prices to its customers, which may reduce demand, or, if it is unable to increase prices, result in lowering its margin on products sold. It remains unclear what the U.S. or foreign governments will or will not do with respect to tariffs, international trade agreements and policies on a short-term or long-term basis. The Company cannot predict future trade policy or the terms of any renegotiated trade agreements and their impacts on its business.

As a result of these tariffs and other governmental action, the Company is presently shifting some of its supply base and sourcing to mitigate the risk of higher tariffs. Any shift may not be fully successful in reducing its costs, or fully off-setting the impact of tariffs.

***The Company may be exposed to liabilities under the FCPA, which could harm its reputation and have a material adverse effect on its business.***

The Company is subject to compliance with various laws and regulations, including the FCPA and similar worldwide anti-bribery laws, which generally prohibit companies and their intermediaries from engaging in bribery or making other improper payments to foreign officials for the purpose of obtaining or retaining business or gaining an unfair business advantage. The FCPA also requires proper record keeping and characterization of such payments in the Company's reports filed with the SEC.

The Company's employees and agents are required to comply with these laws. The Company operates in many parts of the world that have experienced governmental and commercial corruption to some degree, and strict compliance with anti-bribery laws may conflict with local customs and practices. Foreign companies, including some that may compete with the Company, may not be subject to the FCPA and may follow local customs and practices. Accordingly, such companies may be more likely to engage in activities prohibited by the FCPA, which could have a significant adverse impact on the Company's ability to compete for business in such countries.

Despite the Company's commitment to legal compliance and corporate ethics, it cannot ensure that its policies and procedures will always protect it from intentional, reckless or negligent acts committed by its employees or agents. Violations of these laws,

or allegations of such violations, could disrupt the Company's business and result in financial penalties, debarment from government contracts and other consequences that may have a material adverse effect on its reputation, business, financial condition or results of operations. Future changes in anti-bribery or economic sanctions laws and enforcement could also result in increased compliance requirements and related expenses that may also have a material adverse effect on its business, financial condition or results of operations.

***Economic conditions and regulatory changes leading up to and following the United Kingdom's (U.K.) exit from the EU could have a material adverse effect on the Company's business and results of operations.***

The U.K.'s exit from the EU (Brexit) and the resulting significant change to the U.K.'s relationship with the EU and with countries outside the EU (and the laws, regulations and trade deals impacting business conducted between them) could disrupt the overall economic growth or stability of the U.K. and the EU and negatively impact the Company's European operations. The U.K. and the EU entered into a withdrawal agreement that set out the terms governing the U.K.'s departure, including, among other things, a transition period that will last until December 31, 2020, unless extended, to allow for a future trade deal to be agreed upon. It is possible that Brexit will result in the Company's EU operations becoming subject to materially different, and potentially conflicting, laws, regulations or tariffs, which could require costly new compliance initiatives or changes to legal entity structures or operating practices. Furthermore, in the event the U.K. leaves the EU with no agreement, there may be additional adverse impacts on immigration and trade between the U.K. and the EU or countries outside the EU.

***The Company has a significant amount of long-term assets, including goodwill and other intangible assets, and any future impairment charges could adversely impact its results of operations.***

The Company reviews long-lived assets, including property, plant and equipment and identifiable amortizing intangible assets, for impairment whenever changes in circumstances or events may indicate that the carrying amounts are not recoverable. If the fair value is less than the carrying amount of the asset, a loss is recognized for the difference. Factors which may cause an impairment of long-lived assets include significant changes in the manner of use of these assets, negative industry or market trends, a significant under-performance relative to historical or projected future operating results, or a likely sale or disposal of the asset before the end of its estimated useful life.

As of December 31, 2019, the Company had \$764.0 of goodwill. The Company's four reporting units are defined as Eurasia Banking, Americas Banking, EMEA Retail and Rest of World Retail. Management concluded during a second and third quarter interim goodwill impairment tests for 2018 that a portion of the Company's goodwill was not recoverable and recorded a \$180.2 non-cash impairment loss for the year ended December 31, 2018. The techniques used in its qualitative and quantitative assessment and goodwill impairment tests incorporate a number of estimates and assumptions that are subject to change. Although the Company believes these estimates and assumptions are reasonable and reflect market conditions forecast at the assessment date, any changes to these assumptions and estimates due to market conditions or otherwise may lead to an outcome where impairment charges would be required in future periods.

***System security risks, systems integration and cybersecurity issues could disrupt the Company's internal operations or services provided to customers, and any such disruption could adversely affect revenue, increase costs, and harm its reputation and stock price.***

Experienced computer programmers and hackers may be able to penetrate the Company's network security and misappropriate its own confidential information or those of its customers, encrypt or corrupt data, create system disruptions or cause shutdowns. Such a cybersecurity incident could be particularly harmful if it remains undetected for an extended period of time. Groups of hackers may also act in a coordinated manner to launch distributed denial of service attacks, or other coordinated attacks, that may cause service outages or other interruptions. While the Company employs a number of protective measures designed to reduce cybersecurity incidents, these measures may fail to prevent or detect them. We have experienced cybersecurity incidents in the past, but none of these incidents, individually or in the aggregate, has had a material adverse effect on our business, operations or products. The Company could incur significant expenses in investigating and addressing cybersecurity incidents, such as the expenses of deploying additional personnel, enhancing or implementing new protection measures, training employees or hiring consultants. Further, such corrective measures may later prove inadequate. Moreover, actual or perceived security vulnerabilities in the Company's services and products could cause significant reputational harm, causing it to lose existing or potential customers. Reputational damage could also result in diminished investor confidence. Actual or perceived vulnerabilities may also lead to claims against the Company. Although its license agreements typically contain provisions that eliminate or limit its exposure to such liability, there is no assurance these provisions will withstand legal challenges. The Company could also incur significant expenses in connection with customers' system failures.

In addition, sophisticated hardware and operating system software and applications that the Company produces or procures from third parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the system. The costs to eliminate or alleviate security problems, viruses and bugs could be significant, and the efforts to address these problems could result in interruptions, delays or cessation of service that could impede sales, manufacturing, distribution or other critical functions.



Portions of the Company's IT infrastructure also may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. The Company may not be successful in implementing new systems, and transitioning data and other aspects of the process could be expensive, time consuming, disruptive and resource-intensive. Such disruptions could adversely impact the ability to fulfill orders, service customers and interrupt other processes and, in addition, could adversely impact its ability to maintain effective internal control over financial reporting. Delayed sales, lower margins, lost customers or diminished investor confidence resulting from these disruptions could adversely affect the Company's financial results, stock price and reputation.

*Privacy and information security laws are complex, and if the Company fails to comply with applicable laws, regulations and standards, or fails to properly maintain the integrity of its data, protect its proprietary rights to its systems or defend against cybersecurity attacks, the Company may be subject to government or private actions due to privacy and security breaches, any of which could have a material adverse effect on its business, financial condition and results of operations or materially harm our reputation.*

The Company is subject to a variety of laws and regulations in the U.S. and other countries that involve matters central to its business, including user privacy, security, rights of publicity, data protection, content, intellectual property, distribution, electronic contracts and other communications, competition, protection of minors, consumer protection, taxation, and online-payment services. These laws can be particularly restrictive in countries outside the U.S. Both in the U.S. and abroad, these laws and regulations constantly evolve and remain subject to significant change. In addition, the application and interpretation of these laws and regulations are often uncertain, particularly in the new and rapidly evolving industry in which it operates. Because the Company stores, processes and uses data, some of which contains personal information, it is subject to complex and evolving federal, state, and foreign laws and regulations regarding privacy, data protection, content and other matters. Many of these laws and regulations are subject to change and uncertain interpretation, and could result in investigations, claims, changes to the Company's business practices, increased cost of operations, and declines in user growth, retention, or engagement, any of which could seriously harm its business.

Several proposals have recently been adopted or are currently pending before federal, state, and foreign legislative and regulatory bodies that could significantly affect our business. The GDPR in the EU, which went into effect in May 2018, places data protection obligations and restrictions on organizations and may require the Company to adapt its policies and procedures. If the Company is not compliant with GDPR requirements, it may be subject to significant fines and its business may be seriously harmed. The California Consumer Privacy Act went into effect in January 2020, with a lookback to January 2019, and places additional requirements on the handling of personal data.

*An inability to attract, retain and motivate key employees could harm current and future operations.*

In order to be successful, the Company must attract, retain and motivate executives and other key employees, including those in managerial, professional, administrative, technical, sales, marketing and IT support positions. It also must keep employees focused on its strategies and goals. Hiring and retaining qualified executives, engineers and qualified sales representatives are critical to its future, and competition for experienced employees in these areas can be intense. The failure to hire or loss of key employees could have a significant impact on the Company's operations.

*The Company may not be able to generate sufficient cash flows to fund its operations and make adequate capital investments.*

The Company's cash flows from operations depend primarily on sales and service margins. To develop new service and product technologies, support future growth, achieve operating efficiencies and maintain service and product quality, the Company must make significant capital investments in manufacturing technology, facilities and capital equipment, R&D, and service and product technology. In addition to cash provided from operations, the Company has from time to time utilized external sources of financing. Depending upon general market conditions or other factors, the Company may not be able to generate sufficient cash flows to fund its operations and make adequate capital investments, either in whole or in part. In addition, any tightening of the credit markets may limit the Company's ability to obtain alternative sources of cash to fund its operations.

Although the Company has paid dividends on its common shares in the past, the declaration and payment of future dividends, as well as the amount thereof, are subject to the declaration by the Company's board of directors. The amount and size of any future dividends will depend on the Company's results of operations, financial condition, capital levels, cash requirements, future prospects and other factors.

*New service and product developments may be unsuccessful.*

The Company is constantly looking to develop new services and products that complement or leverage the underlying design or process technology of its traditional service and product offerings. For example, the Company launched its DN Series solutions portfolio in 2019. The Company makes significant investments in service and product technologies and anticipates expending significant resources for new software-led services and product development over the next several years. There can be no assurance that the Company's service and product development efforts will be successful, that the roll out of any new services and products will be timely, that the customer certification process for any new products or the DN Series will be completed on the anticipated

timeline, that it will be able to successfully market these services and products, or that margins generated from sales of these services and products will recover costs of development efforts.

***The Company's ability to maintain effective internal control over financial reporting may be insufficient to allow it to accurately report its financial results or prevent fraud, and this could cause its financial statements to become materially misleading and adversely affect the trading price of its common shares.***

The Company requires effective internal control over financial reporting in order to provide reasonable assurance with respect to its financial reports and to effectively prevent fraud. Internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If the Company cannot provide reasonable assurance with respect to its financial statements and effectively prevent fraud, its financial statements could become materially misleading, which could adversely affect the trading price of its common shares.

If the Company is not able to maintain the adequacy of its internal control over financial reporting, including any failure to implement required new or improved controls, or if the Company experiences difficulties in the implementation of or the implemented controls required in connection with the Acquisition, its business, financial condition and operating results could be harmed. Any material weakness could affect investor confidence in the accuracy and completeness of its financial statements. As a result, the Company's ability to obtain any additional financing, or additional financing on favorable terms, could be materially and adversely affected. This, in turn, could materially and adversely affect its business, financial condition and the market value of its securities and require it to incur additional costs to improve its internal control systems and procedures. In addition, perceptions of the Company among customers, lenders, investors, securities analysts and others could also be adversely affected.

***Low investment performance by the Company's pension plan assets may result in an increase to its net pension liability and expense, which may require it to fund a portion of its pension obligations and divert funds from other potential uses.***

The Company sponsors several defined benefit pension plans that cover certain eligible employees across the globe. The Company's pension expense and required contributions to its pension plans are directly affected by the value of plan assets, the projected rate of return on plan assets, the actual rate of return on plan assets and the actuarial assumptions it uses to measure the defined benefit pension plan obligations.

A significant market downturn could occur in future periods resulting in a decline in the funded status of the Company's pension plans and causing actual asset returns to be below the assumed rate of return used to determine pension expense. If return on plan assets in future periods perform below expectations, future pension expense will increase.

The Company establishes the discount rate used to determine the present value of the projected and accumulated benefit obligations at the end of each year based upon the available market rates for high-quality, fixed income investments. The Company matches the projected cash flows of its pension plans against those generated by high-quality corporate bonds. The yield of the resulting bond portfolio provides a basis for the selected discount rate. An increase in the discount rate would reduce the future pension expense and, conversely, a decrease in the discount rate would increase the future pension expense.

Based on current guidelines, assumptions and estimates, including investment returns and interest rates, the Company plans to make contributions to its pension plans as well as benefits payments directly from the Company of approximately \$23 in 2020, which is lower than historical amounts due to a \$20.0 pre-payment of the minimum statutory funding requirements for the Company's U.S. pension plans during the fourth quarter of 2019. The Company anticipates reimbursement of approximately \$13 for certain benefits paid from its trustee in 2019. Changes in the current assumptions and estimates could result in contributions in years beyond 2020 that are greater than the projected 2020 contributions required. The Company cannot predict whether changing market or economic conditions, regulatory changes or other factors will further increase its pension expenses or funding obligations, diverting funds it would otherwise apply to other uses.

***The Company's businesses are subject to inherent risks, some for which it maintains third-party insurance and some for which it self-insures. The Company may incur losses and be subject to liability claims that could have a material adverse effect on its financial condition, results of operations or cash flows.***

The Company maintains insurance policies that provide limited coverage for some, but not all, of the potential risks and liabilities associated with its business. The policies are subject to deductibles and exclusions that result in the Company's retention of a level of risk on a self-insurance basis. For some risks, the Company may not obtain insurance if it believes the cost of available insurance is excessive relative to the risks presented. As a result of market conditions, premiums and deductibles for certain insurance policies can increase substantially, and in some instances, certain insurance may become unavailable or available only for reduced amounts of coverage. As a result, the Company may not be able to renew its existing insurance policies or procure other desirable insurance on commercially reasonable terms, if at all. Even where insurance coverage applies, insurers may contest their obligations to make payments. The Company's financial condition, results of operations and cash flows could be materially and adversely affected by losses and liabilities from uninsured or under-insured events, as well as by delays in the payment of insurance proceeds, or the

failure by insurers to make payments. The Company also may incur costs and liabilities resulting from claims for damages to property or injury to persons arising from its operations.

***The Company's assumptions used to determine its self-insurance liability could be wrong and materially impact its business.***

The Company evaluates its self-insurance liability based on historical claims experience, demographic factors, severity factors and other actuarial assumptions. However, if future occurrences and claims differ from these assumptions and historical trends, the Company's business, financial results and financial condition could be materially impacted by claims and other expenses.

***An adverse determination that the Company's services, products or manufacturing processes infringe the intellectual property rights of others, an adverse determination that a competitor has infringed its intellectual property rights, or its failure to enforce its intellectual property rights could have a materially adverse effect on its business, operating results or financial condition.***

As is common in any high technology industry, others have asserted from time to time, and may assert in the future, that the Company's services, products or manufacturing processes infringe their intellectual property rights. A court determination that its services, products or manufacturing processes infringe the intellectual property rights of others could result in significant liability and/or require it to make material changes to its services, products and/or manufacturing processes. The Company is unable to predict the outcome of assertions of infringement made against it.

The Company also seeks to enforce its intellectual property rights against infringement. In October 2015, the Company filed a complaint with the U.S. International Trade Commission (ITC) and U.S. District Court alleging that Nautilus Hyosung Inc., and its subsidiary Nautilus Hyosung America Inc., infringed upon the Company's patents. In February 2017, the ITC determined that Nautilus Hyosung products infringed two of the Company's patents and issued an exclusion order and cease and desist order which bars the importation and sale of certain Nautilus Hyosung deposit automation enabled ATMs and modules in the U.S. The Company is now pursuing claims for damages in U.S. District Court. In February 2016, Nautilus Hyosung filed complaints against the Company in front of the ITC and U.S. District Court alleging the Company infringed certain Nautilus Hyosung patents. Those ITC proceedings have now concluded and the Company has successfully defeated all claims raised by Nautilus Hyosung in the ITC, while Nautilus Hyosung is pursuing claims in U.S. District Court. The Company will continue to vindicate its intellectual property against infringement by others.

The Company cannot predict the outcome of actions to enforce its intellectual property rights, and, although it seeks to enforce its intellectual property rights, it cannot guarantee that it will be successful in doing so. Any of the foregoing could have a materially adverse effect on the Company's business, operating results or financial condition.

***Changes in laws or regulations or the manner of their interpretation or enforcement could adversely impact the Company's financial performance and restrict its ability to operate its business or execute its strategies.***

New laws or regulations, or changes in existing laws or regulations or the manner of their interpretation or enforcement, could increase the Company's cost of doing business and restrict its ability to operate its business or execute its strategies. This includes, among other things, the possible taxation under U.S. law of certain income from foreign operations, compliance costs and enforcement under applicable securities laws, including the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), the German Securities Trading Act (Wertpapierhandelsgesetz) and Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 as well as costs associated with complying with the Patient Protection and Affordable Care Act of 2010 and the regulations promulgated thereunder.

***The proliferation of payment options other than cash, including credit cards, debit cards, store-valued cards and mobile payment options could result in a reduced need for cash in the marketplace and a resulting decline in the usage of ATMs.***

The U.S., Europe and other developed markets have seen a shift in consumer payment trends since the late 1990's, with more customers now opting for electronic forms of payment, such as credit cards and debit cards, for their in-store purchases over traditional paper-based forms of payment, such as cash and checks. Additionally, some merchants offer free cash back at the POS for customers that utilize debit cards for their purchases, thus providing an additional incentive for consumers to use these cards. The continued growth in electronic payment methods could result in a reduced need for cash in the marketplace and ultimately, a decline in the usage of ATMs. New payment technology and adoption of mobile payment technology, virtual currencies such as Bitcoin, or other new payment method preferences by consumers could further reduce the general population's need or demand for cash and negatively impact sales of ATMs and selected products, services and software.

***The Company's actual operating results may differ significantly from its guidance.***

From time to time, the Company releases guidance, including any guidance that it may include in the reports that it files with the SEC regarding its future performance. This guidance, which consists of forward-looking statements, is prepared by its management and is qualified by, and subject to, the assumptions and the other information included in this annual report on Form 10-K, as well as the factors described under "Management's Discussion and Analysis of Financial Condition and Results of Operation - Forward-Looking Statement Disclosure." The Company's guidance is not prepared with a view toward compliance with published guidelines

of the American Institute of Certified Public Accountants, and neither its independent registered public accounting firm nor any other independent or outside party compiles or examines the guidance and, accordingly, no such person expresses any opinion or any other form of assurance with respect thereto.

Guidance is based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the Company's control and are based upon specific assumptions with respect to future business decisions, some of which will change. The principal reason that the Company releases such data is to provide a basis for its management to discuss its business outlook with analysts and investors. The Company does not accept any responsibility for any projections or reports published by any such persons.

Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions of the guidance furnished by the Company will not materialize or will vary significantly from actual results. Accordingly, the Company's guidance is only an estimate of what management believes is realizable as of the date of release. Actual results will vary from the guidance. Investors should also recognize that the reliability of any forecasted financial data diminishes the farther in the future that the data are forecast. In light of the foregoing, investors are urged to put the guidance in context and not to place undue reliance on it.

***Anti-takeover provisions could make it more difficult for a third party to acquire the Company.***

Certain provisions of the Company's charter documents, including provisions limiting the ability of shareholders to raise matters at a meeting of shareholders without giving advance notice, may make it more difficult for a third party to gain control of the Company's board of directors and may have the effect of delaying or preventing changes in the Company's control or management. This could have an adverse effect on the market price of the Company's common shares. Additionally, Ohio corporate law provides that certain notice and informational filings and special shareholder meeting and voting procedures must be followed prior to consummation of a proposed control share acquisition, as defined in the Ohio Revised Code (ORC). Assuming compliance with the prescribed notice and information filings, a proposed control share acquisition may be made only if, at a special meeting of shareholders, the acquisition is approved by both a majority of its voting power represented at the meeting and a majority of the voting power remaining after excluding the combined voting power of the interested shares, as defined in the ORC. The application of these provisions of the ORC also could have the effect of delaying or preventing a change of control.

## ITEM 1B: UNRESOLVED STAFF COMMENTS

None.

## ITEM 2: PROPERTIES

The Company's corporate office is located in North Canton, Ohio. The Company owns or leases and operates manufacturing facilities in North Canton, Ohio, Brazil and Germany. The Company leases software development centers in Canada and Mexico. The following are the principal locations in which the Company owns or leases and operates selling, service and administrative offices in its three segments, Eurasia Banking, Americas Banking and Retail:

Americas		EMEA			AP
Brazil	Honduras	Algeria	Italy	Slovakia	Australia
Canada	Mexico	Austria	Luxembourg	South Africa	China
Chile	Nicaragua	Belgium	Malta	Spain	Hong Kong
Colombia	Panama	Czech Republic	Morocco	Sweden	India
Costa Rica	Paraguay	Denmark	Netherlands	Switzerland	Indonesia
Dominican Republic	Peru	Finland	Nigeria	Turkey	Malaysia
Ecuador	Uruguay	France	Norway	Ukraine	Myanmar
El Salvador	United States	Germany	Poland	United Arab Emirates	Philippines
Guatemala		Greece	Portugal	United Kingdom	Singapore
		Hungary	Romania		Taiwan
		Ireland	Russia		Thailand
					Vietnam

The Company considers that its properties are generally in good condition, are well maintained, and are generally suitable and adequate to carry on the Company's business.

## ITEM 3: LEGAL PROCEEDINGS

(dollars in millions)

At December 31, 2019, the Company was a party to several lawsuits that were incurred in the normal course of business, none of which individually or in the aggregate is considered material by management in relation to the Company's financial position or results of operations. In management's opinion, the Company's consolidated financial statements would not be materially affected by the outcome of those legal proceedings, commitments, or asserted claims.

In addition to the routine legal proceedings noted above, the Company was a party to the legal proceedings described below at December 31, 2019:

### Securities Class Action and Shareholder Litigation Demand

In July and August 2019, shareholders filed putative class action lawsuits alleging violations of federal securities laws in the United States District Court for the Southern District of New York and the Northern District of Ohio. The lawsuits collectively assert that the Company and three former officers made material misstatements regarding the Company's business and operations, causing the Company's common stock to be overvalued from February 14, 2017 to August 1, 2018. The lawsuits have been consolidated before a single judge in the United States District Court for the Southern District of New York and lead plaintiffs appointed. The Company intends to vigorously defend itself in this matter and management remains confident that it has valid defenses to these claims. As with any pending litigation, the Company is unable to predict the final outcome of this matter.

In January 2020, the Company's Board of Directors received a demand letter from alleged shareholders to investigate and pursue claims for breach of fiduciary duty against certain current and former directors and officers based on the Company's statements regarding its business and operations, which are substantially similar to those challenged in the federal securities litigation. The Board of Directors has not yet responded to the demand.

### Indirect Tax Contingencies

The Company accrues non-income tax liabilities for indirect tax matters when management believes that a loss is probable and the amounts can be reasonably estimated, while contingent gains are recognized only when realized. In the event any losses are sustained in excess of accruals, they are charged against income. In evaluating indirect tax matters, management takes into consideration factors such as historical experience with matters of similar nature, specific facts and circumstances, and the likelihood of prevailing. Management evaluates and updates accruals as matters progress over time. It is reasonably possible that some of the matters for which accruals have not been established could be decided unfavorably to the Company and could require recognizing future expenditures. Also, statutes of limitations could expire without the Company paying the taxes for matters for



which accruals have been established, which could result in the recognition of future gains upon reversal of these accruals at that time.

At December 31, 2019, the Company was a party to several routine indirect tax claims from various taxing authorities globally that were incurred in the normal course of business, none of which individually or in the aggregate is considered material by management in relation to the Company's financial position or results of operations. In management's opinion, the consolidated financial statements would not be materially affected by the outcome of these indirect tax claims and/or proceedings or asserted claims.

In addition to these routine indirect tax matters, the Company was a party to the proceedings described below:

Diebold KGaA is a party to two separate appraisal proceedings (Spruchverfahren) in connection with the purchase of all shares in its former listed subsidiary, Diebold Nixdorf AG. Both proceedings are pending at the same Chamber for Commercial Matters (Kammer für Handelssachen) at the District Court (Landgericht) of Dortmund (Germany). The first appraisal proceeding relates to the DPLTA entered into by Diebold KGaA and former Diebold Nixdorf AG, which became effective on February 17, 2017. The DPLTA appraisal proceeding was filed by minority shareholders of Diebold Nixdorf AG challenging the adequacy of both the cash exit compensation of €55.02 per Diebold Nixdorf AG share (of which 6,900,000 shares were then outstanding) and the annual recurring compensation of €2.82 per Diebold Nixdorf AG share offered in connection with the DPLTA.

The second appraisal proceeding relates to the cash merger squeeze-out of minority shareholders of Diebold Nixdorf AG in 2019. The squeeze-out appraisal proceeding was filed by minority shareholders of Diebold Nixdorf AG challenging the adequacy of the cash exit compensation of €54.80 per Diebold Nixdorf AG share (of which 1,400,000 shares were then outstanding) in connection with the merger squeeze-out.

In both appraisal proceedings, a court ruling would apply to all Diebold Nixdorf AG shares outstanding at the time when the DPLTA or the merger squeeze-out, respectively, became effective. Any cash compensation received by former Diebold Nixdorf AG shareholders in connection with the merger squeeze-out would be netted with any higher cash compensation such shareholder may still claim in connection with the DPLTA appraisal proceeding. While the Company believes that the compensation offered in connection with the DPLTA and the merger squeeze-out was in both cases fair, it notes that German courts often adjudicate increases of the cash compensation to plaintiffs in varying amounts in connection with German appraisal proceedings. Therefore, the Company cannot rule out that the first instance court or an appellate court may increase the cash compensation also in these appraisal proceedings. The Company, however, is convinced that its defense in both appraisal proceedings which are still at preliminary stages is supported by strong sets of facts and the Company will continue to vigorously defend itself in these matters.

The Company has challenged multiple customs rulings in Thailand seeking to retroactively collect customs duties on previous imports of ATMs. In August 2017, March 2019 and August 2019 the Supreme Court of Thailand ruled in the Company's favor in three of the matters, finding each time that Customs' attempt to collect duties for importation of ATMs is improper. The surviving matters remain at various stages of the appeals process and the Company will use the Supreme Court's decision in support of its position in those matters. Management remains confident that the Company has a valid legal position in these appeals. Accordingly, the Company does not have any amount accrued for this contingency.

A loss contingency is reasonably possible if it has a more than remote but less than probable chance of occurring. Although management believes the Company has valid defenses with respect to its indirect tax positions, it is reasonably possible that a loss could occur in excess of the estimated accrual. The Company estimated the aggregate risk at December 31, 2019 to be up to \$102.5 for its material indirect tax matters, of which \$30.5 relates to the Thailand customs matter disclosed above. The aggregate risk related to indirect taxes is adjusted as the applicable statutes of limitations expire.

#### ITEM 4: MINE SAFETY DISCLOSURES

Not applicable.

## PART II

### ITEM 5: MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The common shares of the Company are listed on the New York Stock Exchange with a symbol of "DBD."

There were 34,113 shareholders of the Company at December 31, 2019, which includes an estimated number of shareholders who had shares held in their accounts by banks, brokers, and trustees for benefit plans and the agent for the dividend reinvestment plan.

Information concerning the Company's share repurchases made during the fourth quarter of 2019 is as follows:

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares that May Yet Be Purchased Under the Plans <sup>(2)</sup>
October	1,545	\$ 7.37	—	2,426,177
November	16	\$ 12.72	—	2,426,177
December	6,106	\$ 10.83	—	2,426,177
Total	<u>7,667</u>	\$ 10.14	<u>—</u>	

- (1) All shares were surrendered or deemed surrendered to the Company in connection with the Company's stock-based compensation plans.
- (2) The total number of shares repurchased as part of the publicly announced share repurchase plan was 13,450,772 as of December 31, 2019. The plan was approved by the Board of Directors in April 1997. The Company may purchase shares from time to time in open market purchases or privately negotiated transactions. The Company may make all or part of the purchases pursuant to accelerated share repurchases or Rule 10b5-1 plans. The plan has no expiration date. The following table provides a summary of Board of Director approvals to repurchase the Company's outstanding common shares:

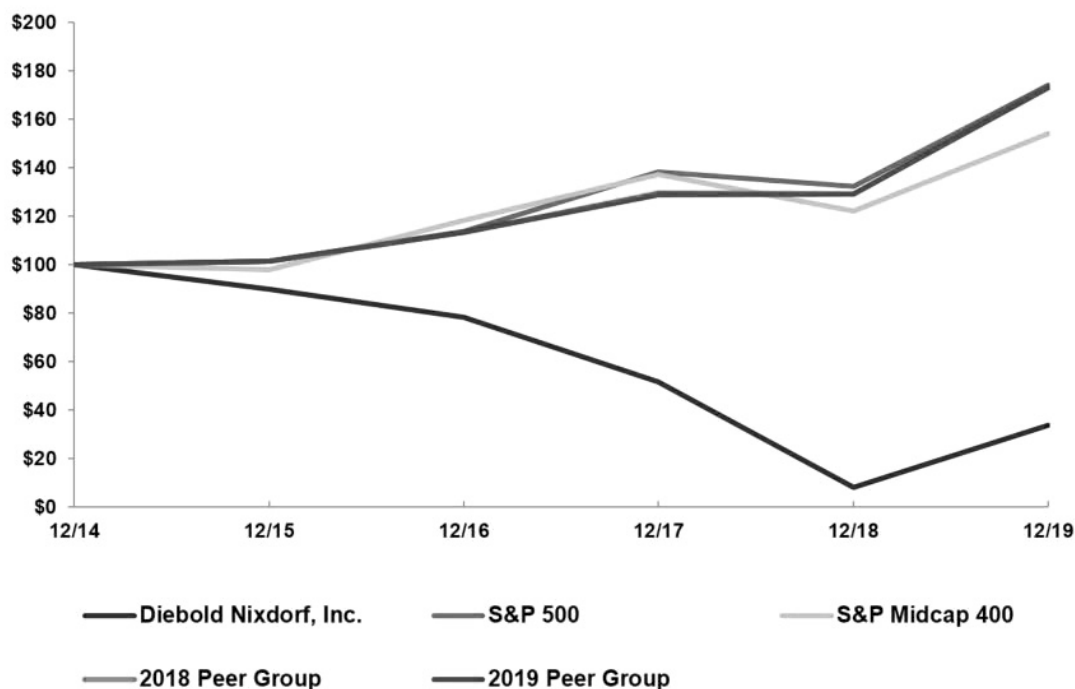
	Total Number of Shares Approved for Repurchase
1997	2,000,000
2004	2,000,000
2005	6,000,000
2007	2,000,000
2011	1,876,949
2012	2,000,000
	<u>15,876,949</u>

## PERFORMANCE GRAPH

The graph below compares the cumulative five-year total return provided shareholders on Diebold Nixdorf, Inc.'s common shares relative to the cumulative total returns of the S&P 500 index, the S&P Midcap 400 index and two customized peer groups, whose individual companies are listed in footnotes 1 and 2 below. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in the Company's common shares, in each index and in each of the peer groups on December 31, 2014 and its relative performance is tracked through December 31, 2019.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Diebold, Inc., the S&P 500 Index, the S&P Midcap 400 Index,  
2018 Peer Group and 2019 Peer Group



\*\$100 invested on 12/31/14 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

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The Compensation Committee of the Company's Board of Directors annually reviews and approves the selection of peer group companies, adjusting the group from time to time based on changes in the Company's industry and the Company's operations, the current peer group and the comparability of our peer group companies.

- (1) There are fourteen companies included in the Company's 2019 peer group, which are: Alliance Data Systems Corp., Benchmark Electronics Inc., Global Payments Inc., Juniper Networks Inc., Logitech International SA, Motorola Solutions Inc., NCR Corp., Netapp Inc., Pitney Bowes Inc., Sabre Corp., Total Systems Services, Unisys Corp., Western Union Co. and Zebra Technologies Corp.
- (2) The fifteen companies included in the Company's 2018 peer group are: Alliance Data Systems Corp., Benchmark Electronics Inc., Global Payments Inc., Harris Corp., Juniper Networks Inc., Logitech International SA, Motorola Solutions Inc., NCR Corp., Netapp Inc., Pitney Bowes Inc., Sabre Corp., Total Systems Services, Unisys Corp., Western Union Co. and Zebra Technologies Corp.

## ITEM 6: SELECTED FINANCIAL DATA

The following table should be read in conjunction with “Part II - Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Part II - Item 8 - Financial Statements and Supplementary Data” of this annual report on Form 10-K.

	Years Ended December 31,				
	2019	2018	2017	2016	2015
	(in millions, except per share data)				
Results of operations					
Net sales	\$ 4,408.7	\$ 4,578.6	\$ 4,609.3	\$ 3,316.3	\$ 2,419.3
Net (loss) income, net of tax <sup>(1)</sup>	\$ (344.6)	\$ (528.7)	\$ (213.9)	\$ (179.3)	\$ 57.8
Basic and diluted earnings (loss) per common share					
Net (loss) income <sup>(1)</sup>	\$ (4.45)	\$ (6.99)	\$ (3.20)	\$ (2.68)	\$ 0.89
Common dividends paid per share	\$ —	\$ 0.10	\$ 0.40	\$ 0.96	\$ 1.15
Consolidated balance sheet data (as of period end)					
Total assets <sup>(1)</sup>	\$ 3,790.6	\$ 4,280.5	\$ 5,150.6	\$ 5,207.8	\$ 2,242.4
Total debt	\$ 2,141.2	\$ 2,239.5	\$ 1,853.8	\$ 1,798.3	\$ 638.2
Redeemable noncontrolling interests	\$ 20.9	\$ 130.4	\$ 492.1	\$ 44.1	\$ —

<sup>(1)</sup> The Company corrected an immaterial error in total assets for the years ended December 31, 2018, 2017 and 2016, and a correction to net (loss) income related to the goodwill impairment was recorded in the year ended December 31, 2018.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS as of December 31, 2019  
DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
(unaudited)  
(in millions, except per share amounts)

ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Significant Highlights**

During 2019, Diebold Nixdorf:

- Successfully amended and extended the vast majority of the Company's \$787.0 revolving credit facility and term A loans from December 23, 2020 to April 30, 2022
- Completed the merger squeeze-out of Diebold Nixdorf AG, the Company's German public subsidiary, which has streamlined and simplified the Company's corporate structure
- Elected four new independent members to the Company's Board of Directors, continuing to refresh the board to align with the Company's strategy and opportunities
- Won a three-year, multi-million dollar agreement with a European DIY retailer to refresh the end-to-end customer checkout experience in more than 600 stores spanning 12 countries
- Executed a five-year agreement valued at more than \$60.0 with one of the world's largest fuel and convenience retailers to deploy a new, centralized card acceptance platform. The contract includes software licenses, professional and maintenance services for stores in 10 European markets
- Won Windows 10 ATM product upgrades with several financial institutions, including an agreement with 1) KeyBank to digitally transform more than 1,400 self-service devices with DN Vynamic™ Software, and 2) a major Belgian bank to upgrade more than 2,400 devices and cash recyclers to Windows 10, leveraging DN AllConnect Services<sup>SM</sup> and the DN Vynamic software suite
- Launched the DN Series™ family of self-service solutions - designed to enable multiple capabilities that support financial institutions' efforts to transform their branch environment, improve performance and differentiate their user experience
- Secured a \$17.0 win at Banco Itau Unibanco in Brazil to transform its branch network and increase automation via cash recyclers, full-function ATMs and maintenance services
- Won a new frame agreement with Commerzbank in Germany for several hundred ATMs with a multi-year software and services maintenance contract
- Benefited from solid growth in SCO demand from a number of European customers, including a \$7.0 contract with U.K.-based retailer, Co-Op, for more than 400 self-checkout terminals and related services
- Renewed a multi-year managed services contract with H&M, a global fashion retailer, providing an integrated solution supporting its global stores with an all-in-one POS system, DN Vynamic Software and DN AllConnect Services
- Reached an agreement with Dave & Buster's, a leading U.S.-based dining and entertainment chain, to provide a self-service solution at locations nationwide built around Diebold Nixdorf's newest K-two interactive kiosk
- Signed a multi-million dollar global agreement with Citibank for Vynamic software and DN Series ATMs
- Won a multi-year ATM-as-a-Service agreement in Belgium with JoFiCo to update and maintain approximately 1,560 ATMs
- Selected by a top U.S. financial institution to provide approximately 20,000 Vynamic software marketing licenses and associated services
- Secured a multi-million dollar contract with Swisslos for 5,000 all-in-one POS terminals
- Signed a comprehensive solutions contract, valued at nearly \$10.0, with one of the largest banks in the Philippines to upgrade its ATM fleet to Windows 10

**OVERVIEW**

Management's discussion and analysis should be read in conjunction with the consolidated financial statements and accompanying notes that appear elsewhere in this annual report on Form 10-K. For additional information regarding general information regarding the Company, its business, strategy, competitors and operations, refer to Item 1 of this annual report on Form 10-K.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS as of December 31, 2019  
DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
(unaudited)  
(in millions, except per share amounts)

### Business Drivers

The business drivers of the Company's future performance include, but are not limited to:

- Demand for services on distributed IT assets such as ATMs, POS and SCO, including managed services and professional services
- Timing of system upgrades and/or replacement cycles for ATMs, POS and SCO
- Demand for software products and professional services
- Demand for security products and services for the financial, retail and commercial sectors
- Demand for innovative technology in connection with the Company's Connected Commerce strategy
- Integration of sales force, business processes, procurement, and internal IT systems
- Execution and risk management associated with DN Now transformational activities
- Realization of cost reductions, which leverage the Company's global scale, reduce overlap and improve operating efficiencies

### DN Now Transformation Activities

Commensurate with its strategy, the Company is executing its multi-year transformation program called DN Now to relentlessly focus on its customers while improving operational excellence. Key activities include:

- Transitioning to a streamlined and customer-centric operating model
- Implementing a services modernization plan which focuses on upgrading certain customer touchpoints, automating incident reporting and response, and standardizing service offerings and internal processes
- Streamlining the product range of ATMs and manufacturing footprint
- Improving working capital management through greater focus and efficiency of payables, receivables and inventory
- Reducing administrative expenses, including finance, IT and real estate
- Increasing sales productivity through improved coverage and compensation arrangements
- Standardizing back-office processes to automate reporting and better manage risks
- Optimizing the portfolio of businesses to improve overall profitability

These work streams are designed to improve the Company's profitability and net leverage ratio while establishing a foundation for future growth. The gross annualized savings target for DN Now is approximately \$440 through 2021, of which approximately \$130 is anticipated to be realized during 2020. In order to achieve these savings, the Company has and will continue to restructure the workforce globally, integrate and optimize systems and processes, transition workloads to lower cost locations, renegotiate and consolidate supplier agreements and streamline real estate holdings. By executing on these and other operational improvement activities, the Company expects to increase customer intimacy and satisfaction, while providing career enrichment opportunities for employees and enhancing value for shareholders. In 2019, the Company achieved approximately \$175 in annualized gross run rate savings. The cost to achieve these savings was approximately \$115 and was largely due to restructuring and the implementation of DN Now transformational programs.

The following discussion should be read in conjunction with the consolidated financial statements and the accompanying notes that appear elsewhere in this annual report on Form 10-K.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS as of December 31, 2019  
DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES**

(unaudited)

(in millions, except per share amounts)

**RESULTS OF OPERATIONS**

**2019 comparison with 2018**

**Net Sales**

The following table represents information regarding our net sales for the years ended December 31:

			% Change	% Change in CC <sup>(1)</sup>	% of Total Net Sales for the Year Ended	
	2019	2018			2019	2018
<b>Segments</b>						
<b>Eurasia Banking</b>						
Services	\$ 993.6	\$ 1,111.8	(10.6)	(6.6)	22.5	24.3
Products	656.2	688.4	(4.7)	(0.2)	14.9	15.0
Total Eurasia Banking	\$ 1,649.8	\$ 1,800.2	(8.4)	(4.1)	37.4	39.3
<b>Americas Banking</b>						
Services	\$ 1,002.5	\$ 1,025.8	(2.3)	(1.5)	22.7	22.4
Products	601.6	489.9	22.8	23.9	13.7	10.7
Total Americas Banking	\$ 1,604.1	\$ 1,515.7	5.8	6.7	36.4	33.1
<b>Retail</b>						
Services	\$ 612.0	\$ 651.9	(6.1)	(1.1)	13.9	14.3
Products	542.8	610.8	(11.1)	(7.1)	12.3	13.3
Total Retail	\$ 1,154.8	\$ 1,262.7	(8.5)	(4.0)	26.2	27.6
<b>Total net sales</b>	<b>\$ 4,408.7</b>	<b>\$ 4,578.6</b>	<b>(3.7)</b>	<b>(0.4)</b>	<b>100.0</b>	<b>100.0</b>

<sup>(1)</sup> The Company calculates constant currency by translating the prior-year period results at the current year exchange rate.

Net sales decreased \$169.9 or 3.7 percent including a net unfavorable currency impact of \$151.0 primarily related to the euro and Brazil real. The following results include the impact of foreign currency:

**Segments**

- Eurasia Banking net sales decreased \$150.4, including a net unfavorable currency impact of \$79.3 related primarily to the euro and divestitures of \$30.4. Excluding currency and the impact of divestitures, net sales decreased \$40.7 primarily due to declining low-margin services solutions, including a low margin maintenance contract roll-off in India, combined with the fewer product roll outs in various countries and under-performance of a non-core business, partially offset by higher product volume in Germany, the Middle East and South Africa related to unit replacements from Windows 10 upgrades.
- Americas Banking net sales increased \$88.4, including a net unfavorable currency impact of \$12.3 primarily related to the Brazil real. Excluding currency and a small divestiture, net sales increased \$105.6 driven primarily by product and installation sales in Canada, Brazil, Mexico and the U.S. regional customers related to unit replacements from Windows 10 upgrades, in addition to increased software license volume in the U.S. Partially offsetting these increases, services revenue declined from lower maintenance contract volume and billed work activity in the U.S.
- Retail net sales decreased \$107.9, including a net unfavorable currency impact of \$59.4 mostly related to the euro and divestitures of \$18.5. Excluding currency and the impact of divestitures, net sales decreased \$30.0 primarily from lower POS installations and reduced low-margin non-core business, partially offset by incremental SCO volume and new service contracts in the U.K.

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**Gross Profit**

The following table represents information regarding our gross profit for the years ended December 31:

	2019	2018	\$ Change	% Change
Gross profit - services	\$ 686.9	\$ 632.5	\$ 54.4	8.6
Gross profit - products	380.2	266.3	113.9	42.8
Total gross profit	<u>\$ 1,067.1</u>	<u>\$ 898.8</u>	<u>\$ 168.3</u>	18.7
Gross margin - services	26.3%	22.7%		
Gross margin - products	21.1%	14.9%		
Total gross margin	24.2%	19.6%		

Services gross margin increased 3.6 percent and was favorably impacted by lower restructuring charges of \$9.8 and lower non-routine charges of \$13.8. Excluding restructuring and non-routine charges, services gross margin increased 2.9 percent as services margin increased in the Eurasia banking segment related to the favorable impact of the services modernization initiatives and favorable mix of higher margin installation activity. The prior year was unfavorably impacted by one-time banking services cost in Brazil.

Product gross margin increased 6.2 percent and was favorably impacted by lower restructuring charges of \$9.1 and lower non-routine charges of \$51.2, primarily related to lower purchase accounting amortization and inventory charges. Excluding the impact of restructuring and non-routine charges, products gross margin increased 2.8 percent. Increased margin was primarily due to improved mix and higher volume from Canada, Brazil and U.S. regional customers as well as higher margin Windows 10 upgrades in certain areas of Europe. These improvements are aligned with the Company's focus on higher margin product mix throughout the geographies as well as improved supply chain management and lower expedited freight costs in the Americas.

**Operating Expenses**

The following table represents information regarding our operating expenses for the years ended December 31:

	2019	2018	\$ Change	% Change
Selling and administrative expense	\$ 908.8	\$ 893.5	\$ 15.3	1.7
Research, development and engineering expense	147.1	157.4	(10.3)	(6.5)
Impairment of assets	30.2	180.2	(150.0)	(83.2)
Loss (gain) on sale of assets, net	7.6	(6.7)	14.3	N/M
Total operating expenses	<u>\$ 1,093.7</u>	<u>\$ 1,224.4</u>	<u>\$ (130.7)</u>	(10.7)

N/M = Not Meaningful

Selling and administrative expense increased \$15.3. Excluding incremental restructuring of \$4.0, increased non-routine charges of \$20.6 and a favorable currency impact of \$20.3, selling and administrative expense increased \$11.0 primarily attributable to an increase in annual incentive plan cost and an unfavorable impact of the mark-to-market adjustment of the legacy Wincor Nixdorf stock option program partially offset by the cost reduction initiatives tied to the DN Now program.

Non-routine cost in selling and administrative expenses were \$174.1 and \$153.5 in 2019 and 2018, respectively. The components of the non-routine expenses consisted of increased DN Now transformation expense, a one-time non-cash item in Brazil and \$5.6 from the German real estate tax incurred related to the squeeze out. These increases were partially offset by lower integration expense and purchase accounting adjustments. Selling and administrative expense included restructuring charges of \$37.4 and \$33.4 in 2019 and 2018, respectively, primarily due to the workforce alignment actions under the DN Now plan.

Research, development and engineering expense in 2019 decreased \$10.3 including a net favorable currency impact of \$5.5. Excluding the impact of currency, research, development and engineering expense decreased \$4.8 due primarily to lower headcount tied to the Company's DN Now restructuring program and prior year investment in the DN Series product line, partially offset by increased software development cost.



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The Company recorded impairment charges of \$30.2 in 2019 related primarily related to capitalized software in addition to assets from a non-core business transferred to assets held for sale. A goodwill impairment charge of \$180.2 was recorded in the second and third quarters of 2018.

The loss on sales of assets, net in 2019 included the divestiture of the Venezuela business and losses from the divestiture and liquidation of non-core businesses in Eurasia offset by a gain on sale of assets related to the Kony transaction. The gain on sale of assets, net in 2018 was primarily related to a gain on sale of buildings in North America, the liquidation of the Barbados operating entity, a gain related to a sale of a maintenance contract in Brazil and a China investment.

**Operating Loss**

The following table represents information regarding our operating loss for the years ended December 31:

	2019	2018	\$ Change	% Change
Operating loss	\$ (26.6)	\$ (325.6)	\$ 299.0	91.8
Operating margin	(0.6)%	(7.1)%		

The operating loss decreased compared to the prior year primarily due to product and services gross margin improvements as well as higher impairment charges in 2018, partially offset by higher selling and administrative costs and loss on sale of assets.

**Other Income (Expense)**

The following table represents information regarding our other income (expense) for the years ended December 31:

	2019	2018	\$ Change	% Change
Interest income	\$ 9.3	\$ 8.7	\$ 0.6	6.9
Interest expense	(202.9)	(154.9)	(48.0)	(31.0)
Foreign exchange loss, net	(5.1)	(2.5)	(2.6)	(104.0)
Miscellaneous, net	(3.6)	(4.0)	0.4	10.0
Other income (expense)	\$ (202.3)	\$ (152.7)	\$ (49.6)	(32.5)

Interest expense increased \$48.0 due to an additional \$650.0 Term Loan A-1 Facility debt with higher incremental interest rates and related fee amortization. Foreign exchange loss, net, increased \$2.6 and was unfavorably impacted by transactions related to Eurasia in addition to incremental loss associated with the collapse of the Barbados financing structure related to the Acquisition.

**Net Loss**

The following table represents information regarding our net loss for the years ended December 31:

	2019	2018	\$ Change	% Change
Net loss	\$ (344.6)	\$ (528.7)	\$ 184.1	34.8
Percent of net sales	(7.8)%	(11.5)%		
Effective tax rate	(51.0)%	(7.8)%		

The loss before taxes and net loss decreased primarily due to the reasons described above. Net loss was also impacted by the change in the income tax expense.

The effective tax rate on the loss for 2019 was (51.0) percent and is primarily due to the U.S. taxed foreign income, including global intangible low-taxed income (GILTI), valuation allowances recorded on certain foreign and state jurisdictions and U.S. foreign tax credits that management concluded do not meet the more likely than not criteria for realization and the tax effects related to the Barbados structure collapse. The Company's collapse of its Barbados structure to meet the covenant requirements under its credit agreement resulted in a net tax expense of \$46.2 inclusive of the offsetting valuation allowance release relating to the Company's nondeductible interest expense that was carried forward from December 31, 2018. No taxes are currently payable related to the Barbados structure collapse.

The U.S. Tax Cuts and Jobs Act (Tax Act) was enacted on December 22, 2017. The Tax Act reduced the U.S. federal corporate income tax rate from 35 percent to 21 percent, required companies to pay a one-time transition tax on earnings for certain foreign

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subsidiaries and created new taxes on certain foreign sourced earnings. Due to the complexities involved in accounting for the enacted Tax Act, the Company applied the guidance in Staff Accounting Bulletin (SAB) 118 and a reasonable estimate of the impacts was included for the year ended December 31, 2017. At December 31, 2017, the Company recorded a non-cash charge to tax expense of \$81.7 of which \$45.1 represented the reduction to deferred income taxes for the income tax rate change and \$36.6 related to the one-time transition tax on deferred foreign earnings. As of December 31, 2018, the Company completed the accounting as required under SAB 118 for items previously considered provisional. While the Company was able to make an estimate of the transition tax for 2017, it continued to gather additional information to more precisely compute the amount reported on its 2017 U.S. Federal tax return which was filed in the fourth quarter of 2018. Additionally, the Company was affected by other analyses related to the Tax Act. Transition tax was \$41.1 greater than the Company's initial estimate and was included in tax expense for 2018. Likewise, while the Company was able to make an estimate of the impact of the reduction to the corporate tax rate, in 2018 the Company recorded additional tax benefits of \$2.5 as a result of adjustments made to federal temporary differences including a pension contribution made in 2018 that was deductible for 2017 at the higher 35 percent federal tax rate. In 2018, the Company also recorded a tax benefit of \$8.5 related to the one-time transition tax for a fiscal year foreign subsidiary. The Company will continue to analyze the full effects of the Tax Act on its financial statements as additional guidance is issued and interpretations evolve.

The effective tax rate on the loss for 2018 was (7.8) percent on the overall loss from operations and was primarily driven by the provisional impacts of the Tax Act. In addition to the impact of the Tax Act, the overall effective tax rate is impacted by the jurisdictional income (loss) and varying respective statutory rates which is reflected in the foreign tax rate differential caption of the rate reconciliation.

**Segment Net Sales and Operating Profit Summary**

The following tables represent information regarding the Company's net sales and operating profit by reporting segment:

Eurasia Banking:	2019	2018	\$ Change	% Change
Net sales	\$ 1,649.8	\$ 1,800.2	\$ (150.4)	(8.4)
Segment operating profit	\$ 169.3	\$ 150.1	\$ 19.2	12.8
Segment operating profit margin	10.3%	8.3%		

Eurasia Banking net sales decreased \$150.4, including a net unfavorable currency impact of \$79.3 related primarily to the euro and divestitures of \$30.4. Excluding currency and the impact of divestitures, net sales decreased \$40.8 primarily due to declining low-margin services solutions, including a low margin maintenance contract roll-off in India, combined with the lower product roll outs in various countries and under-performance of a non-core business, partially offset by higher product volume in Germany, the Middle East and South Africa related to unit replacements from Windows 10 upgrades.

Segment operating profit increased \$19.2, compared to the prior year, including a net unfavorable currency impact of \$10.4 due in part to higher gross margins on services and products. The increase in services margin was primarily attributable to the services modernization program which benefited numerous countries in Europe and Asia in addition to a favorable solutions mix, while products margin also increased from DN Now initiatives as well as favorable country and product mix. Additionally, segment operating profit benefited from lower operating expenses tied to DN Now initiatives, restructuring programs and the phase out of non-profitable service contracts.

Segment operating profit margin increased 2.0 percent despite lower net sales, as a result of higher services and products gross margin and lower operating expense primarily attributable to DN Now initiatives.

Americas Banking:	2019	2018	\$ Change	% Change
Net sales	\$ 1,604.1	\$ 1,515.7	\$ 88.4	5.8
Segment operating profit	\$ 119.7	\$ 17.2	\$ 102.5	N/M
Segment operating profit margin	7.5%	1.1%		

N/M = Not Meaningful

Americas Banking net sales increased \$88.4 including a net unfavorable currency impact of \$12.3 primarily related to the Brazil real. Excluding currency and a small divestiture, net sales increased \$105.6 driven primarily by product and installation sales in Canada, Brazil, Mexico and the U.S. regional customers related to unit replacements from Windows 10 upgrades, in addition to increased software license volume in the U.S. Partially offsetting these increases, services revenue declined from lower maintenance contract volume and billed work activity in the U.S.

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Segment operating profit increased \$102.5 mostly from increased DN Now initiatives favorably impacting both cost of sales and operating expense. Gross profit was favorably impacted by large product refresh projects in Canada and favorable mix in the U.S., Brazil and Latin America. Additionally, the Company made improvements to supply chain management resulting in lower expedited freight costs. Segment operating profit in 2018 was unfavorably impacted by one-time banking services cost in Brazil.

Segment operating profit margin increased 6.4 percent primarily as a result of higher product gross margin, in addition to lower cost related to the DN Now initiatives.

Retail:	2019	2018	\$ Change	% Change
Net sales	\$ 1,154.8	\$ 1,262.7	\$ (107.9)	(8.5)
Segment operating profit	\$ 58.3	\$ 47.1	\$ 11.2	23.8
Segment operating profit margin	5.0%	3.7%		

Retail net sales decreased \$107.9, including a net unfavorable currency impact of \$59.4 mostly related to the euro and divestitures of \$18.5. Excluding currency and the impact of divestitures, net sales decreased \$30.0 primarily from lower POS installations, partially offset by incremental SCO volume and new service contracts in the U.K.

Segment operating profit increased \$11.2 compared to the prior year including a net unfavorable currency impact of \$3.0. Excluding the impact of currency, segment operating profit increased \$14.2 primarily from lower services cost and operating expenses tied to DN Now initiatives as well as a favorable service mix related to maintenance and support activities in Europe.

Segment operating profit margin increased 1.3 percent in 2019 primarily from lower costs and expenses tied to DN Now initiatives as well as a favorable service mix.

#### 2018 comparison with 2017

##### Net Sales

The following table represents information regarding our net sales for the years ended December 31:

	2018	2017	% Change	% Change in CC <sup>(1)</sup>	% of Total Net Sales for the Year Ended	
					2018	2017
<b>Segments</b>						
<b>Eurasia Banking</b>						
Services	\$ 1,111.8	\$ 1,133.1	(1.9)	(4.0)	24.3	24.6
Products	688.4	770.3	(10.6)	(12.5)	15.0	16.7
Total Eurasia Banking	\$ 1,800.2	\$ 1,903.4	(5.4)	(7.4)	39.3	41.3
<b>Americas Banking</b>						
Services	\$ 1,025.8	\$ 1,043.9	(1.7)	(0.7)	22.4	22.6
Products	489.9	481.7	1.7	3.7	10.7	10.5
Total Americas Banking	\$ 1,515.7	\$ 1,525.6	(0.6)	0.7	33.1	33.1
<b>Retail</b>						
Services	\$ 651.9	\$ 608.3	7.2	4.7	14.3	13.2
Products	610.8	572.0	6.8	3.1	13.3	12.4
Total Retail	\$ 1,262.7	\$ 1,180.3	7.0	3.9	27.6	25.6
Total net sales	\$ 4,578.6	\$ 4,609.3	(0.7)	(1.8)	100.0	100.0

<sup>(1)</sup> The Company calculates constant currency by translating the prior-year period results at the current year exchange rate.

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Net sales decreased \$30.7 or 0.7 percent, including a net favorable currency impact of \$55.4 primarily related to the euro, partially offset by the Brazil real. Additionally, prior year net sales were adversely impacted \$30.4 related to deferred revenue purchase accounting adjustments (Deferred Revenue Adjustments).

The following results include the impact of foreign currency and purchase accounting adjustments:

**Segments**

- Eurasia Banking net sales decreased \$103.2, including a net favorable currency impact of \$41.3 mainly related to the euro. Prior year net sales were adversely impacted \$18.3, including a net unfavorable currency impact of \$1.4, related to Deferred Revenue Adjustments. Excluding currency and Deferred Revenue Adjustments, net sales decreased \$164.2 due to lower product volume related to fewer product deployments and projects, particularly in Thailand, Turkey, Indonesia, the Middle East and Australia. In addition, services in India decreased as a result of a low-margin maintenance contract roll off. Net sales declined from the Company's strategic decision to reduce its product and services portfolio in India and China as market conditions became less favorable. These decreases were partially offset by increased unit replacements in Germany related to Windows 10 migrations.
- Americas Banking net sales decreased \$9.9, including a net unfavorable currency impact of \$20.6 related to the Brazil real. Excluding currency, net sales increased \$10.7 from higher software license volume in Brazil, professional services volume in North America and higher product volume, particularly in Mexico, Canada and Ecuador. These increases were partially offset by lower product volume in the U.S. as well as low-profit maintenance contract base roll offs of two customers in North America and \$4.1 of lower electronic security revenue in Chile due to the business divestiture in September 2017.
- Retail net sales increased \$82.4, including a net favorable currency impact of \$34.7 mainly related to the euro. Prior year net sales were adversely impacted \$12.1, including a net unfavorable currency impact of \$1.0, related to Deferred Revenue Adjustments. Excluding currency and Deferred Revenue Adjustments, net sales increased \$34.6 due to a large North America kiosk project as well as higher POS activity in Central Eastern Europe, the U.K, France and Spain. These increases were partially offset by lower product volume from the Eurasia non-core businesses and large prior year non-recurring POS and kiosk activity in Germany for multiple customers as well as lower lottery equipment volume in Brazil.

**Gross Profit**

The following table represents information regarding our gross profit for the years ended December 31:

	2018	2017	\$ Change	% Change
Gross profit - services	\$ 632.5	\$ 675.2	\$ (42.7)	(6.3)
Gross profit - products	266.3	324.6	(58.3)	(18.0)
Total gross profit	<u>\$ 898.8</u>	<u>\$ 999.8</u>	<u>\$ (101.0)</u>	<u>(10.1)</u>
Gross margin - services	22.7%	24.2%		
Gross margin - products	14.9%	17.8%		
Total gross margin	19.6%	21.7%		

Services gross margin decreased 1.5 percent, including higher non routine charges of \$10.9 primarily related to a spare parts inventory provision of \$24.5 and other charges of \$1.6 while the prior year was adversely impacted by Deferred Revenue Adjustments of \$15.2. Restructuring was \$9.5 lower compared to the prior year. Excluding non-routine and restructuring expenses, services gross margin decreased 1.4 percent due in part to higher retail services cost in the Eurasia non-core businesses and higher one-time banking services cost in Brazil in the second quarter of 2018. Additionally, an unfavorable customer mix on professional services volume in Eurasia drove lower margin in the retail segment as well as an unfavorable service customer mix in the Eurasia banking segment and higher services cost in China and Indonesia. These decreases were partially offset by a large, low-margin maintenance contract roll off in India.

Product gross margin decreased 2.9 percent, including slightly lower non routine charges of \$0.8, primarily from reduced Purchase Accounting Adjustments of \$36.4, related to amortization and prior-year Deferred Revenue Adjustments and a benefit from the Brazil indirect tax accrual reversal of \$9.0, in addition to lower integration of \$0.6 and legal and consulting expense of \$0.6, partially offset by higher inventory provision charges of \$45.8. Restructuring expense increased \$8.9 compared to the prior year. Excluding non-routine and restructuring expenses, product gross margin decreased 2.2 percent, primarily from an unfavorable banking customer mix in the Americas as well as expedited freight cost from supply chain delays in the first half of 2018. Additionally, the

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retail segment was impacted by an unfavorable customer mix in Brazil, related to license volume, and increased cost and unfavorable customer mix in Eurasia. These decreases were partially offset by increased gross margin in the Eurasia banking segment primarily from a favorable customer mix in various countries, particularly in Germany, Thailand and the Middle East.

### Operating Expenses

The following table represents information regarding our operating expenses for the years ended December 31:

	2018	2017	\$ Change	% Change
Selling and administrative expense	\$ 893.5	\$ 933.7	\$ (40.2)	(4.3)
Research, development and engineering expense	157.4	155.5	1.9	1.2
Impairment of assets	180.2	3.1	177.1	N/M
(Gain) loss on sale of assets, net	(6.7)	1.0	(7.7)	N/M
Total operating expenses	<u>\$ 1,224.4</u>	<u>\$ 1,093.3</u>	<u>\$ 131.1</u>	12.0

N/M = Not Meaningful

Selling and administrative expense in 2018 decreased \$40.2 including lower non-routine charges of \$22.0 and higher restructuring of \$12.1. Excluding the impact of restructuring and non-routine charges and a net unfavorable currency impact of \$9.6, due primarily to the euro, selling and administrative expense was lower by \$39.8, mostly from cost reduction initiatives across the Company related to DN Now as well as an increased benefit from the mark-to-market adjustment of the legacy Wincor Nixdorf stock option program of \$3.4, partially offset by the retail segment from increased investment in the North America retail sales organization.

Non-routine cost in selling and administrative expenses were \$153.4 and \$175.4 in 2018 and 2017, respectively. The components of the non-routine expenses in 2018 pertained to purchase accounting adjustments of \$89.1 related to intangible asset amortization, integration cost totaling \$43.4, legal and consulting cost of \$18.3 and executive severance of \$2.7. Selling and administrative expense included restructuring charges of \$33.4 and \$21.3 in 2018 and 2017, respectively, primarily due to the workforce alignment actions under the DN Now plan.

Research, development and engineering expense increased \$1.9 due to higher restructuring cost of \$4.1 and an unfavorable currency impact of \$4.4, primarily related to the euro, partially offset by lower non-routine expense of \$0.3. Excluding restructuring and the impact of currency, expense was down \$6.3 mostly from DN Now initiatives and lower associate related expense.

As a result of certain impairment triggering events, the Company performed an impairment test of goodwill for its four reporting units during the third quarter of 2018. Based on the results of the impairment testing, the Company recorded a non-cash goodwill impairment loss of \$109.5 related to the Eurasia Banking, EMEA Retail and Rest of World Retail reporting units during 2018. During the second quarter of 2018, the Company performed an impairment test of goodwill for all of its LoB reporting units due to the change in its reportable operating segments which resulted in a \$70.7 non-cash impairment loss. The year ended December 31, 2018 recorded impairment of \$180.2, related to the impairment of goodwill in the second and third quarters, compared to \$3.1 in the same prior year period related to information technology transformation and integration activities.

The gain on sale of assets in 2018 was primarily related to a gain on sale of buildings in North America of \$4.8, the liquidation of the Barbados operating entity of \$3.3 and a gain related to a sale of a maintenance contract in Brazil and a certain China investment. This gain on sale of assets was partially offset by the loss pertaining to a settlement of certain matters related to an Americas divestiture in the second quarter of 2018.

### Operating Loss

The following table represents information regarding our operating profit (loss) for the years ended December 31:

	2018	2017	\$ Change	% Change
Operating loss	\$ (325.6)	\$ (93.5)	\$ (232.1)	N/M
Operating margin	(7.1)%	(2.0)%		

N/M = Not Meaningful

The operating loss increased, compared to the prior year, mostly due to higher non-routine expense, including the non-cash goodwill impairment, and incremental restructuring expense. Excluding non-routine and restructuring expense, operating loss increased \$57.9 from lower gross profit in all segments, partially offset by lower selling and administrative expense attributable to DN Now initiatives.

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**Other Income (Expense)**

The following table represents information regarding our other income (expense) for the years ended December 31:

	2018	2017	\$ Change	% Change
Interest income	\$ 8.7	\$ 20.3	\$ (11.6)	(57.1)
Interest expense	(154.9)	(117.3)	(37.6)	32.1
Foreign exchange loss, net	(2.5)	(3.9)	1.4	35.9
Miscellaneous, net	(4.0)	2.5	(6.5)	N/M
Other income (expense)	<u>\$ (152.7)</u>	<u>\$ (98.4)</u>	<u>\$ (54.3)</u>	55.2

N/M = Not Meaningful

Interest income in 2018 decreased, primarily as a result of overall lower average balances as well as lower U.S. market returns on nonqualified plans and repatriation of cash in Brazil and EMEA. Interest expense was higher compared to the prior year due to higher domestic interest rates and the additional \$650.0 of Term Loan A-1 Facility debt incurred in 2018 with higher incremental interest rates and related fee amortization. Miscellaneous, net in 2018 was unfavorably impacted by higher cost and lower benefits associated with the company owned life insurance.

**Income (Loss), Net of Tax**

The following table represents information regarding our income (loss), net of tax, for the years ended December 31:

	2018	2017	\$ Change	% Change
Net loss	\$ (528.7)	\$ (213.9)	\$ (314.8)	N/M
Percent of net sales	(11.5)%	(4.6)%		
Effective tax rate (benefit)	(7.8)%	(14.7)%		

N/M = Not Meaningful

The loss before taxes and net loss increased primarily due to the reasons described above. Net loss was also impacted by the change in the income tax expense.

The effective tax rate for 2018 was (7.8) percent and is primarily due to a goodwill impairment charge, the Tax Act, valuation allowances on certain foreign and state jurisdictions, foreign tax credits and the higher interest expense burden resulting from the debt restructuring. More specifically, the expense on the loss reflects the reduction of the U.S. federal corporate income tax rate from 35 percent to 21 percent, refinement of the transition tax under SAB 118, a goodwill impairment charge, which for tax purposes is primarily nondeductible and the business interest deduction limitation. As a result of the Company's debt restructuring activity during the year, a full valuation allowance was required on the current year nondeductible business interest expense. In addition, the overall effective tax rate is impacted by the jurisdictional income (loss) and varying respective statutory rates.

The effective tax rate for 2017 was (14.7) percent on the overall loss from continuing operations. The U.S. enacted the Tax Act, which was signed into law on December 22, 2017. The Tax Act changed many aspects of U.S. corporate income taxation and included a reduction of the corporate income tax rate from 35 percent to 21 percent, implementation of a territorial tax system and imposition of a tax on deemed repatriated earnings of foreign subsidiaries. The resulting impact to the Company was an estimated \$45.1 reduction to deferred income taxes for the income tax rate change and an estimated one-time non-cash charge of \$36.6 related to deferred foreign earnings.

Due to the complexities involved in accounting for the recently enacted Tax Act, the SAB 118 requires that the Company include in its financial statements the reasonable estimate of the impact of the Tax Act on earnings to the extent such reasonable estimate has been determined. The Company recorded a reasonable estimate of such effects, the net one-time charge related to the Tax Act may differ, possibly materially, due to, among other things, further refinement of its calculations, changes in interpretations and assumptions, additional guidance that may be issued by the U.S. Government, and actions and related accounting policy decisions the Company may take as a result of the Tax Act. The Company completed its analysis over a one-year measurement period ending December 31, 2018 and any adjustments during this measurement period were included in net loss from continuing operations as an adjustment to income tax expense in the reporting period when such adjustments are determined.

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**Segment Net Sales and Operating Profit Summary**

The following tables represent information regarding our revenue and operating profit by reporting segment for the years ended December 31:

<b>Eurasia Banking:</b>	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>	<u>% Change</u>
Net sales	\$ 1,800.2	\$ 1,903.4	\$ (103.2)	(5.4)
Segment operating profit	\$ 150.1	\$ 126.8	\$ 23.3	18.4
Segment operating profit margin	8.3%	6.7%		

Eurasia Banking net sales decreased \$103.2, including a net favorable currency impact of \$41.3 mainly related to the euro. Prior year net sales were adversely impacted \$18.3, including a net unfavorable currency impact of \$1.4, related to Deferred Revenue Adjustments. Excluding currency and Deferred Revenue Adjustments, net sales decreased \$164.2 due to lower product volume related to fewer product deployments and projects, particularly in Thailand, Turkey, Indonesia, the Middle East and Australia. In addition, services in India decreased as a result of a low-margin maintenance contract roll off. In addition, net sales declined from the Company's strategic decision to reduce its product and services portfolio in India and China as market conditions became less favorable. These decreases were partially offset by increased unit replacements in Germany related to Windows 10 migrations.

Segment operating profit increased \$23.3, compared to the prior year, including a net favorable currency impact of \$3.6. Excluding the impact of currency, operating profit increased \$19.7 mostly from lower operating expenses tied to the DN Now plan and increased product gross profit related to higher margin pull through on a favorable customer mix, particularly in Germany, Thailand and the Middle East. These increases were partially offset by lower services revenue and associated profit in various Asia Pacific countries as well as higher services cost in China and Indonesia in addition to lower margin pull through on software revenue attributable to an unfavorable customer mix and higher cost in various countries.

Segment operating profit margin increased in 2018, primarily as a result of lower operating expense related to the DN Now plan, as well as higher product gross profit, partially offset by lower services and software gross profit.

<b>Americas Banking:</b>	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>	<u>% Change</u>
Net sales	\$ 1,515.7	\$ 1,525.6	\$ (9.9)	(0.6)
Segment operating profit	\$ 17.2	\$ 68.1	\$ (50.9)	(74.7)
Segment operating profit margin	1.1%	4.5%		

Americas Banking net sales decreased \$9.9, including a net unfavorable currency impact of \$20.6 related to the Brazil real. Excluding currency, net sales increased \$10.7 from higher software license volume in Brazil, professional services volume in North America and higher product volume, particularly in Mexico, Canada and Ecuador. These increases were partially offset by lower product volume in the U.S. as well as low-profit maintenance contract base roll offs of two customers in North America and \$4.1 lower electronic security revenue in Chile due to the business divestiture in September 2017.

Segment operating profit decreased \$50.9, compared to the prior year including a net favorable currency impact of \$0.5. Excluding the impact of currency, operating profit decreased \$51.4, adversely impacted by one-time services cost in Brazil from the second quarter of 2018. Additionally, product gross profit decreased mostly from higher freight cost, primarily related to supply chain delays in the first half of 2018 in North America and Mexico as well as an unfavorable customer mix in Mexico. Partially offsetting these decreases, selling and administrative expense was lower from cost reduction initiatives related to the DN Now plan and the Company's annual incentive program as well as higher software gross profit from increased professional services activity in North America.

Segment operating profit margin decreased in 2018, primarily as a result of higher freight and one time services cost in the first three quarters of 2018, partially offset by lower selling and administrative expense.

<b>Retail:</b>	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>	<u>% Change</u>
Net sales	\$ 1,262.7	\$ 1,180.3	\$ 82.4	7.0
Segment operating profit	\$ 47.1	\$ 87.9	\$ (40.8)	(46.4)
Segment operating profit margin	3.7%	7.4%		

Retail net sales increased \$82.4, including a net favorable currency impact of \$34.7 mainly related to the euro. Prior year net sales were adversely impacted \$12.1, including a net unfavorable currency impact of \$1.0, related to Deferred Revenue Adjustments.

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Excluding currency and Deferred Revenue Adjustments, net sales increased \$34.6 due to a large North America kiosk project as well as higher POS activity in Central Eastern Europe, the U.K, France and Spain. These increases were partially offset by lower product volume from the Eurasia non-core businesses and large prior year non-recurring POS and kiosk activity in Germany for multiple customers as well as lower lottery equipment volume in Brazil.

Segment operating profit decreased \$40.8 compared to the prior-year including a \$2.6 net favorable currency impact. Excluding currency, Retail operating profit decreased \$43.4 primarily due to the under performance from the Eurasia non-core businesses in addition to low-margin service and product revenue unfavorably impacting gross profit in various countries in Eurasia. The current year was also unfavorably impacted by higher selling and administrative expense from developing the North America retail sales organization.

Segment operating profit margin decreased in 2018, primarily as a result of the under performance of the non-core businesses and an unfavorable customer mix driving lower gross margin on higher revenue in addition to increased operating expense.

Refer to note 20 for further details of segment revenue and operating profit.

### LIQUIDITY AND CAPITAL RESOURCES

Capital resources are obtained from income retained in the business, borrowings under the Company's senior notes, committed and uncommitted credit facilities and operating and capital leasing arrangements. Management expects that the Company's capital resources will be sufficient to finance planned working capital needs, R&D activities, investments in facilities or equipment, pension contributions, and any repurchases of the Company's common shares for at least the next 12 months. The Company had \$3.6 and \$105.3 of restricted cash at December 31, 2019 and 2018. At December 31, 2019, \$286.2 or 98.4 percent of the Company's cash, cash equivalents and restricted cash and short-term investments reside in international tax jurisdictions. Repatriation of certain international held funds could be negatively impacted by potential payments for certain foreign taxes. The Company has earnings in certain jurisdictions available for repatriation of \$1,488.0 with no additional tax expense primarily as a result of the Tax Act. The Company has made acquisitions in the past and may make acquisitions in the future. Part of the Company's strategy is to optimize the business portfolio through divestitures and complementary acquisitions. The Company intends to finance any future acquisitions with cash and short-term investments, cash provided from operations, borrowings under available credit facilities, proceeds from debt or equity offerings and/or the issuance of common shares. Subject to certain limitations in its debt agreements, as market conditions warrant, the Company may from time to time repay, repurchase or otherwise refinance loans that it has borrowed or debt securities that it has issued, including with funds borrowed under existing or new credit facilities or proceeds from the issuance of new securities.

The Company's total cash and cash availability as of December 31, 2019 and 2018 was as follows:

	2019	2018
Cash and cash equivalents (excluding restricted cash)	\$ 277.3	\$ 353.1
Additional cash availability from:		
Uncommitted lines of credit	36.7	28.0
Revolving facility	387.3	347.5
Short-term investments	10.0	33.5
Total cash and cash availability	<u>\$ 711.3</u>	<u>\$ 762.1</u>

The following table summarizes the results of our consolidated statement of cash flows for the years ended December 31:

	2019	2018	2017
Net cash flow provided (used) by			
Operating activities	\$ 135.8	\$ (104.1)	\$ 37.1
Investing activities	(6.8)	34.4	(120.8)
Financing activities	(215.5)	10.9	(63.7)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(1.1)	(18.7)	37.9
Net decrease in cash, cash equivalents and restricted cash	<u>\$ (87.6)</u>	<u>\$ (77.5)</u>	<u>\$ (109.5)</u>

During 2019, cash, cash equivalents and restricted cash decreased \$87.6 primarily due to payments on long-term debt and the redemption of shares and cash compensation to Diebold Nixdorf AG minority shareholders. This is partially offset by cash provided by operating activities resulting from the impact of DN Now Transformation activities on working capital.



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**Operating Activities.** Cash flows from operating activities can fluctuate significantly from period to period as working capital needs and the timing of payments for income taxes, restructuring activities, pension funding and other items impact reported cash flows. Net cash provided by operating activities was \$135.8 for the year ended December 31, 2019, an increase of \$239.9 from \$104.1 cash used in operating activities for the year ended December 31, 2018. The overall increase was primarily due to improvements in working capital and a reduction in the net loss. Additional detail is included below:

- Cash flows from operating activities during the year ended December 31, 2019 compared to the year ended December 31, 2018 were impacted by a \$184.1 decrease in net loss. Refer to Results of Operations discussed above for further discussion of the Company's net loss.
- The net aggregate of trade accounts receivable, inventories and accounts payable provided \$183.3 and \$11.4 in operating cash flows during the year ended December 31, 2019 and 2018, respectively. The \$171.9 increase is primarily a result of DN Now transformation activities through greater focus and efficiency of payables, receivables and inventory.
- Deferred revenue used \$54.9 of operating cash during the year ended December 31, 2019, compared to a \$42.4 used in the year ended December 31, 2018. The \$12.5 increase in cash use associated with deferred revenue is related to lower customer prepayments primarily due to reducing early payment discounts.
- The aggregate of income taxes and deferred income taxes provided \$55.1 of operating cash during the year ended December 31, 2019, compared to \$61.3 used in 2018. Refer to note 4 for additional discussion on income taxes.
- In the aggregate, the other combined certain assets and liabilities used \$13.7 and \$12.6 in 2019 and 2018, respectively. The increased use of \$1.1 in 2019 is primarily due to a \$20.0 pre-payment of the minimum statutory funding requirements for the Company's U.S. pension plans offset by changes in certain other assets and liabilities.

The most significant changes in adjustments to net income include the non-recurring effects from goodwill impairment and lower non-routine inventory charges partially offset by deferred taxes compared to the prior year. The impairment of assets non-cash adjustment decreased to \$30.2 in 2019 compared to \$180.2 in 2018, or \$150.0, primarily due to the non-recurring effects from goodwill impairment. The non-cash inventory charge of \$23.8 in 2019 builds upon the Company's focus on streamlining its product portfolio and harvesting inventory. Other items include depreciation and amortization expense which decreased primarily due to a reduction in amortization of certain acquired intangibles as they become fully amortized and lower share-based compensation expense due to fewer granted awards.

**Investing Activities.** Net cash used by investing activities was \$6.8 for the year ended December 31, 2019 compared to net cash provided by investing activities of \$34.4 for the year ended December 31, 2018. The \$41.2 unfavorable change was primarily due to the monetization of the Company's investment in the company owned life insurance plans in 2018 and a reduction in utilization of short-term investments in Brazil for cash needs across the organization. These were partially offset by increased proceeds from divestitures and the sale of assets primarily related to exiting non-core activities as well as a decrease in cash spent on capital expenditures and certain other assets. The maturities and purchases of investments primarily related to short-term investment activity in Brazil.

The Company anticipates capital expenditures of approximately \$70 in 2020 to be utilized for improvements to the Company's product line and investments in its infrastructure. Currently, the Company finances these investments primarily with funds provided by income retained in the business, borrowings under the Company's committed and uncommitted credit facilities, and operating and capital leasing arrangements.

**Financing Activities.** Net cash used by financing activities was \$215.5 for the year ended December 31, 2019 compared to net cash provided by financing activities of \$10.9 for the year ended 2018, a change of \$226.4. The change was primarily related to a reduction in borrowings from the revolver and certain facilities under the Credit Agreement partially offset by the redemption of shares and cash compensation paid to Diebold Nixdorf AG minority shareholders of \$97.5 for the year ended December 31, 2019 compared to \$377.2 in 2018. Refer to note 11 for details of the Company's cash flows related to debt borrowings and repayments.

**Benefit Plans.** The Company plans to make contributions to its retirement plans as well as benefits payments directly from the Company of approximately \$23 for the year ended December 31, 2020, which is lower than historical amounts due to a \$20.0 pre-payment of the minimum statutory funding requirements for the Company's U.S. pension plans during the fourth quarter of 2019. The Company anticipates reimbursement of approximately \$13 for certain benefits paid from its trustee in 2019. Beyond 2020, minimum statutory funding requirements for the Company's U.S. pension plans may become more significant. The actual amounts required to be contributed are dependent upon, among other things, interest rates, underlying asset returns and the impact of legislative or regulatory actions related to pension funding obligations. The Company has adopted a pension investment policy designed to achieve an adequate funded status based on expected benefit payouts and to establish an asset allocation that will

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meet or exceed the return assumption while maintaining a prudent level of risk. The plan's target asset allocation adjusts based on the plan's funded status. As the funded status improves or declines, the debt security target allocation will increase and decrease, respectively. Management monitors assumptions used for our actuarial projections as well as any funding requirements for the plans.

Payments due under the Company's other post-retirement benefit plans are not required to be funded in advance. Payments are made as medical costs are incurred by covered retirees and are principally dependent upon the future cost of retiree medical benefits under these plans. The Company expects the other post-retirement benefit plan payments to be approximately \$1 in 2020. Refer to note 15 for further discussion of the Company's pension and other post-retirement benefit plans.

**Dividends.** The Company paid dividends of \$7.7 and \$30.6 in the years ended December 31, 2018 and 2017, respectively. Annualized dividends per share were \$0.10 and \$0.40 for the years ended December 31, 2018 and 2017, respectively. In May 2018, the Company announced its decision to reallocate future dividend funds towards debt reduction and other capital resource needs.

**Contractual Obligations.** The following table summarizes the Company's approximate obligations and commitments to make future payments under contractual obligations as of December 31, 2019:

	Total	Payment due by period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
Short-term uncommitted lines of credit <sup>(1)</sup>	\$ 5.0	\$ 5.0	\$ —	\$ —	\$ —
Long-term debt	2,200.8	27.5	992.6	1,180.7	—
Interest on debt <sup>(2)</sup>	492.6	157.2	264.1	71.3	—
Minimum lease obligations	217.0	79.4	83.3	30.7	23.6
Purchase commitments	—	—	—	—	—
Total	<u>\$ 2,915.4</u>	<u>\$ 269.1</u>	<u>\$ 1,340.0</u>	<u>\$ 1,282.7</u>	<u>\$ 23.6</u>

<sup>(1)</sup> The amount available under the short-term uncommitted lines at December 31, 2019 was \$36.7. Refer to note 11 for additional information.

<sup>(2)</sup> Amounts represent estimated contractual interest payments on outstanding long-term debt and notes payable. Rates in effect as of December 31, 2019 are used for variable rate debt.

At December 31, 2019, the Company also maintained uncertain tax positions of \$50.9, for which there is a high degree of uncertainty as to the expected timing of payments (refer to note 4).

Refer to note 11 for additional information regarding the Company's debt obligations.

The Company anticipates a repayment of approximately \$60 during 2020 as it met certain mandatory repayment provisions pursuant to the Credit Agreement.

In February 2020, the Company began soliciting the consents of certain of the lenders under the Credit Agreement necessary to amend the Credit Agreement to permit the Company to incur new secured or unsecured debt. If the required consents are obtained and the Credit Agreement is amended accordingly, subject to market and other conditions, the Company may incur new secured debt to refinance certain of the outstanding term loans under the Credit Agreement. However, there can be no assurance that the Company will be able to amend the Credit Agreement or that it will be able to refinance certain of the term loans on commercially acceptable terms or at all.

Refer to note 17 for additional information regarding the Company's hedging and derivative instruments.

**Off-Balance Sheet Arrangements.** The Company enters into various arrangements not recognized in the consolidated balance sheets that have or could have an effect on its financial condition, results of operations, liquidity, capital expenditures or capital resources. The principal off-balance sheet arrangements that the Company enters into are guarantees and sales of finance receivables. The Company provides its global operations guarantees and standby letters of credit through various financial institutions to suppliers, customers, regulatory agencies and insurance providers. If the Company is not able to comply with its contractual obligations, the suppliers, regulatory agencies and insurance providers may draw on the pertinent bank (refer to note 17). The Company has sold finance receivables to financial institutions while continuing to service the receivables. The Company records these sales by removing finance receivables from the consolidated balance sheets and recording gains and losses in the consolidated statement of operations (refer to note 7).

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## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's discussion and analysis of the Company's financial condition and results of operations are based upon the Company's consolidated financial statements. The consolidated financial statements of the Company are prepared in conformity with generally accepted accounting principles in the United States (U.S. GAAP). The preparation of the accompanying consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities and reported amounts of revenues and expenses. Such estimates include revenue recognition, the valuation of trade and financing receivables, inventories, goodwill, intangible assets, other long-lived assets, legal contingencies, guarantee obligations, and assumptions used in the calculation of income taxes, pension and post-retirement benefits and customer incentives, among others. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors. Management monitors the economic conditions and other factors and will adjust such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates.

The Company's significant accounting policies are described in note 1 to the consolidated financial statements, which is contained in Item 8 of this annual report on Form 10-K. Management believes that, of its significant accounting policies, its policies concerning revenue recognition, allowances for credit losses, inventory reserves, goodwill, long-lived assets, taxes on income, contingencies and pensions and post-retirement benefits are the most critical because they are affected significantly by judgments, assumptions and estimates. Additional information regarding these policies is included below.

**Revenue Recognition.** Revenue is measured based on consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The amount of consideration can vary depending on discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses, penalties, or other similar items contained in the contract with the customer of which generally these variable consideration components represents minimal amount of net sales. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

The Company's payment terms vary depending on the individual contracts and are generally fixed fee. The Company recognizes advance payments and billings in excess of revenue recognized as deferred revenue. In certain contracts where services are provided prior to billing, the Company recognizes a contract asset within trade receivables and other current assets.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and that are collected by the Company from a customer are excluded from revenue.

The Company recognizes shipping and handling fees billed when products are shipped or delivered to a customer and includes such amounts in net sales. Although infrequent, shipping and handling associated with outbound freight after control over a product has transferred to a customer is not a separate performance obligation, rather is accounted for as a fulfillment cost. Third-party freight payments are recorded in cost of sales.

The Company includes a warranty in connection with certain contracts with customers, which are not considered to be separate performance obligations. The Company provides its customers a manufacturer's warranty and records, at the time of the sale, a corresponding estimated liability for potential warranty costs. For additional information on product warranty refer to note 9. The Company also has extended warranty and service contracts available for its customers, which are recognized as separate performance obligations. Revenue is recognized on these contracts ratably as the Company has a stand-ready obligation to provide services when or as needed by the customer. This input method is the most accurate assessment of progress toward completion the Company can apply.

Product revenue is recognized at the point in time that the customer obtains control of the product, which could be upon delivery or upon completion of installation services, depending on contract terms. The Company's software licenses are functional in nature (the IP has significant stand-alone functionality); as such, the revenue recognition of distinct software license sales is at the point in time that the customer obtains control of the rights granted by the license.

Professional services integrate the commercial solution with the customer's existing infrastructure and helps define the optimal user experience, improve business processes, refine existing staffing models and deploy technology to meet branch and store automation objectives. Revenue from professional services are recognized over time, because the customer simultaneously receives and consumes the benefits of the Company's performance as the services are performed or when the Company's performance creates an asset with no alternative use and the Company has an enforceable right to payment for performance completed to date. Generally revenue will be recognized using an input measure, typically costs incurred. The typical contract length for service is generally one year and is billed and paid in advance except for installations, among others.

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Services may be sold separately or in bundled packages. For bundled packages, the Company accounts for individual services separately if they are distinct. A distinct service is separately identifiable from other items in the bundled package if a customer can benefit from it on its own or with other resources that are readily available to the customer. The consideration (including any discounts) is allocated between separate services or distinct obligations in a bundle based on their stand-alone selling prices. The stand-alone selling prices are determined based on the prices at which the Company separately sells the products or services. For items that are not sold separately, the Company estimates stand-alone selling prices using the cost plus expected margin approach. Revenue on service contracts is recognized ratably over time, generally using an input measure, as the customer simultaneously receives and consumes the benefits of the Company's performance as the services are performed. In some circumstances, when global service supply chain services are not included in a term contract and rather billed as they occur, revenue on these billed work services are recognized at a point in time as transfer of control occurs.

The following is a description of principal solutions offered within the Company's two main customer segments that generate the Company's revenue.

### *Banking*

*Products.* Products for banking customers consist of cash recyclers and dispensers, intelligent deposit terminals, teller automation tools and kiosk technologies, as well as physical security solutions. The Company provides its banking customers front-end applications for consumer connection points and back-end platforms that manage channel transactions, operations and integration and facilitate omnichannel transactions, endpoint monitoring, remote asset management, customer marketing, merchandise management and analytics. These offerings include highly configurable, API enabled software that automates legacy banking transactions across channels.

*Services.* The Company provides its banking customers product-related services which include proactive monitoring and rapid resolution of incidents through remote service capabilities or an on-site visit. First and second line maintenance, preventive maintenance and on-demand services keep the distributed assets of the Company's customers up and running through a standardized incident management process. Managed services and outsourcing consists of the end-to-end business processes, solution management, upgrades and transaction processing. The Company also provides a full array of cash management services, which optimizes the availability and cost of physical currency across the enterprise through efficient forecasting, inventory and replenishment processes.

### *Retail*

*Products.* The retail product portfolio includes modular, integrated and mobile POS and SCO terminals that meet evolving automation and omnichannel requirements of consumers. Supplementing the POS system is a broad range of peripherals, including printers, scales and mobile scanners, as well as the cash management portfolio which offers a wide range of banknote and coin processing systems. Also in the portfolio, the Company provides SCO terminals and ordering kiosks which facilitate an efficient and user-friendly purchasing experience. The Company's hybrid product line can alternate from an attended operator to self-checkout with the press of a button as traffic conditions warrant throughout the business day.

The Company's platform software is installed within retail data centers to facilitate omnichannel transactions, endpoint monitoring, remote asset management, customer marketing, merchandise management and analytics.

*Services.* The Company provides its retail customers product-related services which include on-demand services and professional services. Diebold Nixdorf AllConnect Services for retailers include maintenance and availability services to continuously improve retail self-service fleet availability and performance. These include: total implementation services to support both current and new store concepts; managed mobility services to centralize asset management and ensure effective, tailored mobile capability; monitoring and advanced analytics providing operational insights to support new growth opportunities; and store life-cycle management to proactively monitors store IT endpoints and enable improved management of internal and external suppliers and delivery organizations.

*Inventory Reserves.* At each reporting period, the Company identifies and writes down its excess and obsolete inventories to net realizable value based on usage forecasts, order volume and inventory aging. With the development of new products, the Company also rationalizes its product offerings and will write-down discontinued product to the lower of cost or net realizable value. The Company's significant accounting policies and inventories are described in notes 1 and 5.

*Acquisitions and Divestitures.* Acquisitions are accounted for using the purchase method of accounting. This method requires the Company to record assets and liabilities of the business acquired at their estimated fair market values as of the acquisition date. Any excess cost of the acquisition over the fair value of the net assets acquired is recorded as goodwill. The Company generally uses valuation specialists to perform appraisals and assist in the determination of the fair values of the assets acquired and liabilities

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assumed. These valuations require management to make estimates and assumptions that are critical in determining the fair values of the assets and liabilities.

For all divestitures, the Company considers assets to be held for sale when management approves and commits to a formal plan to actively market the assets for sale at a price reasonable in relation to their estimated fair value, the assets are available for immediate sale in their present condition, an active program to locate a buyer and other actions required to complete the sale have been initiated, the sale of the assets is probable and expected to be completed within one year (or, if it is expected that others will impose conditions on the sale of the assets that will extend the period required to complete the sale, that a firm purchase commitment is probable within one year) and it is unlikely that significant changes will be made to the plan. Upon designation as held for sale, the Company records the assets at the lower of their carrying value or their estimated fair value, reduced for the cost to dispose of the assets, and ceases to record depreciation expense on the assets. Assets and liabilities are reclassified as held for sale in the period the held for sale criteria are met.

As of December 31, 2019, the Company had \$233.3 and \$113.4 of current assets and liabilities held for sale, respectively, primarily related to non-core businesses in Europe and Asia Pacific.

**Goodwill.** Goodwill is the cost in excess of the net assets of acquired businesses (refer to note 8). The Company tests all existing goodwill at least annually as of October 31 for impairment on a reporting unit basis. The Company tests for interim impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the carrying value of a reporting unit below its reported amount. Beginning with the second quarter of 2018, the Company's reportable operating segments are based on the conclusion of the assessment on the following solutions: Eurasia Banking, Americas Banking and Retail with comparative periods reclassified for consistency. Each year, the Company may elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. In evaluating whether it is more likely than not the fair value of a reporting unit is less than its carrying amount, the Company considers the following events and circumstances, among others, if applicable: (a) macroeconomic conditions such as general economic conditions, limitations on accessing capital or other developments in equity and credit markets; (b) industry and market considerations such as competition, multiples or metrics and changes in the market for the Company's products and services or regulatory and political environments; (c) cost factors such as raw materials, labor or other costs; (d) overall financial performance such as cash flows, actual and planned revenue and earnings compared with actual and projected results of relevant prior periods; (e) other relevant events such as changes in key personnel, strategy or customers; (f) changes in the composition of a reporting unit's assets or expected sales of all or a portion of a reporting unit; and (g) any sustained decrease in share price.

If the Company's qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying value, or if management elects to perform a quantitative assessment of goodwill, an impairment test is used to identify potential goodwill impairment and measure the amount of any impairment loss to be recognized. The Company compares the fair value of each reporting unit with its carrying value and recognizes an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. The fair value of the reporting units is determined based upon a combination of the income valuation and market approach in valuation methodology. The income approach uses discounted estimated future cash flows, whereas the market approach or guideline public company method utilizes market data of similar publicly traded companies. The fair value of the reporting unit is defined as the price that would be received to sell the net assets or transfer the net liabilities in an orderly transaction between market participants at the assessment date.

The techniques used in the Company's qualitative assessment incorporate a number of assumptions that the Company believes to be reasonable and to reflect market conditions forecast at the assessment date. Assumptions in estimating future cash flows are subject to a high degree of judgment. The Company makes all efforts to forecast future cash flows as accurately as possible with the information available at the time the forecast is made. To this end, the Company evaluates the appropriateness of its assumptions as well as its overall forecasts by comparing projected results of upcoming years with actual results of preceding years and validating that differences therein are reasonable. Key assumptions, all of which are Level 3 inputs, relate to price trends, material costs, discount rate, customer demand and the long-term growth and foreign exchange rates. A number of benchmarks from independent industry and other economic publications were also used. Changes in assumptions and estimates after the assessment date may lead to an outcome where impairment charges would be required in future periods. Specifically, actual results may vary from the Company's forecasts and such variations may be material and unfavorable, thereby triggering the need for future impairment tests where the conclusions may differ in reflection of prevailing market conditions.

**Long-Lived Assets.** Impairment of long-lived assets is recognized when events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If the expected future undiscounted cash flows are less than the carrying amount of the asset, an impairment loss is recognized at that time to reduce the asset to the lower of its fair value or its net book value. The Company tests all existing indefinite-lived intangibles at least annually for impairment as of October 31.

**Taxes on Income.** Deferred taxes are provided on an asset and liability method, whereby deferred tax assets are recognized for deductible temporary differences, operating loss carry-forwards and tax credits. Deferred tax liabilities are recognized for taxable

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temporary differences and undistributed earnings in certain jurisdictions. Deferred tax assets are reduced by a valuation allowance when, based upon the available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Determination of a valuation allowance involves estimates regarding the timing and amount of the reversal of taxable temporary differences, expected future taxable income and the impact of tax planning strategies. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company operates in numerous taxing jurisdictions and is subject to examination by various federal, state and foreign jurisdictions for various tax periods. Additionally, the Company has retained tax liabilities and the rights to tax refunds in connection with various acquisitions and divestitures of businesses. The Company's income tax positions are based on research and interpretations of the income tax laws and rulings in each of the jurisdictions in which the Company does business. Due to the subjectivity of interpretations of laws and rulings in each jurisdiction, the differences and interplay in tax laws between those jurisdictions, as well as the inherent uncertainty in estimating the final resolution of complex tax audit matters, the Company's estimates of income tax liabilities may differ from actual payments or assessments.

The Company assesses its position with regard to tax exposures and records liabilities for these uncertain tax positions and any related interest and penalties, when the tax benefit is not more likely than not realizable. The Company has recorded an accrual that reflects the recognition and measurement process for the financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return. Additional future income tax expense or benefit may be recognized once the positions are effectively settled.

At the end of each interim reporting period, the Company estimates the effective tax rate expected to apply to the full fiscal year. The estimated effective tax rate contemplates the expected jurisdiction where income is earned, as well as tax planning alternatives. Current and projected growth in income in higher tax jurisdictions may result in an increasing effective tax rate over time. If the actual results differ from estimates, the Company may adjust the effective tax rate in the interim period if such determination is made.

**Contingencies.** Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred. There is no liability recorded for matters in which the liability is not probable and reasonably estimable. Attorneys in the Company's legal department monitor and manage all claims filed against the Company and review all pending investigations. Generally, the estimate of probable loss related to these matters is developed in consultation with internal and outside legal counsel representing the Company. These estimates are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. The Company attempts to resolve these matters through settlements, mediation and arbitration proceedings when possible. If the actual settlement costs, final judgments, or fines, after appeals, differ from the estimates, the future results may be materially impacted. Adjustments to the initial estimates are recorded when a change in the estimate is identified.

**Pensions and Other Post-retirement Benefits.** Annual net periodic expense and benefit liabilities under the Company's defined benefit plans are determined on an actuarial basis. Assumptions used in the actuarial calculations have a significant impact on plan obligations and expense. Members of the management investment committee periodically review the actual experience compared with the more significant assumptions used and make adjustments to the assumptions, if warranted. The discount rate is determined by analyzing the average return of high-quality (i.e., AA-rated), fixed-income investments and the year-over-year comparison of certain widely used benchmark indices as of the measurement date. The expected long-term rate of return on plan assets is determined using the plans' current asset allocation and their expected rates of return based on a geometric averaging over 20 years. The rate of compensation increase assumptions reflects the Company's long-term actual experience and future and near-term outlook. Pension benefits are funded through deposits with trustees. Other post-retirement benefits are not funded and the Company's policy is to pay these benefits as they become due.

The following table represents assumed healthcare cost trend rates at December 31:

	2019	2018
Healthcare cost trend rate assumed for next year	6.5%	6.5%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.0%	5.0%
Year that rate reaches ultimate trend rate	2025	2025

The healthcare trend rates for the postemployment benefits plans in the U.S. are reviewed based upon the results of actual claims experience. The Company used initial healthcare cost trends of 6.5 percent and 6.5 percent in 2019 and 2018, respectively, with an ultimate trend rate of 5.0 percent reach in 2025. Assumed healthcare cost trend rates have a modest effect on the amounts reported for the healthcare plans.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS as of December 31, 2019  
DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
(unaudited)  
(in millions, except per share amounts)

Assumed healthcare cost trend rates have a significant effect on the amounts reported for the healthcare plans. A one-percentage-point change in assumed healthcare cost trend rates would have the following effects:

	One-Percentage-Point Increase	One-Percentage-Point Decrease
Effect on other post-retirement benefit obligation	\$ 0.3	\$ (0.3)

During 2019, the Society of Actuaries released new mortality tables (Pri-2012) and projection scales (MP-2019) resulting from recent studies measuring mortality rates for various groups of individuals. As of December 31, 2019, the Company adopted for the pension plan in the U.S., the use of the Pri-2012 mortality tables and the MP-2019 mortality projection scales. For the plans outside the U.S., the mortality tables used are those either required or customary for local accounting and/or funding purposes.

**RECENTLY ISSUED ACCOUNTING GUIDANCE**

Refer to note 1 for information on recently issued accounting guidance.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS as of December 31, 2019  
DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
(unaudited)  
(in millions, except per share amounts)

## FORWARD-LOOKING STATEMENT DISCLOSURE

In this annual report on Form 10-K, statements that are not reported financial results or other historical information are "forward-looking statements." Forward-looking statements give current expectations or forecasts of future events and are not guarantees of future performance. These forward-looking statements include, but are not limited to, statements regarding the Company's expected future performance (including expected results of operations and financial guidance) future financial condition, operating results, strategy and plans. Forward-looking statements may be identified by the use of the words "anticipates," "expects," "intends," "plans," "will," "believes," "estimates," "potential," "target," "predict," "project," "seek," and variations thereof or similar expressions. These statements are used to identify forward-looking statements. These forward-looking statements reflect the current views of the Company with respect to future events and involve significant risks and uncertainties that could cause actual results to differ materially.

Although the Company believes that these forward-looking statements are based upon reasonable assumptions regarding, among other things, the economy, its knowledge of its business, and key performance indicators that impact the Company, these forward-looking statements involve risks, uncertainties and other factors that may cause actual results to differ materially from those expressed in or implied by the forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Some of the risks, uncertainties and other factors that could cause actual results to differ materially from those expressed in or implied by the forward-looking statements include, but are not limited to:

- the outcome of the appraisal proceedings initiated in connection with the implementation of the DPLTA with the former Diebold Nixdorf AG and the merger/squeeze-out;
- the Company's ability to achieve benefits from its cost-reduction initiatives and other strategic initiatives, such as DN Now, including its planned restructuring actions, as well as its business process outsourcing initiative;
- the success of the Company's new products, including its DN Series line;
- the Company's ability to comply with the covenants contained in the agreements governing its debt;
- the Company's ability to successfully refinance its debt when necessary or desirable;
- the ultimate outcome of the Company's pricing, operating and tax strategies applied to former Diebold Nixdorf AG and the ultimate ability to realize cost reductions and synergies;
- the Company's ability to successfully operate its strategic alliances in China;
- changes in political, economic or other factors such as currency exchange rates, inflation rates, recessionary or expansive trends, taxes and regulations and laws affecting the worldwide business in each of the Company's operations;
- the Company's reliance on suppliers and any potential disruption to the Company's global supply chain;
- the impact of market and economic conditions, including any additional deterioration and disruption in the financial and service markets, including the bankruptcies, restructurings or consolidations of financial institutions, which could reduce our customer base and/or adversely affect our customers' ability to make capital expenditures, as well as adversely impact the availability and cost of credit;
- interest rate and foreign currency exchange rate fluctuations, including the impact of possible currency devaluations in countries experiencing high inflation rates;
- the acceptance of the Company's product and technology introductions in the marketplace;
- competitive pressures, including pricing pressures and technological developments;
- changes in the Company's relationships with customers, suppliers, distributors and/or partners in its business ventures;
- the effect of legislative and regulatory actions in the U.S. and internationally and the Company's ability to comply with government regulations;
- the impact of a security breach or operational failure on the Company's business;
- the Company's ability to successfully integrate other acquisitions into its operations;
- the Company's success in divesting, reorganizing or exiting non-core and/or non-accretive businesses;
- the Company's ability to maintain effective internal controls;
- changes in the Company's intention to further repatriate cash and cash equivalents and short-term investments residing in international tax jurisdictions, which could negatively impact foreign and domestic taxes;
- unanticipated litigation, claims or assessments, as well as the outcome/impact of any current/pending litigation, claims or assessments;
- the investment performance of the Company's pension plan assets, which could require the Company to increase its pension contributions, and significant changes in healthcare costs, including those that may result from government action; and
- the amount and timing of repurchases of the Company's common shares, if any.

Except to the extent required by applicable law or regulation, the Company undertakes no obligation to update these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.



## ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

(dollars in millions, except per share amounts)

The Company is exposed to foreign currency exchange rate risk inherent in its international operations denominated in currencies other than the U.S. dollar. A hypothetical 10 percent movement in the applicable foreign exchange rates would have resulted in an increase or decrease in 2019 operating profit of \$13.2 and \$10.8, respectively, and \$11.1 and \$9.1, respectively, for 2018. The sensitivity model assumes an instantaneous, parallel shift in the foreign currency exchange rates. Exchange rates rarely move in the same direction. The assumption that exchange rates change in an instantaneous or parallel fashion may overstate the impact of changing exchange rates on amounts denominated in a foreign currency.

The Company's risk-management strategy uses derivative financial instruments such as forwards to hedge certain foreign currency exposures. The intent is to offset gains and losses that occur on the underlying exposures with gains and losses on the derivative contracts hedging these exposures. The Company does not enter into derivatives for trading purposes. The Company's primary exposures to foreign exchange risk are movements in the euro, GBP, Canada dollar, Brazil real, Thailand baht, Mexico peso and China yuan renminbi.

The Company manages interest rate risk with the use of variable rate borrowings under its committed and uncommitted credit facilities and interest rate swaps. Variable rate borrowings under the credit facilities totaled \$1,805.7 and \$1,914.4 of which \$900.0 and \$400.0 were effectively converted to fixed rate using interest rate swaps at December 31, 2019 and 2018, respectively. A one percentage point increase or decrease in interest rates would have resulted in an increase or decrease in interest expense of \$8.6 and \$14.6 for 2019 and 2018, respectively, including the impact of the swap agreements. The Company's primary exposure to interest rate risk is movements in the LIBOR, which is consistent with prior periods.

ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
Diebold Nixdorf, Incorporated:

### ***Opinion on the Consolidated Financial Statements***

We have audited the accompanying consolidated balance sheets of Diebold Nixdorf, Incorporated and subsidiaries (the Company) as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 26, 2020, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### ***Change in Accounting Principle***

As discussed in Note 1 to the consolidated financial statements, the Company has changed its method of accounting for leases as of January 1, 2019, due to the adoption of ASU 2016-02, *Leases*.

As discussed in Note 1 to the consolidated financial statements, the Company has changed its method of accounting for revenue recognition as of January 1, 2018, due to the adoption of ASU 2014-09, *Revenue from Contracts with Customers*.

### ***Basis for Opinion***

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### ***Critical Audit Matters***

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### ***Performance of incremental audit procedures over IT financial reporting processes***

As of December 31, 2018, the Company identified a material weakness in internal control over financial reporting related to ineffective information technology general controls (ITGCs) related to information technology (IT) systems used for financial reporting by certain entities throughout the Company, which impacts substantially all financial statement account balances and disclosures. Automated and manual process level controls that were dependent on these ITGCs were also ineffective. While our report dated February 26, 2020 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2019, during a portion of the year the ITGCs were ineffective and the information or system generated reports produced by the affected financial reporting systems could not be relied upon without further testing.

We identified the performance of incremental audit procedures over IT financial reporting processes as a critical audit matter. Significant auditor judgment was required to design and execute the incremental audit procedures and to assess the sufficiency of the procedures performed and evidence obtained due to ineffective controls and the complexity of the Company's IT environment.

The primary procedures we performed to address this critical audit matter included the following. We involved IT professionals with specialized skills and knowledge to assist in the identification, design and performance of the incremental procedures. We modified the types of procedures that were performed, which included the testing of the underlying records of selected transaction data obtained from the impacted IT systems. We evaluated the design of the Company's controls over access and evaluated the integrity of the data being utilized to support the use of the information in the conduct of the audit. We evaluated the collective results of the incremental audit procedures performed to assess the sufficiency of audit evidence obtained related to the information produced by the impacted IT systems.

*Evaluation of the net realizable value of inventory*

As of December 31, 2018, the Company identified a material weakness in internal control over financial reporting related to inventory valuation. As discussed in Notes 1 and 5 to the consolidated financial statements, the Company identifies and writes down its excess and obsolete inventory to net realizable value based on factors that may indicate a decline in the market value of the inventory on hand. The Company's inventory balance was \$466.5 million as of December 31, 2019. While our report dated February 26, 2020 expressed an unqualified opinion on the effectiveness of internal control over financial reporting as of December 31, 2019, during a portion of the year the controls related to inventory valuation were ineffective.

We identified the evaluation of the net realizable value of inventory as a critical audit matter. Judgment was required to evaluate future demand and marketability of products, impact of new product introduction, or specific item identification, such as product discontinuance or other significant changes to existing products. In addition, the existence of a material weakness during a portion of the year added additional complexity.

The primary procedures we performed to address this critical audit matter included the following. We tested certain internal controls over the Company's inventory valuation process, including controls related to analyzing excess and obsolete inventories and determining the net realizable value of inventory. For inventory determined to be excess or obsolete, we analyzed the Company's estimated net realizable value in consideration of discontinued product lines, canceled customer orders, and other indicators of demand. We evaluated the relevance and reliability of underlying data that was used in the Company's estimate. We assessed adjustments to the prior period net realizable value for information that was contradictory to the current year's assumptions. Additionally, we evaluated the timing of net realizable value adjustments to inventory by obtaining evidence over the purpose for the adjustment. We evaluated our findings through inquiry with, and evidence obtained from, those responsible for managing the inventory. In addition, we tested the Company's calculation of net realizable value based on the Company's methodology.

/s/ KPMG LLP

We or our predecessor firms have served as the Company's auditor since 1965.

Cleveland, Ohio  
February 26, 2020

## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
Diebold Nixdorf, Incorporated:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Diebold Nixdorf, Incorporated and subsidiaries (the Company) internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes (collectively, the consolidated financial statements), and our report dated February 26, 2020, expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Cleveland, Ohio  
February 26, 2020

**DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(dollars in millions)

	December 31,	
	2019	2018
<b>ASSETS</b>		
Current assets		
Cash, cash equivalents and restricted cash	\$ 280.9	\$ 458.4
Short-term investments	10.0	33.5
Trade receivables, less allowances for doubtful accounts of \$42.2 and \$58.2, respectively	619.3	737.2
Inventories	466.5	610.1
Prepaid expenses	51.3	57.4
Current assets held for sale	233.3	79.0
Other current assets	230.7	225.3
Total current assets	<u>1,892.0</u>	<u>2,200.9</u>
Securities and other investments	21.4	22.4
Property, plant and equipment, net	231.5	304.1
Deferred income taxes	120.8	243.9
Goodwill	764.0	798.2
Customer relationships, net	447.7	533.1
Other intangible assets, net	54.6	91.5
Right-of-use operating lease assets	167.5	—
Other assets	91.1	86.4
<b>Total assets</b>	<u><u>\$ 3,790.6</u></u>	<u><u>\$ 4,280.5</u></u>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>		
Current liabilities		
Notes payable	\$ 32.5	\$ 49.5
Accounts payable	471.5	509.5
Deferred revenue	320.5	378.2
Payroll and other benefits liabilities	224.7	184.3
Current liabilities held for sale	113.4	33.2
Operating lease liabilities	62.8	—
Other current liabilities	374.2	413.7
Total current liabilities	<u>1,599.6</u>	<u>1,568.4</u>
Long-term debt	2,108.7	2,190.0
Pensions, post-retirement and other benefits	237.7	273.8
Long-term operating lease liabilities	106.4	—
Deferred income taxes	134.5	153.5
Other liabilities	89.1	87.3
Commitments and contingencies		
Redeemable noncontrolling interests	20.9	130.4
<b>Equity</b>		
Diebold Nixdorf, Incorporated shareholders' equity		
Preferred shares, no par value, 1,000,000 authorized shares, none issued	—	—
Common shares, \$1.25 par value, 125,000,000 authorized shares, (92,208,247 and 91,345,451 issued shares, 76,813,013 and 76,174,025 outstanding shares, respectively)	115.3	114.2
Additional capital	773.9	741.8
Retained earnings (accumulated deficit)	(472.3)	(131.0)
Treasury shares, at cost (15,395,234 and 15,171,426 shares, respectively)	(571.9)	(570.4)
Accumulated other comprehensive loss	(375.3)	(304.3)
Total Diebold Nixdorf, Incorporated shareholders' equity	<u>(530.3)</u>	<u>(149.7)</u>
Noncontrolling interests	24.0	26.8
Total equity	<u>(506.3)</u>	<u>(122.9)</u>
<b>Total liabilities, redeemable noncontrolling interests and equity</b>	<u><u>\$ 3,790.6</u></u>	<u><u>\$ 4,280.5</u></u>

See accompanying notes to consolidated financial statements.

**DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in millions, except per share amounts)

	Years ended December 31,		
	2019	2018	2017
<b>Net sales</b>			
Services	\$ 2,608.0	\$ 2,789.5	\$ 2,785.3
Products	1,800.7	1,789.1	1,824.0
	<u>4,408.7</u>	<u>4,578.6</u>	<u>4,609.3</u>
<b>Cost of sales</b>			
Services	1,921.1	2,157.0	2,110.1
Products	1,420.5	1,522.8	1,499.4
	<u>3,341.6</u>	<u>3,679.8</u>	<u>3,609.5</u>
<b>Gross profit</b>	1,067.1	898.8	999.8
Selling and administrative expense	908.8	893.5	933.7
Research, development and engineering expense	147.1	157.4	155.5
Impairment of assets	30.2	180.2	3.1
Loss (gain) on sale of assets, net	7.6	(6.7)	1.0
	<u>1,093.7</u>	<u>1,224.4</u>	<u>1,093.3</u>
<b>Operating loss</b>	(26.6)	(325.6)	(93.5)
<b>Other income (expense)</b>			
Interest income	9.3	8.7	20.3
Interest expense	(202.9)	(154.9)	(117.3)
Foreign exchange loss, net	(5.1)	(2.5)	(3.9)
Miscellaneous, net	(3.6)	(4.0)	2.5
	<u>(228.9)</u>	<u>(478.3)</u>	<u>(191.9)</u>
<b>Loss before taxes</b>	(228.9)	(478.3)	(191.9)
Income tax expense	116.7	37.2	28.3
Equity in earnings (loss) of unconsolidated subsidiaries, net	1.0	(13.2)	6.3
	<u>(344.6)</u>	<u>(528.7)</u>	<u>(213.9)</u>
<b>Net loss</b>	(344.6)	(528.7)	(213.9)
Net (loss) income attributable to noncontrolling interests	(3.3)	2.7	27.6
<b>Net loss attributable to Diebold Nixdorf, Incorporated</b>	<u>\$ (341.3)</u>	<u>\$ (531.4)</u>	<u>\$ (241.5)</u>
Basic and diluted weighted-average shares outstanding	76.7	76.0	75.5
<b>Net loss attributable to Diebold Nixdorf, Incorporated</b>			
Basic and diluted loss per share	<u>\$ (4.45)</u>	<u>\$ (6.99)</u>	<u>\$ (3.20)</u>
Dividends declared and paid per common share	\$ —	\$ 0.10	\$ 0.40

See accompanying notes to consolidated financial statements.

**DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(in millions)

	Years ended December 31,		
	2019	2018	2017
Net loss	\$ (344.6)	\$ (528.7)	\$ (213.9)
<b>Other comprehensive income (loss), net of tax:</b>			
Adoption of accounting standard	—	(29.0)	—
Translation adjustment (net of tax of \$4.9, \$(2.7) and \$8.4, respectively)	(40.8)	(70.1)	140.3
Foreign currency hedges (net of tax of \$(0.4), \$(1.2) and \$0.2, respectively)	(0.7)	4.2	0.6
Interest rate hedges:			
Net (loss) income recognized in other comprehensive income (net of tax of \$0.7, \$0.3 and \$(1.7), respectively)	(8.8)	(1.4)	3.9
Less: reclassification adjustments for amounts recognized in net (loss) income (net of tax of \$(0.3), \$(0.6) and \$(0.1), respectively)	(3.4)	(2.6)	0.4
	<u>(5.4)</u>	<u>1.2</u>	<u>3.5</u>
Pension and other post-retirement benefits:			
Prior service credit recognized during the year (net of tax of \$(0.1), \$0.0 and \$0.0, respectively)	(0.6)	—	—
Net actuarial losses recognized during the year (net of tax of \$0.6, \$(1.1) and \$(3.3), respectively)	4.6	4.8	2.2
Prior service (benefit) cost occurring during the year (net of tax of \$0.0, \$0.0 and \$(0.5), respectively)	—	—	0.4
Net actuarial (gain) loss occurring during the year (net of tax of \$(3.1), \$(4.0) and \$(6.6), respectively)	(25.8)	(10.9)	4.5
Net actuarial losses recognized due to settlement (net of tax of \$(0.1), \$(1.3) and \$0.4, respectively)	(1.0)	(3.5)	(0.2)
Acquired benefit plans and other (net of tax of \$(0.4), \$0.0 and \$1.5, respectively)	(3.0)	(7.7)	(1.5)
Currency impact (net of tax of \$0.0, \$(0.3) and \$(1.9), respectively)	0.2	(0.9)	1.3
	<u>(25.6)</u>	<u>(18.2)</u>	<u>6.7</u>
Other	0.1	—	(0.2)
<b>Other comprehensive (loss) income, net of tax</b>	<u>(72.4)</u>	<u>(111.9)</u>	<u>150.9</u>
<b>Comprehensive loss</b>	<u>(417.0)</u>	<u>(640.6)</u>	<u>(63.0)</u>
Less: comprehensive (loss) income attributable to noncontrolling interests	(4.7)	(1.2)	33.5
<b>Comprehensive loss attributable to Diebold Nixdorf, Incorporated</b>	<u>\$ (412.3)</u>	<u>\$ (639.4)</u>	<u>\$ (96.5)</u>

See accompanying notes to consolidated financial statements.



**DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EQUITY**  
(in millions, except per share amounts)

	Common Shares		Additional Capital	Retained Earnings	Treasury Shares	Accumulated Other Comprehensive Income (Loss)	Total Diebold Nixdorf, Incorporated Shareholders' Equity	Non-controlling Interests	Total Equity
	Number	\$1.25 Par Value							
<b>Balance, January 1, 2017</b>	89.9	\$112.4	\$ 720.0	\$ 646.6	\$ (562.4)	\$ (341.3)	\$ 575.3	\$ 433.4	\$1,008.7
Net income (loss)				(241.5)			(241.5)	27.6	(213.9)
Other comprehensive income						145.0	145.0	5.9	150.9
Stock options exercised	—	—	0.3				0.3		0.3
Share-based compensation issued	0.6	0.8	(0.7)				0.1		0.1
Share-based compensation expense			33.9				33.9		33.9
Dividends paid				(30.6)			(30.6)		(30.6)
Treasury shares (0.2 shares)					(5.0)		(5.0)		(5.0)
Reclassification of guaranteed dividend to accrued liabilities							—	(24.6)	(24.6)
Reclassification to redeemable noncontrolling interest			(32.0)				(32.0)	(386.7)	(418.7)
Distribution noncontrolling interest holders, net							—	(18.8)	(18.8)
<b>Balance, December 31, 2017</b>	90.5	\$113.2	\$ 721.5	\$ 374.5	\$ (567.4)	\$ (196.3)	\$ 445.5	\$ 36.8	\$ 482.3
Net income (loss)				(531.4)			(531.4)	2.7	(528.7)
Other comprehensive loss						(108.0)	(108.0)	(3.9)	(111.9)
Share-based compensation issued	0.8	1.0	(1.1)				(0.1)		(0.1)
Share-based compensation expense			36.6				36.6		36.6
Dividends paid				(7.7)			(7.7)		(7.7)
Treasury shares (0.2 shares)					(3.0)		(3.0)		(3.0)
Accounting principle change				33.6			33.6		33.6
Reclassification of guaranteed dividend to accrued liabilities							—	(3.4)	(3.4)
Reclassification to redeemable noncontrolling interest			(15.2)				(15.2)	—	(15.2)
Distribution to noncontrolling interest holders, net							—	(0.5)	(0.5)
Acquisition and divestitures, net							—	(4.9)	(4.9)
<b>Balance, December 31, 2018</b>	91.3	\$114.2	\$ 741.8	\$ (131.0)	\$ (570.4)	\$ (304.3)	\$ (149.7)	\$ 26.8	\$ (122.9)
Net loss				(341.3)			(341.3)	(3.3)	(344.6)
Other comprehensive loss						(71.0)	(71.0)	(1.4)	(72.4)
Share-based compensation issued	0.9	1.1	(1.0)				0.1		0.1
Share-based compensation expense			24.0				24.0		24.0
Treasury shares (0.2 shares)					(1.5)		(1.5)		(1.5)
Reclassification from redeemable noncontrolling interest and other			9.1				9.1	4.9	14.0
Acquisitions and divestitures, net							—	(3.0)	(3.0)
<b>Balance, December 31, 2019</b>	92.2	\$115.3	\$ 773.9	\$ (472.3)	\$ (571.9)	\$ (375.3)	\$ (530.3)	\$ 24.0	\$ (506.3)

See accompanying notes to consolidated financial statements.

**DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions)

	Years Ended December 31,		
	2019	2018	2017
<b>Cash flow from operating activities</b>			
Net loss	\$ (344.6)	\$ (528.7)	\$ (213.9)
Adjustments to reconcile net loss to cash provided (used) by operating activities:			
Depreciation and amortization	226.1	247.8	252.2
Share-based compensation expense	24.0	36.6	33.9
Impairment of assets	30.2	180.2	3.1
Deferred income taxes	54.2	(59.6)	16.6
Inventory charge	23.8	74.5	4.2
Other	6.5	(9.6)	3.5
Changes in certain assets and liabilities			
Trade receivables	111.5	51.0	23.9
Inventories	104.9	(5.1)	21.8
Accounts payable	(33.1)	(34.5)	(6.3)
Deferred revenue	(54.9)	(42.4)	26.0
Income taxes	0.9	(1.7)	(38.7)
Restructuring accrual	(13.5)	4.2	(33.5)
Warranty liability	(3.4)	(33.1)	(34.2)
Certain other assets and liabilities	3.2	16.3	(21.5)
<b>Net cash provided (used) by operating activities</b>	<b>135.8</b>	<b>(104.1)</b>	<b>37.1</b>
<b>Cash flow from investing activities</b>			
Capital expenditures	(42.9)	(58.5)	(69.4)
Payments for acquisitions	—	(5.9)	(5.6)
Proceeds from maturities of investments	241.7	317.8	296.2
Payments for purchases of investments	(222.2)	(200.2)	(329.8)
Proceeds from divestitures and the sale of assets	29.9	11.1	20.9
Decrease in certain other assets	(13.3)	(29.9)	(33.1)
<b>Net cash provided (used) by investing activities</b>	<b>(6.8)</b>	<b>34.4</b>	<b>(120.8)</b>
<b>Cash flow from financing activities</b>			
Dividends paid	—	(7.7)	(30.6)
Debt issuance costs	(12.6)	(39.4)	(1.1)
Revolving debt (repayments) borrowings, net	(125.0)	50.0	75.0
Other debt borrowings	397.8	725.9	374.1
Other debt repayments	(375.7)	(337.7)	(458.8)
Distributions to noncontrolling interest holders	(98.1)	(377.2)	(17.6)
Issuance of common shares	—	—	0.3
Other	(1.9)	(3.0)	(5.0)
<b>Net cash provided (used) by financing activities</b>	<b>(215.5)</b>	<b>10.9</b>	<b>(63.7)</b>
Effect of exchange rate changes on cash	(1.1)	(18.7)	37.9
<b>Decrease in cash, cash equivalents and restricted cash</b>	<b>(87.6)</b>	<b>(77.5)</b>	<b>(109.5)</b>
Add: Cash included in assets held for sale at beginning of year	7.3	—	—
Less: Cash included in assets held for sale at end of year	97.2	7.3	—
<b>Cash, cash equivalents and restricted cash at the beginning of the year</b>	<b>458.4</b>	<b>543.2</b>	<b>652.7</b>
<b>Cash, cash equivalents and restricted cash at the end of the year</b>	<b>\$ 280.9</b>	<b>\$ 458.4</b>	<b>\$ 543.2</b>
<b>Cash paid for</b>			
Income taxes	\$ 41.8	\$ 64.9	\$ 78.2
Interest	\$ 189.7	\$ 129.6	\$ 99.9

See accompanying notes to consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Principles of Consolidation.** The consolidated financial statements include the accounts of Diebold Nixdorf, Incorporated and its wholly- and majority-owned subsidiaries (collectively, the Company). All significant intercompany accounts and transactions have been eliminated, including common control transfers among subsidiaries of the Company.

**Use of Estimates in Preparation of Consolidated Financial Statements.** The preparation of the accompanying consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenues and expenses. Such estimates include revenue recognition, the valuation of trade and financing receivables, inventories, goodwill, intangible assets, other long-lived assets, legal contingencies, guarantee obligations and assumptions used in the calculation of income taxes, pension and other post-retirement benefits and customer incentives, among others. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors. Management monitors the economic condition and other factors and will adjust such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates.

**Error Correction.** During 2019, the Company identified an immaterial prior period error related to deferred income taxes (liabilities), resulting in related errors to impairment of assets on the consolidated statement of operations, and other current assets (assets held for sale), goodwill, and total Diebold Nixdorf, Incorporated shareholders' equity on the consolidated balance sheet. Management determined that the error was not material to any prior period, and the accompanying consolidated financial statements for 2018 have been adjusted. The corrections impacted all of the Company's reportable operating segments. As a result of applying the corrections retrospectively, previously reported balances within certain financial statement line items increased (decreased) as follows:

	Year ended December 31, 2018	
<b>Results of operations</b>		
Impairment of assets	\$	(37.3)
Net loss attributable to Diebold Nixdorf, Inc.	\$	(37.3)
Basic and diluted loss per common share	\$	(0.49)
<b>Consolidated balance sheet data</b>		
Other current assets	\$	(2.5)
Goodwill	\$	(28.9)
Deferred income taxes (liabilities)	\$	(68.1)
Total equity	\$	36.7

The error described above primarily relates to an overstatement of deferred income taxes (liabilities) and related goodwill recorded as part of the Acquisition. As a result of the correction, the goodwill impairment charges recorded in 2018 have been reduced by \$37.3. Refer to Note 8 for further details related to the impairment of goodwill.

**Reclassification.** The Company has reclassified the presentation of certain prior-year information to conform to the current presentation. The Company reclassified immaterial amounts of \$7.9 from cost of sales to selling and administrative expense for the year ended December 31, 2018. The amount represents selling costs that were incorrectly being recorded within cost of sales.

The Company reclassified an immaterial amount of \$10.9 for the year ended December 31, 2018 within the operating activities of the consolidated statements of cash flows between depreciation and amortization and certain other assets and liabilities to correct its presentation.

**International Operations.** The financial statements of the Company's international operations are measured using local currencies as their functional currencies, with the exception of certain financial results from Mexico, Argentina, Singapore and Switzerland, which have a functional currency other than local currency. These operations used either United States dollar (USD) or euro as their functional currency depending on the concentration of USD or euro transactions and distinct financial information. The

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Company translates the assets and liabilities of its non-U.S. subsidiaries at the exchange rates in effect at year end and the results of operations at the average rate throughout the year. The translation adjustments are recorded directly as a separate component of shareholders' equity, while transaction gains (losses) are included in net income (loss).

**Acquisitions and Divestitures.** Acquisitions are accounted for using the purchase method of accounting. This method requires the Company to record assets and liabilities of the business acquired at their estimated fair market values as of the acquisition date. Any excess cost of the acquisition over the fair value of the net assets acquired is recorded as goodwill. The Company generally uses valuation specialists to perform appraisals and assist in the determination of the fair values of the assets acquired and liabilities assumed. These valuations require management to make estimates and assumptions that are critical in determining the fair values of the assets and liabilities.

For all divestitures, the Company considers assets to be held for sale when management approves and commits to a formal plan to actively market the assets for sale at a price reasonable in relation to their estimated fair value, the assets are available for immediate sale in their present condition, an active program to locate a buyer and other actions required to complete the sale have been initiated, the sale of the assets is probable and expected to be completed within one year (or, if it is expected that others will impose conditions on the sale of the assets that will extend the period required to complete the sale, that a firm purchase commitment is probable within one year) and it is unlikely that significant changes will be made to the plan. Upon designation as held for sale, the Company records the assets at the lower of their carrying value or their estimated fair value, reduced for the cost to dispose of the assets, and ceases to record depreciation expense on the assets. Assets and liabilities are reclassified as held for sale in the period the held for sale criteria are met.

As of December 31, 2019, the Company had \$233.3 and \$113.4 of current assets and liabilities held for sale, respectively, primarily related to non-core businesses in Eurasia. As of December 31, 2018 the Company had \$79.0 and \$33.2 of current assets and liabilities held for sale, respectively, primarily related to non-core business in Europe and the Americas.

**Revenue Recognition.** Revenue is measured based on consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The amount of consideration can vary depending on discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses, penalties, or other similar items contained in the contract with the customer of which generally these variable consideration components represents minimal amount of net sales. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

The Company's payment terms vary depending on the individual contracts and are generally fixed fee. The Company recognizes advance payments and billings in excess of revenue recognized as deferred revenue. In certain contracts where services are provided prior to billing, the Company recognizes a contract asset within trade receivables and other current assets.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and that are collected by the Company from a customer are excluded from revenue.

The Company recognizes shipping and handling fees billed when products are shipped or delivered to a customer and includes such amounts in net sales. Although infrequent, shipping and handling associated with outbound freight after control over a product has transferred to a customer is not a separate performance obligation, rather it is accounted for as a fulfillment cost. Third-party freight payments are recorded in cost of sales.

The Company includes a warranty in connection with certain contracts with customers, which are not considered to be separate performance obligations. The Company provides its customers a manufacturer's warranty and records, at the time of the sale, a corresponding estimated liability for potential warranty costs. For additional information on product warranty refer to note 9. The Company also has extended warranty and service contracts available for its customers, which are recognized as separate performance obligations. Revenue is recognized on these contracts ratably as the Company has a stand-ready obligation to provide services when or as needed by the customer. This input method is the most accurate assessment of progress toward completion the Company can apply.

Accounting Standards Update (ASU) 2017-09, Revenue from Contracts with Customers, was adopted using a modified retrospective approach to open contracts as of the effective date, January 1, 2018. The standard is intended to reduce potential for diversity in practice at initial application and reducing the cost and complexity of applying Topic 606 both at transition and prospectively. As a result of the adoption, the cumulative increase to the Company's retained earnings at January 1, 2018 was \$4.6.

*Nature of goods and services*

Product revenue is recognized at the point in time that the customer obtains control of the product, which could be upon delivery or upon completion of installation services, depending on contract terms. The Company's software licenses are functional in nature (the IP has significant stand-alone functionality); as such, the revenue recognition of distinct software license sales is at the point

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in time that the customer obtains control of the rights granted by the license.

Professional services integrate the commercial solution with the customer's existing infrastructure and helps define the optimal user experience, improve business processes, refine existing staffing models and deploy technology to meet branch and store automation objectives. Revenue from professional services are recognized over time, because the customer simultaneously receives and consumes the benefits of the Company's performance as the services are performed or when the Company's performance creates an asset with no alternative use and the Company has an enforceable right to payment for performance completed to date. Generally revenue will be recognized using an input measure, typically costs incurred. The typical contract length for service is generally one year and is billed and paid in advance except for installations, among others.

Services may be sold separately or in bundled packages. For bundled packages, the Company accounts for individual services separately if they are distinct. A distinct service is separately identifiable from other items in the bundled package if a customer can benefit from it on its own or with other resources that are readily available to the customer. The consideration (including any discounts) is allocated between separate services or distinct obligations in a bundle based on their stand-alone selling prices. The stand-alone selling prices are determined based on the prices at which the Company separately sells the products or services. For items that are not sold separately, the Company estimates stand-alone selling prices using the cost plus expected margin approach. Revenue on service contracts is recognized ratably over time, generally using an input measure, as the customer simultaneously receives and consumes the benefits of the Company's performance as the services are performed. In some circumstances, when global service supply chain services are not included in a term contract and rather billed as they occur, revenue on these billed work services are recognized at a point in time as transfer of control occurs.

The following is a description of principal solutions offered within the Company's two main customer segments that generate the Company's revenue.

#### *Banking*

*Products.* Products for banking customers consist of cash recyclers and dispensers, intelligent deposit terminals, teller automation tools and kiosk technologies, as well as physical security solutions. The Company provides its banking customers front-end applications for consumer connection points and back-end platforms that manage channel transactions, operations and integration and facilitate omnichannel transactions, endpoint monitoring, remote asset management, customer marketing, merchandise management and analytics. These offerings include highly configurable, API enabled software that automates legacy banking transactions across channels.

*Services.* The Company provides its banking customers product-related services, which include proactive monitoring and rapid resolution of incidents through remote service capabilities or an on-site visit. First and second line maintenance, preventive maintenance and on-demand services keep the distributed assets of the Company's customers up and running through a standardized incident management process. Managed services and outsourcing consists of the end-to-end business processes, solution management, upgrades and transaction processing. The Company also provides a full array of cash management services, which optimizes the availability and cost of physical currency across the enterprise through efficient forecasting, inventory and replenishment processes.

#### *Retail*

*Products.* The retail product portfolio includes modular, integrated and mobile POS and SCO terminals that meet evolving automation and omnichannel requirements of consumers. Supplementing the POS system is a broad range of peripherals, including printers, scales and mobile scanners, as well as the cash management portfolio which offers a wide range of banknote and coin processing systems. Also in the portfolio, the Company provides SCO terminals and ordering kiosks which facilitate an efficient and user-friendly purchasing experience. The Company's hybrid product line can alternate from an attended operator to self-checkout with the press of a button as traffic conditions warrant throughout the business day.

The Company's platform software is installed within retail data centers to facilitate omnichannel transactions, endpoint monitoring, remote asset management, customer marketing, merchandise management and analytics.

*Services.* The Company provides its retail customers product-related services which include on-demand services and professional services. Diebold Nixdorf AllConnect Services for retailers include maintenance and availability services to continuously improve retail self-service fleet availability and performance. These include: total implementation services to support both current and new store concepts; managed mobility services to centralize asset management and ensure effective, tailored mobile capability; monitoring and advanced analytics providing operational insights to support new growth opportunities; and store life-cycle management to proactively monitors store IT endpoints and enable improved management of internal and external suppliers and delivery organizations.

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Refer to note 20 for additional information regarding the Company's reportable operating segments, disaggregation of net sales by segments and product solutions, net sales by geographical region and disaggregation by timing of revenue recognition.

*Contract balances*

The following table provides 2019 and 2018 information about receivables and deferred revenue, which represent contract liabilities from contracts with customers:

	2019		2018	
	Trade Receivables	Contract liabilities	Trade Receivables	Contract liabilities
Contract balance information				
Balance at January 1	\$ 737.2	\$ 378.2	\$ 827.9	\$ 436.5
Balance at December 31	\$ 619.3	\$ 320.5	\$ 737.2	\$ 378.2

Contract assets are minimal for the periods presented. The amount of revenue recognized in 2019 and 2018 from performance obligations satisfied (or partially satisfied) in previous periods, mainly due to the changes in the estimate of variable consideration and contract modifications was de minimis. There have been \$24.4 and \$22.8 during the years ended December 31, 2019 and 2018, respectively, of impairment losses recognized as bad debt related to receivables or contract assets arising from the Company's contracts with customers.

As of January 1, 2019, the Company had \$378.2 of unrecognized deferred revenue constituting the remaining performance obligations that are either unsatisfied (or partially unsatisfied). During 2019, the Company recognized revenue of \$314.0 related to the Company's deferred revenue balance at January 1, 2019.

Contract assets are the rights to consideration in exchange for goods or services that the Company has transferred to a customer when that right is conditional on something other than the passage of time. Contract assets of the Company primarily relate to the Company's rights to consideration for goods shipped and services provided but not contractually billable at the reporting date.

The contract assets are reclassified into the receivables balance when the rights to receive payment become unconditional. Contract liabilities are recorded for any services billed to customers and not yet recognizable if the contract period has commenced or for the amount collected from customers in advance of the contract period commencing. In addition, contract liabilities are recorded as advanced payments for products and other deliverables that are billed to and collected from customers prior to revenue being recognizable.

*Transaction price and variable consideration*

The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring goods or services to a customer, excluding amounts collected on behalf of third parties. This consideration can include fixed and variable amounts and is determined at contract inception and updated each reporting period for any changes in circumstances. The transaction price also considers variable consideration, time value of money and the measurement of any non-cash consideration, all of which are estimated at contract inception and updated at each reporting date for any changes in circumstances. Once the variable consideration is identified, the Company estimates the amount of the variable consideration to include in the transaction price by using one of two methods, expected value (probability weighted methodology) or most likely amount (when there are only two possible outcomes). The Company chooses the method expected to better predict the amount of consideration to which it will be entitled and applies the method consistently to similar contracts. Generally, the Company applies the expected value method when assessing variable consideration including returns and refunds.

The Company also applies the 'as invoiced' practical expedient in Accounting Standards Codification (ASC) paragraph 606-10-55-18 related to performance obligations satisfied over time, which permits the Company to recognize revenue in the amount to which it has a right to invoice the customer if that amount corresponds directly with the value to the customer of the Company's performance completed to date. Service revenues that are recognized ratably are primarily contracts that include first and second line maintenance. Service revenues that are recognized using input measures include primarily preventative maintenance. The 'as invoiced' practical expedient relates to the on-demand service revenue which is generally not under contract.

*Transaction price allocated to the remaining performance obligations*

As of December 31, 2019, the aggregate amount of the transaction price allocated to remaining performance obligations was approximately \$1,700. The Company generally expects to recognize revenue on the remaining performance obligations over the

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next twelve months. The Company enters into service agreements with cancellable terms after a certain period without penalty. Unsatisfied obligations reflect only the obligation during the initial term. The Company applies the practical expedient in ASC paragraph 606-10-50-14 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

*Cost to obtain and cost to fulfill a contract*

The Company has minimal cost to obtain or fulfill contracts for customers for the periods presented. The Company pays commissions to the sales force based on multiple factors including but not limited to order entry, revenue recognition and portfolio growth. These incremental commission fees paid to the sales force meet the criteria to be considered a cost to obtain a contract, as they are directly attributable to a contract, incremental and management expects the fees are recoverable. The Company applies the practical expedient and recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less. The costs that are not capitalized are included in cost of sales. The costs related to contracts with greater than a one-year term are immaterial and continue to be recognized in cost of sales.

Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of sales. The Company has minimal cost for shipping and handling costs for the periods presented.

**Cost of Sales.** Cost of services sales primarily consists of fuel, parts and labor and benefits costs related to installation of products and service maintenance contracts, including call center costs as well as costs for service parts repair centers. Cost of products sales is primarily comprised of direct materials and supplies consumed in the manufacturing and distribution of products, as well as related labor, depreciation expense and direct overhead expense necessary to acquire and convert the purchased materials and supplies into finished products. Cost of products sales also includes the cost to distribute products to customers, inbound freight costs, internal transfer costs, warehousing costs and other shipping and handling activity.

**Property, plant and equipment and long-lived assets.** Property, plant and equipment and long-lived assets are recorded at historical cost, including interest where applicable.

Impairment of property, plant and equipment and long-lived assets is recognized when events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If the expected future undiscounted cash flows are less than the carrying amount of the asset, an impairment loss is recognized at that time to reduce the asset to the lower of its fair value or its net book value.

**Depreciation and Amortization.** Depreciation of property, plant and equipment is computed using the straight-line method based on the estimated useful life for each asset class. Amortization of leasehold improvements is based upon the shorter of original terms of the lease or life of the improvement. Repairs and maintenance are expensed as incurred. Generally, amortization of the Company's other long-term assets, such as intangible assets and capitalized computer software, is computed using the straight-line method over the life of the asset. Certain acquired technology assets utilize a double-declining method.

Fully depreciated assets are retained until disposal. Upon disposal, assets and related accumulated depreciation or amortization are removed from the accounts and the net amount, less proceeds from disposal, is charged or credited to operations.

**Advertising Costs.** Advertising costs are expensed as incurred and were \$7.5, \$10.1 and \$11.0 in 2019, 2018 and 2017, respectively.

**Research, Development and Engineering.** Research, development and engineering costs are expensed as incurred and were \$147.1, \$157.4 and \$155.5 in 2019, 2018 and 2017, respectively.

**Shipping and Handling Costs.** The Company recognizes shipping and handling fees billed when products are shipped or delivered to a customer and includes such amounts in net sales. Third-party freight payments are recorded in cost of sales.

**Taxes on Income.** Deferred taxes are provided on an asset and liability method, whereby deferred tax assets are recognized for deductible temporary differences, operating loss carry-forwards and tax credits. Deferred tax liabilities are recognized for taxable temporary differences and undistributed earnings in certain tax jurisdictions. Deferred tax assets are reduced by a valuation allowance when, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Determination of a valuation allowance involves estimates regarding the timing and amount of the reversal of taxable temporary differences, expected future taxable income and the impact of tax planning strategies. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company regularly assesses its position with regard to tax exposures and records liabilities for these uncertain tax positions

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and related interest and penalties, if any, when the tax benefit is not more likely than not realizable. The Company has recorded an accrual that reflects the recognition and measurement process for the financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return. Additional future income tax expense or benefit may be recognized once the positions are effectively settled.

**Sales Tax.** The Company collects sales taxes from customers and accounts for sales taxes on a net basis.

**Cash, Cash Equivalents and Restricted Cash.** The Company considers highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents. The Company had \$3.6 and \$105.3 of restricted cash at December 31, 2019 and 2018, respectively. Restricted cash as of December 31, 2018, primarily related to the acquisition of the remaining shares in Diebold Nixdorf AG.

**Financial Instruments.** The carrying amount of cash and cash equivalents, short-term investments, trade receivables and accounts payable approximated their fair value because of the relatively short maturity of these instruments. The Company's risk-management strategy utilizes derivative financial instruments such as forwards to hedge certain foreign currency exposures and interest rate swaps to manage interest rate risk. The intent is to offset gains and losses that occur on the underlying exposures, with gains and losses on the derivative contracts hedging these exposures. The Company does not enter into derivatives for trading purposes. The Company recognizes all derivatives on the balance sheet at fair value. Changes in the fair values of derivatives that are not designated as hedges are recognized in earnings. If the derivative is designated and qualifies as a hedge, depending on the nature of the hedge, changes in the fair value of the derivatives are either offset against the change in the hedged assets or liabilities through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings.

**Fair Value.** The Company measures its financial assets and liabilities using one or more of the following three valuation techniques:

Valuation technique	Description
Market approach	Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
Cost approach	Amount that would be required to replace the service capacity of an asset (replacement cost).
Income approach	Techniques to convert future amounts to a single present amount based upon market expectations.

The hierarchy that prioritizes the inputs to valuation techniques used to measure fair value is divided into three levels:

Fair value level	Description
Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities.  Fair value of investments categorized as level 1 are determined based on period end closing prices in active markets. Mutual funds are valued at their net asset value (NAV) on the last day of the period.
Level 2	Unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active or inputs, other than quoted prices in active markets, that are observable either directly or indirectly.  Fair value of investments categorized as level 2 are determined based on the latest available ask price or latest trade price if listed. The fair value of unlisted securities is established by fund managers using the latest reported information for comparable securities and financial analysis. If the manager believes the fund is not capable of immediately realizing the fair value otherwise determined, the manager has the discretion to determine an appropriate value. Common collective trusts are valued at NAV on the last day of the period.
Level 3	Unobservable inputs for which there is little or no market data.
NAV	Fair value of investments categorized as NAV represent the plan's interest in private equity, hedge and property funds. The fair value for these assets is determined based on the NAV as reported by the underlying investment managers.

A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company uses the end of the period when determining the timing of transfers between levels.

**Short-Term Investments** The Company has investments in certificates of deposit that are recorded at cost, which approximates fair value.



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Assets Held in Rabbi Trusts / Deferred Compensation The fair value of the assets held in rabbi trusts (refer to note 7 and note 15) is derived from investments in a mix of money market, fixed income and equity funds managed by Bank of America/Merrill Lynch. The related deferred compensation liability is recorded at fair value.

Foreign Exchange Contracts The valuation of foreign exchange forward and option contracts is determined using valuation techniques, including option models tailored for currency derivatives. These contracts are valued using the market approach based on observable market inputs. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including spot rates, foreign currency forward rates, the interest rate curve of the domestic currency, and foreign currency volatility for the given currency pair.

Forward Contracts A substantial portion of the Company's operations and revenues are international. As a result, changes in foreign exchange rates can create substantial foreign exchange gains and losses from the revaluation of non-functional currency monetary assets and liabilities.

Option Contracts A put option gives the purchaser of the option the right to sell, and the writer of the option the obligation to buy, the underlying security at any time during the option period. A call option gives the purchaser of the option the right to buy, and the writer of the option the obligation to sell, the underlying security at any time during the option period. The gain or loss on these non-designated derivative instruments is reflected in other income (expense) miscellaneous, net in the Company's consolidated statements of operations.

Interest Rate Swaps The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

Assets and Liabilities Recorded at Carrying Value The fair value of the Company's cash and cash equivalents, trade receivables and accounts payable, approximates the carrying value due to the relative short maturity of these instruments.

Refer to note 18 for further details of assets and liabilities subject to fair value measurement.

**Trade Receivables.** The Company evaluates the collectability of trade receivables based on a percentage of sales related to historical loss experience and current trends. The Company will also record periodic adjustments for known events such as specific customer circumstances and changes in the aging of accounts receivable balances. After all efforts at collection have been unsuccessful, the account is deemed uncollectible and is written off.

**Financing Receivables.** The Company evaluates the collectability of notes and finance lease receivables (collectively, financing receivables) on a customer-by-customer basis and evaluates specific customer circumstances, aging of invoices, credit risk changes and payment patterns and historical loss experience. When the collectability is determined to be at risk based on the above criteria, the Company records the allowance for credit losses, which represents the Company's current exposure less estimated reimbursement from insurance claims. After all efforts at collection have been unsuccessful, the account is deemed uncollectible and is written off.

**Inventories.** The Company primarily values inventories using average or standard costing utilizing lower of cost or net realizable value. The Company identifies and writes down its excess and obsolete inventories to net realizable value based on usage forecasts, order volume and inventory aging. With the development of new products, the Company also rationalizes its product offerings and will write-down discontinued product to the lower of cost or net realizable value.

**Deferred Revenue.** Deferred revenue is recorded for any services billed to customers and not yet recognizable if the contract period has commenced or for the amount collected from customers in advance of the contract period commencing. In addition, deferred revenue is recorded for products and other deliverables that are billed to and collected from customers prior to revenue being recognizable.

**Goodwill.** Goodwill is the cost in excess of the net assets of acquired businesses (refer to note 8). The Company tests all existing goodwill at least annually for impairment on a reporting unit basis. The annual goodwill impairment test was performed as of October 31 for all periods presented.

The Company tests for interim impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the carrying value of a reporting unit below its reported amount. Each year, the Company may elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. In evaluating whether it is more likely than not the fair value of a reporting unit is less than its carrying amount, the Company

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considers the following events and circumstances, among others, if applicable: (a) macroeconomic conditions such as general economic conditions, limitations on accessing capital or other developments in equity and credit markets; (b) industry and market considerations such as competition, multiples or metrics and changes in the market for the Company's products and services or regulatory and political environments; (c) cost factors such as raw materials, labor or other costs; (d) overall financial performance such as cash flows, actual and planned revenue and earnings compared with actual and projected results of relevant prior periods; (e) other relevant events such as changes in key personnel, strategy or customers; (f) changes in the composition of a reporting unit's assets or expected sales of all or a portion of a reporting unit; and (g) any sustained decrease in share price.

If the Company's qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying value, or if management elects to perform a quantitative assessment of goodwill, an impairment test is used to identify potential goodwill impairment and measure the amount of any impairment loss to be recognized. The Company compares the fair value of each reporting unit with its carrying value and recognizes an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. The fair value of the reporting units is determined based upon a combination of the income valuation and market approach in valuation methodology. The income approach uses discounted estimated future cash flows, whereas the market approach or guideline public company method utilizes market data of similar publicly traded companies. The fair value of the reporting unit is defined as the price that would be received to sell the net assets or transfer the net liabilities in an orderly transaction between market participants at the assessment date.

The techniques used in the Company's qualitative assessment incorporate a number of assumptions that the Company believes to be reasonable and to reflect market conditions forecast at the assessment date. Assumptions in estimating future cash flows are subject to a high degree of judgment. The Company makes all efforts to forecast future cash flows as accurately as possible with the information available at the time the forecast is made. To this end, the Company evaluates the appropriateness of its assumptions as well as its overall forecasts by comparing projected results of upcoming years with actual results of preceding years and validating that differences therein are reasonable. Key assumptions, all of which are Level 3 inputs, relate to price trends, material costs, discount rate, customer demand and the long-term growth and foreign exchange rates. A number of benchmarks from independent industry and other economic publications were also used. Changes in assumptions and estimates after the assessment date may lead to an outcome where impairment charges would be required in future periods. Specifically, actual results may vary from the Company's forecasts and such variations may be material and unfavorable, thereby triggering the need for future impairment tests where the conclusions may differ in reflection of prevailing market conditions.

**Contingencies.** Liabilities for loss contingencies arising from claims, assessments, litigation, fines, penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. As additional information becomes available, any potential liability related to these matters is assessed and the estimates are revised, if necessary. Legal costs incurred in connection with loss contingencies are expensed as incurred.

**Pensions and Other Post-retirement Benefits.** Annual net periodic expense and benefit liabilities under the Company's defined benefit plans are determined on an actuarial basis. Assumptions used in the actuarial calculations have a significant impact on plan obligations and expense. Members of the management investment committee periodically review the actual experience compared with the more significant assumptions used and make adjustments to the assumptions, if warranted. The healthcare trend rates are reviewed based upon the results of actual claims experience. The discount rate is determined by analyzing the average return of high-quality (i.e., AA-rated) fixed-income investments and the year-over-year comparison of certain widely used benchmark indices as of the measurement date. The expected long-term rate of return on plan assets is determined using the plans' current asset allocation and their expected rates of return based on a geometric averaging over 20 years. The rate of compensation increase assumptions reflects the Company's long-term actual experience and future and near-term outlook. Pension benefits are funded through deposits with trustees or directly by the plan administrator. Other post-retirement benefits are not funded and the Company's policy is to pay these benefits as they become due.

The Company recognizes the funded status of each of its plans in the consolidated balance sheets. Amortization of unrecognized net gain or loss resulting from experience different from that assumed and from changes in assumptions (excluding asset gains and losses not yet reflected in market-related value) is included as a component of net periodic benefit cost for a year if, as of the beginning of the year, that unrecognized net gain or loss exceeds five percent of the greater of the projected benefit obligation or the market-related value of plan assets. If amortization is required, the amortization is that excess divided by the average remaining service period of participating employees expected to receive benefits under the plan.

The Company records a curtailment when an event occurs that significantly reduces the expected years of future service or eliminates the accrual of defined benefits for the future services of a significant number of employees. A curtailment gain is recorded when the employees who are entitled to the benefits terminate their employment; a curtailment loss is recorded when it becomes probable a loss will occur. Upon a settlement, the Company recognizes the proportionate amount of the unamortized gains and losses if the cost of all settlements during the year exceeds the interest component of net periodic cost for the affected plan. Expense from curtailments and settlements is recorded in selling and administrative expense on the consolidated statements of operations.

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**Noncontrolling Interests and Redeemable Noncontrolling Interests.** Noncontrolling interests represent the portion of profit or loss, net assets and comprehensive income that is not allocable to the Company. During 2018 and 2017, net income attributable to noncontrolling interests primarily represented guaranteed dividends that the Company was obligated to pay to the noncontrolling shareholders of Diebold Nixdorf AG.

Noncontrolling interests with redemption features, such as put rights, that are not solely within the Company's control are considered redeemable noncontrolling interests. Redeemable noncontrolling interests are presented outside of equity on the Company's consolidated balance sheets. The balance of redeemable noncontrolling interests is reported at the greater of its carrying value or its maximum redemption value at each reporting date. Refer to note 12 for more information.

Acquired redeemable noncontrolling interests are recorded at fair value by applying the income approach using unobservable inputs for projected cash flows, including but not limited, to net sales and operating profit, and a discount rate, which are considered Level 3 inputs.

**Related Party Transactions.** The Company has certain strategic alliances that are not consolidated. The Company tests these strategic alliances annually, individually and in aggregate, to determine materiality. The Company owns 40.0 percent of Inspur (Suzhou) Financial Information Technology Co., Ltd (Inspur JV) and 43.6 percent of Aisino-Wincor Retail & Banking Systems (Shanghai) Co., Ltd (Aisino JV) as of December 31, 2019. The Company engages in transactions in the ordinary course of business. The Company's strategic alliances are not significant subsidiaries and are accounted for under the equity method of investments. As of December 31, 2019, the Company had accounts receivable and accounts payable balances with these affiliates of \$10.3 and \$11.8, respectively, which is included in trade receivables, less allowances for doubtful accounts and accounts payable, respectively, on the consolidated balance sheets. During the fourth quarter of 2018, the Company recorded a charge of \$19.2 for its investment in its Aisino strategic alliance as a result of the weakening banking market in China. The charge was included in equity in (loss) earnings of unconsolidated subsidiaries, net in its consolidated statements of operations.

As of December 31, 2018, the Company had a minority equity stake in Kony, which was accounted for using the cost method of accounting. In September 2019, the Company's interest in Kony was sold for cash proceeds of \$21.3. The Company's carrying value in Kony was \$14.0, resulting in a gain of \$7.3.

**Recently Adopted Accounting Guidance**

The effects of the adoption of the ASUs listed below did not significantly impact the Company's financial statements:

Standards Adopted	Description	Effective Date
ASU 2016-02, Leases	The standard requires that a lessee recognize on its balance sheet right-of-use (ROU) assets and corresponding liabilities resulting from leasing transactions, as well as additional financial statement disclosures. The Company elected the option to apply the transition requirements in ASC 842 at the effective date of January 1, 2019. The effects of initially applying ASC 842 resulted in no cumulative adjustment to retained earnings in the period of adoption. The provisions of this update apply to substantially all leased assets.	January 1, 2019

**Recently Issued Accounting Guidance**

The Company has considered the recent ASUs issued by the Financial Accounting Standards Board (FASB) summarized below, which could significantly impact its financial statements:

Standards Pending Adoption	Description	Effective/Adoption Date	Anticipated Impact
ASU 2018-13, Fair Value Measurement (Topic 820) - Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement	The standard is designed to improve the effectiveness of disclosures by removing, modifying and adding disclosures related to fair value measurements.	January 1, 2020	The Company does not expect this ASU will have a significant impact on its consolidated financial statements.

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Standards Pending Adoption	Description	Effective/ Adoption Date	Anticipated Impact
ASU 2018-18, Collaborative Arrangements (Topic 808): Clarifying the Interaction between Topic 808 and Topic 606	The amendments in this update provide guidance on whether certain transactions between collaborative arrangement participants should be accounted for under Topic 606.	January 1, 2020	The Company does not expect this ASU will have a significant impact on its consolidated financial statements.
ASU 2016-13, Financial Instruments - Credit Losses	The amendments in this update replace the incurred loss impairment methodology with the current expected credit loss methodology. This will change the measurement of credit losses on financial instruments and the timing of when such losses are recorded.	January 1, 2020	The Company does not expect this ASU will have a significant impact on its consolidated financial statements.
ASU 2018-14, Compensation - Retirement Benefits - Defined Benefit Plans - General Subtopic 715-20 - Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans	The standard is designed to improve the effectiveness of disclosures by removing and adding disclosures related to defined benefit plans.	January 1, 2021	The Company is currently assessing the impact this ASU will have on its consolidated financial statements. The ASU allows for early adoption in any year end after issuance of the update.
ASU 2019-01 Leases (Topic 842) Codification Improvements	The standard is designed to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing essential information about leasing transactions.	January 1, 2020	The Company does not expect this ASU will have a significant impact on its consolidated financial statements.
ASU 2019-04 Codification Improvements to Topic 326, Financial Instruments - Credit Losses, Topic 815 Derivatives and Hedging, and Topic 825, Financial Instruments	The standard is designed to clarify, correct, and improve various aspects of the guidance in the following ASUs related to financial instruments: ASU 2016-01 - Financial Instruments - Overall (Subtopic 825-10) Recognition and Measurement of Financial Assets and Liabilities, ASU 2016-13 - Financial Instruments - Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments and ASU 2017-12 - Derivatives and Hedging (Topic 815): Targeted Improvements for Hedging Activities.	January 1, 2020	The Company does not expect this ASU will have a significant impact on its consolidated financial statements.
ASU 2019-10 Financial Instruments - Credit Losses (Topic 326), Derivatives and Hedging (Topic 815) and Leases (Topic 842) -Effective Dates	The standard modifies timing of adopting certain ASUs based on feedback obtained from stakeholders regarding the challenges of adopting.	Varies based on ASUs within 2019-10	The Company is currently assessing the impact this ASU will have on its consolidated financial statements.
ASU 2019-12 - Income Taxes (Topic 740) - Simplifying the Accounting for Income Taxes	The standard simplify the accounting for income taxes by removing certain exceptions to the general principals in Topic 740, Income Taxes and improves consistent application or and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance.	January 1, 2021	The Company is currently assessing the impact this ASU will have on its consolidated financial statements. The ASU allows for early adoption in any year end after issuance of the update.

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**NOTE 2: EARNINGS (LOSS) PER SHARE**

Basic earnings (loss) per share is based on the weighted-average number of common shares outstanding. Diluted earnings (loss) per share includes the dilutive effect of potential common shares outstanding. Under the two-class method of computing earnings (loss) per share, non-vested share-based payment awards that contain rights to receive non-forfeitable dividends are considered participating securities. The Company's participating securities include restricted stock units (RSUs), director deferred shares and shares that were vested but deferred by employees. The Company calculated basic and diluted earnings (loss) per share under both the treasury stock method and the two-class method. For the years presented there were no differences in the earnings (loss) per share amounts calculated using the two methods. Accordingly, the treasury stock method is disclosed below.

The following table represents amounts used in computing earnings (loss) per share and the effect on the weighted-average number of shares of dilutive potential common shares for the years ended December 31:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
<b>Numerator</b>			
Income (loss) used in basic and diluted loss per share			
Net loss	\$ (344.6)	\$ (528.7)	\$ (213.9)
Net (loss) income attributable to noncontrolling interests	(3.3)	2.7	27.6
Net loss attributable to Diebold Nixdorf, Incorporated	<u>\$ (341.3)</u>	<u>\$ (531.4)</u>	<u>\$ (241.5)</u>
<b>Denominator</b>			
Weighted-average number of common shares used in basic and diluted earnings (loss) per share <sup>(1)</sup>	76.7	76.0	75.5
Net loss attributable to Diebold Nixdorf, Incorporated			
Basic and diluted loss per share	<u>\$ (4.45)</u>	<u>\$ (6.99)</u>	<u>\$ (3.20)</u>
<b>Anti-dilutive shares</b>			
Anti-dilutive shares not used in calculating diluted weighted-average shares	3.2	4.5	3.4

<sup>(1)</sup> Incremental shares of 1.6, 0.7 and 0.7 were excluded from the computation of diluted loss per share for the years ended December 31, 2019, 2018 and 2017, respectively, because their effect is anti-dilutive due to the loss from operations.

**NOTE 3: SHARE-BASED COMPENSATION AND EQUITY**

**Dividends.** On the basis of amounts declared and paid quarterly, the annualized dividends per share were \$0.10 and \$0.40 for the years ended December 31, 2018 and 2017, respectively. The Company did not pay any dividends in 2019. In May 2018, the Company announced its decision to reallocate future dividend funds towards debt reduction and other capital resource needs.

**Share-Based Compensation Cost.** The Company recognizes costs resulting from all share-based payment transactions based on the fair market value of the award as of the grant date. Awards are valued at fair value and compensation cost is recognized on a straight-line basis over the requisite periods of each award. The Company estimated forfeiture rates are based on historical experience. To cover the exercise and/or vesting of its share-based payments, the Company generally issues new shares from its authorized, unissued share pool. The number of common shares that may be issued pursuant to the 2017 Equity and Performance Incentive Plan (the 2017 Plan) was 9.1, of which 4.1 shares were available for issuance at December 31, 2019.

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The following table summarizes the components of the Company's employee and non-employee directors share-based compensation programs recognized as selling and administrative expense for the years ended December 31:

	2019	2018	2017
Stock options			
Pre-tax compensation expense	\$ 1.5	\$ 2.8	\$ 4.6
Tax benefit	(0.2)	(0.6)	(1.3)
Stock option expense, net of tax	<u>\$ 1.3</u>	<u>\$ 2.2</u>	<u>\$ 3.3</u>
RSU's			
Pre-tax compensation expense	\$ 11.6	\$ 19.8	\$ 16.4
Tax benefit	(2.5)	(4.3)	(4.0)
RSU expense, net of tax	<u>\$ 9.1</u>	<u>\$ 15.5</u>	<u>\$ 12.4</u>
Performance shares			
Pre-tax compensation expense	\$ 10.9	\$ 14.0	\$ 12.9
Tax benefit	(2.9)	(3.3)	(3.0)
Performance share expense, net of tax	<u>\$ 8.0</u>	<u>\$ 10.7</u>	<u>\$ 9.9</u>
Total share-based compensation			
Pre-tax compensation expense	\$ 24.0	\$ 36.6	\$ 33.9
Tax benefit	(5.6)	(8.2)	(8.3)
Total share-based compensation, net of tax	<u>\$ 18.4</u>	<u>\$ 28.4</u>	<u>\$ 25.6</u>

The following table summarizes information related to unrecognized share-based compensation costs as of December 31, 2019:

	Unrecognized Cost	Weighted- Average Period (years)
Stock options	\$ 2.0	1.4
RSUs	8.8	1.2
Performance shares	10.8	1.2
	<u>\$ 21.6</u>	

#### SHARE-BASED COMPENSATION AWARDS

Stock options, RSUs and performance shares have been issued to officers and other management employees under the Company's Amended and Restated 1991 Equity and Performance Incentive Plan (as amended and restated as of February 12, 2014) (the 1991 Plan) and the 2017 Plan. Certain awards have accelerated vesting clauses that result in a non-substantive vesting requirement, which results in either immediate or accelerated expense.

##### Stock Options

Stock options generally vest after a period of one year to three years and have a maturity of ten years from the issuance date. Option exercise prices equal the closing price of the Company's common shares on the date of grant. The estimated fair value of the options granted was calculated using a Black-Scholes option pricing model using the following assumptions:

	2019	2018	2017
Expected life (in years)	3	3	3
Weighted-average volatility	62%	36%	31%
Risk-free interest rate	2.32-2.58%	2.39-2.42%	1.28%
Expected dividend yield	—%	2.24%	1.65%

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The Company uses historical data to estimate option exercise timing within the valuation model. Employees with similar historical exercise behavior with regard to timing and forfeiture rates are considered separately for valuation and attribution purposes. Expected volatility is based on historical volatility of the price of the Company's common shares over the expected life of the equity instrument. The risk-free rate of interest is based on a zero-coupon U.S. government instrument over the expected life of the equity instrument. The expected dividend yield is based on actual dividends paid per share and the price of the Company's common shares.

Options outstanding and exercisable as of December 31, 2019 and changes during the year ended were as follows:

	Number of Shares	Weighted- Average Exercise Price (per share)	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value <sup>(1)</sup>
Outstanding at January 1, 2019	2.5	\$ 27.05		
Expired or forfeited	(1.3)	\$ 29.62		
Granted	1.2	\$ 4.67		
Outstanding at December 31, 2019	<u>2.4</u>	\$ 14.89	8	\$ —
Options exercisable at December 31, 2019	<u>0.8</u>	\$ 26.67	6	\$ —
Options vested and expected to vest <sup>(2)</sup> at December 31, 2019	2.4	\$ 14.89	8	\$ 6.9

<sup>(1)</sup> The aggregate intrinsic value represents the total pre-tax intrinsic value (the difference between the Company's closing share price on the last trading day of the year in 2019 and the exercise price, multiplied by the number of "in-the-money" options) that would have been received by the option holders had all option holders exercised their options on December 31, 2019. The amount of aggregate intrinsic value will change based on the fair market value of the Company's common shares.

<sup>(2)</sup> The expected to vest options are the result of applying the pre-vesting forfeiture rate assumption to total outstanding non-vested options.

The aggregate intrinsic value of options exercised was minimal for the years ended December 31, 2019, 2018, and 2017. The weighted-average, grant-date fair value of stock options granted for the years ended December 31, 2019, 2018 and 2017 was \$2.00, \$4.21 and \$4.57, respectively. Total fair value of stock options vested during the years ended December 31, 2019, 2018 and 2017 was \$7.8, \$3.0 and \$2.4, respectively. There were no options exercised during the years ended December 31, 2019 or 2018. Exercise of options during the year ended December 31, 2017 resulted in cash receipts of \$0.3.

### Restricted Stock Units

Each RSU provides for the issuance of one common share of the Company at no cost to the holder and are granted to both employees and non-employee directors. RSUs granted to employees prior to 2016 vest after a period of three years. RSUs granted to employees during or after 2016 ratably vest per annum over a three-year period and for non-employee directors cliff vest after one year. During the vesting period, employees and non-employee directors are paid the cash equivalent of dividends on RSUs. Non-vested employee RSUs are forfeited upon termination unless the Board of Directors determines otherwise.

Non-vested RSUs outstanding as of December 31, 2019 and changes during the year ended were as follows:

	Number of Shares	Weighted- Average Grant-Date Fair Value
Non-vested at January 1, 2019	1.6	\$ 19.66
Forfeited	(0.1)	\$ 19.63
Vested	(0.8)	\$ 20.24
Granted <sup>(1)</sup>	<u>1.5</u>	\$ 5.05
Non-vested at December 31, 2019	<u>2.2</u>	\$ 9.99

<sup>(1)</sup> The RSUs granted during the year ended December 31, 2019 included 0.1 one year RSUs to non-employee directors under the 1991 Plan. These RSUs had a weighted-average, grant-date fair value of \$12.71.

The weighted-average grant-date fair value of RSUs granted for the years ended December 31, 2019, 2018 and 2017 was \$5.05, \$17.34 and \$26.81, respectively. The total fair value of RSUs vested during the years ended December 31, 2019, 2018 and 2017 was \$14.4, \$18.9 and \$13.9, respectively.

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**Performance Shares**

Performance shares are granted to employees and vest based on the achievement of certain performance objectives, as determined by the Board of Directors each year. The estimated fair value of certain performance shares granted was calculated using the Monte Carlo simulation method. Each performance share earned entitles the holder to one common share of the Company. The Company's performance shares include performance objectives that are assessed after a period of three years as well as performance objectives that are assessed annually over a period of three years. No shares are vested unless certain performance threshold objectives are met.

Non-vested performance shares outstanding as of December 31, 2019 and changes during the year ended were as follows:

	Number of Shares	Weighted- Average Grant-Date Fair Value
Non-vested at January 1, 2019 <sup>(1)</sup>	3.0	\$ 26.90
Forfeited	(0.5)	\$ 27.21
Vested	(0.2)	\$ 26.60
Granted	0.1	\$ 9.90
Non-vested at December 31, 2019	<u>2.4</u>	<u>\$ 26.44</u>

<sup>(1)</sup> Non-vested performance shares are based on a maximum potential payout. Actual shares vested at the end of the performance period may be less than the maximum potential payout level depending on achievement of the performance objectives, as determined by the Board of Directors.

The weighted-average grant-date fair value of performance shares granted for the years ended December 31, 2019, 2018 and 2017 was \$9.90, \$22.65 and \$31.31, respectively. The total fair value of performance shares vested during the years ended December 31, 2019, 2018 and 2017 was \$6.0, \$5.5 and \$3.6, respectively.

**Director Deferred Shares**

The Company has a minimal amount of deferred shares which are both vested and outstanding that were issued to non-employee directors under the 1991 Plan and will be issued at the end of the deferral period.

**NOTE 4: INCOME TAXES**

The following table presents components of loss from operations before taxes for the years ended December 31:

	2019	2018	2017
Domestic	\$ (249.6)	\$ (300.9)	\$ (212.6)
Foreign	20.7	(177.4)	20.7
Total	<u>\$ (228.9)</u>	<u>\$ (478.3)</u>	<u>\$ (191.9)</u>

The following table presents the components of income tax (benefit) expense for the years ended December 31:

	2019	2018	2017
Current			
U.S. federal	\$ 0.7	\$ 0.8	\$ (5.9)
Foreign	36.1	49.0	72.9
State and local	1.5	1.9	1.7
Total current	<u>38.3</u>	<u>51.7</u>	<u>68.7</u>
Deferred			
U.S. federal	78.1	4.6	7.6
Foreign	(11.7)	(19.8)	(44.9)
State and local	12.0	0.7	(3.1)
Total deferred	<u>78.4</u>	<u>(14.5)</u>	<u>(40.4)</u>
Income tax expense (benefit)	<u>\$ 116.7</u>	<u>\$ 37.2</u>	<u>\$ 28.3</u>



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In addition to the income tax expense (benefit) listed above for the years ended December 31, 2019, 2018 and 2017, income tax (benefit) expense allocated directly to shareholders equity for the same periods was \$(19.1), \$8.5 and \$7.2, respectively. The income tax (benefit) expense allocated directly to shareholders equity for the years ended December 31, 2019, 2018 and 2017 also includes expense of \$(2.4), \$(11.6) and \$9.9, respectively, related to current year movement in valuation allowance.

Income tax expense (benefit) attributable to loss from operations before taxes differed from the amounts computed by applying the U.S. federal income tax rate of 21 percent to pre-tax loss from operations for years ended December 31, 2019 and 2018 as a result of the Tax Act. The applicable U.S. federal rate of 35 percent to pre-tax loss from operations was used for 2017. The following table presents these differences for the years ended December 31:

	2019	2018	2017
Statutory tax benefit	\$ (48.1)	\$ (100.5)	\$ (67.2)
State and local taxes (net of federal tax benefit)	(3.8)	1.5	(1.1)
Brazil non-taxable incentive	(5.8)	(3.8)	(3.9)
Valuation allowances	46.2	80.6	10.5
Barbados loan restructuring	83.1	—	—
Netherlands liquidation deferred tax	5.9	—	—
Goodwill impairment	—	34.0	—
Foreign tax rate differential	(1.4)	(33.7)	(31.5)
Tax on unremitted foreign earnings	8.9	4.9	14.4
Accrual adjustments	4.0	3.1	4.1
Tax Act - rate impact on deferred tax balance	—	(2.5)	45.1
U.S. taxed foreign income	10.5	32.6	36.6
Business tax credits	—	(1.1)	(0.6)
Non-deductible (non-taxable) items	18.0	18.9	22.1
Return to provision and prior year true up	(3.8)	1.6	(1.4)
Withholding tax and other taxes	6.8	1.7	1.5
Other	(3.8)	(0.1)	(0.3)
Income tax expense (benefit)	<u>\$ 116.7</u>	<u>\$ 37.2</u>	<u>\$ 28.3</u>

The effective tax rate for 2019 was (51.0) percent and is primarily due to the U.S. taxed foreign income, including global intangible low-taxed income (GILTI), valuation allowances recorded on certain foreign and state jurisdictions and U.S. foreign tax credits that management concluded did not meet the more likely than not criteria for realization and the tax effects related to the Barbados structure collapse. The Company's collapse of its Barbados structure to meet the covenant requirements under its credit agreement resulted in a net tax expense of \$46.3 inclusive of the offsetting valuation allowance release relating to the Company's non-deductible interest expense that was carried forward from December 31, 2018. No taxes are currently payable related to the Barbados structure collapse.

The Tax Act was enacted on December 22, 2017. The Tax Act reduced the U.S. federal corporate income tax rate from 35 percent to 21 percent, required companies to pay a one-time transition tax on earnings for certain foreign subsidiaries and created new taxes on certain foreign sourced earnings. Due to the complexities involved in accounting for the enacted Tax Act, the Company applied the guidance in SAB 118 and a reasonable estimate of the impacts was included for the year ended December 31, 2017. At December 31, 2017, the Company recorded a non-cash charge to tax expense of \$81.7 of which \$45.1 represented the reduction to deferred income taxes for the income tax rate change and \$36.6 related to the one-time transition tax on deferred foreign earnings. As of December 31, 2018, the Company completed the accounting as required under SAB 118 for items previously considered provisional. While the Company was able to make an estimate of the transition tax for 2017, it continued to gather additional information to more precisely compute the amount reported on its 2017 U.S. federal tax return which was filed in the fourth quarter of 2018. Additionally, the Company was affected by other analyses related to the Tax Act. Transition tax was \$41.1 greater than the Company's initial estimate and was included in tax expense for 2018. Likewise, while the Company was able to make an estimate of the impact of the reduction to the corporate tax rate, in 2018 the Company recorded additional tax benefits of \$2.5 as a result of adjustments made to federal temporary differences including a pension contribution made in 2018 that was deductible for 2017 at the higher 35 percent federal tax rate. In 2018, the Company also recorded a tax benefit of \$8.5 related to the one-time transition tax for a fiscal year foreign subsidiary.

The effective tax rate for 2018 was (7.8) percent on the overall loss from operations and was primarily due to a goodwill impairment charge, the Tax Act, valuation allowances on certain foreign and state credits and the higher interest expense burden resulting

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from the debt restructuring. More specifically, the expense on loss reflects the reduction of the U.S. federal corporate income tax rate from 35 percent to 21 percent, refinement of the transition tax under SAB 118, goodwill impairment charge, which for tax purposes is primarily nondeductible and the business interest deduction limitation. As a result, the Company's debt restructuring activity during the year, a full valuation allowance was required on the current year nondeductible business interest expense. In addition, the overall effective tax rate is impacted by the jurisdictional income (loss) and varying respective statutory rates which is reflected in the foreign tax rate differential caption of the rate reconciliation.

The effective tax rate for 2017 was (14.7) percent on the overall loss from operations and was primarily driven by the provisional impacts of the TaxAct. In addition to the impact of the TaxAct, the overall effective tax rate is impacted by the jurisdictional income (loss) and varying respective statutory rates which is reflected in the foreign tax rate differential caption of the rate reconciliation.

The Company recognizes the benefit of tax positions taken or expected to be taken in its tax returns in the consolidated financial statements when it is more likely than not that the position will be sustained upon examination by authorities. Recognized tax positions are measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement.

Details of the unrecognized tax benefits are as follows:

	2019	2018	2017
<b>Balance at January 1</b>	\$ 49.5	\$ 48.4	\$ 43.2
Increases (decreases) related to prior year tax positions, net	5.1	(1.5)	6.1
Increases related to current year tax positions	4.4	4.8	7.5
Settlements	(5.5)	(1.5)	(1.8)
Reductions due to lapse of applicable statute of limitations	(2.6)	(0.7)	(6.6)
<b>Balance at December 31</b>	<u>\$ 50.9</u>	<u>\$ 49.5</u>	<u>\$ 48.4</u>

The entire amount of unrecognized tax benefits, if recognized, would affect the Company's effective tax rate.

The Company classifies interest expense and penalties related to the underpayment of income taxes in the consolidated financial statements as income tax expense. As of December 31, 2019 and 2018, accrued interest and penalties related to unrecognized tax benefits totaled \$8.5 and \$6.3, respectively.

Within the next 12 months, it is reasonably possible that we could decrease our unrecognized tax benefits by an estimate of up to \$7, primarily as a result of a foreign tax examination resolution.

At December 31, 2019, the Company is under audit by the Internal Revenue Service (IRS) for the tax year ended December 31, 2016. There are no other outstanding audits by the IRS and all U.S. federal tax years prior to 2014 are closed by statute. The Company is subject to tax examination in various U.S. state jurisdictions for tax years 2010 to the present. In addition, the Company is subject to a German tax audit for tax years 2014-2017, and other various foreign jurisdictions for tax years 2011 to the present.

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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities at December 31 are as follows:

	2019	2018
<b>Deferred tax assets</b>		
Accrued expenses	\$ 12.4	\$ 64.0
Warranty accrual	8.7	6.7
Deferred compensation	9.8	9.6
Allowances for doubtful accounts	5.4	3.2
Inventories	12.7	23.9
Deferred revenue	18.3	28.6
Pensions, post-retirement and other benefits	69.1	76.9
Tax credits	65.1	74.1
Net operating loss carryforwards (NOL's)	197.1	160.0
Capital loss carryforwards	3.1	2.6
State deferred taxes	8.8	19.8
Lease liability	32.8	—
Other	17.3	24.2
	<u>460.6</u>	<u>493.6</u>
Valuation allowances	(217.7)	(175.4)
<b>Net deferred tax assets</b>	<u>\$ 242.9</u>	<u>\$ 318.2</u>
<b>Deferred tax liabilities</b>		
Property, plant and equipment, net	\$ 26.9	\$ 30.2
Goodwill and intangible assets	154.1	177.0
Undistributed earnings	30.0	20.6
Right-of-use assets	32.5	—
<b>Net deferred tax liabilities</b>	<u>243.5</u>	<u>227.8</u>
<b>Net deferred tax (liability) asset</b>	<u>\$ (0.6)</u>	<u>\$ 90.4</u>

Deferred income taxes reported in the consolidated balance sheets as of December 31 are as follows:

	2019	2018
Deferred income taxes - assets	\$ 120.8	\$ 243.9
Deferred income taxes - liabilities	(134.5)	(153.5)
Net deferred tax assets classified as held-for-sale <sup>(1)</sup>	13.1	—
<b>Net deferred tax (liabilities) assets</b>	<u>\$ (0.6)</u>	<u>\$ 90.4</u>

<sup>(1)</sup>As of December 31, 2018, the Company recorded an immaterial net deferred tax liability classified as assets held-for-sale, which is not included in the above table.

The Company corrected an immaterial error related to deferred tax liabilities included within long-term liabilities, and related corrections to goodwill and shareholders' equity in the comparable period, as presented. See Note 1 for additional detail.

As of December 31, 2019, the Company had domestic and international net operating loss (NOL) carryforwards of \$1,085.3, resulting in an NOL deferred tax asset of \$197.1. Of these NOL carryforwards, \$619.7 expire at various times between 2020 and 2040 and \$465.6 does not expire. At December 31, 2019, the Company had a domestic foreign tax credit carryforward resulting in a deferred tax asset of \$61.6 that will expire between 2020 and 2029 and a general business credit carryforward resulting in a deferred tax asset of \$3.5 that will expire between 2035 and 2039.

The Company recorded a valuation allowance to reflect the estimated amount of certain U.S., foreign and state deferred tax assets that, more likely than not, will not be realized. The net change in total valuation allowance for the years ended December 31, 2019 and 2018 was an increase of \$42.3 and \$69.8, respectively. The 2019 valuation allowance increase was driven primarily by U.S.

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foreign tax credits, state and foreign NOL carryforwards that are not expected on a more likely than not basis to be realized and was partially offset by the reversal of federal and state valuation allowances previously recorded in 2018 on the nondeductible business interest expense. Of the total 2019 net increase of \$42.3, the Company recorded \$46.2 to tax expense, (\$1.3) was recorded to shareholder's equity and (\$2.6) was reversed against an expired U.S. tax attribute.

For the years ended December 31, 2019 and 2018, provisions were made for foreign withholding taxes and estimated foreign income taxes which may be incurred upon the remittance of certain undistributed earnings in foreign subsidiaries and foreign unconsolidated affiliates. Provisions have not been made for income taxes on \$593.6 of undistributed earnings at December 31, 2019 in foreign subsidiaries and corporate joint ventures that were deemed permanently reinvested. Determination of the amount of unrecognized deferred income tax liabilities on these earnings is not practicable because such liability, if any, depends on certain circumstances existing if and when remittance occurs. A deferred tax liability will be recognized if and when the Company no longer plans to permanently reinvest these undistributed earnings.

The Company's undistributed earnings in foreign subsidiaries that are deemed permanently reinvested decreased compared to the prior year amount and was primarily impacted by the Barbados structure collapse, restructuring initiatives and a change in indefinite reinvestment assertion for a certain subsidiary that met the held-for-sale classification during the year.

**NOTE 5: INVENTORIES**

The following table summarizes the major classes of inventories as of December 31:

	2019	2018
Finished goods	\$ 157.4	\$ 211.2
Service parts	175.4	221.6
Raw materials and work in process	133.7	177.3
Total inventories	<u>\$ 466.5</u>	<u>\$ 610.1</u>

During 2018, the Company re-assessed its inventory and recorded a charge of \$74.5 of various finished goods, service parts, and excess and obsolete inventory due to streamlining the Company's product portfolio and optimizing the manufacturing footprint.

**NOTE 6: PROPERTY, PLANT AND EQUIPMENT**

The following is a summary of property, plant and equipment, at cost less accumulated depreciation and amortization as of December 31:

	Estimated Useful Life (years)	2019	2018
Land and land improvements	(1)	\$ 15.3	\$ 15.6
Buildings and building improvements	15-30	115.8	122.2
Machinery, tools and equipment	5-12	99.3	99.6
Leasehold improvements (2)	10	25.5	26.9
Computer equipment	3	148.7	174.5
Computer software	5-10	143.5	142.9
Furniture and fixtures	5-8	67.6	70.3
Tooling	3-5	137.7	140.9
Construction in progress		5.0	5.3
Total property plant and equipment, at cost		<u>\$ 758.4</u>	<u>\$ 798.2</u>
Less accumulated depreciation and amortization		526.9	494.1
Total property plant and equipment, net		<u>\$ 231.5</u>	<u>\$ 304.1</u>

(1) Estimated useful life for land and land improvements is perpetual and 15 years, respectively.

(2) The estimated useful life for leasehold improvements is the lesser of 10 years or the term of the lease.

During 2019, 2018 and 2017, depreciation expense, computed on a straight-line basis over the estimated useful lives of the related assets, was \$82.2, \$94.4 and \$92.9, respectively.

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**NOTE 7: INVESTMENTS**

The Company's investments, primarily in Brazil, consist of certificates of deposit that are classified as available-for-sale and stated at fair value based upon quoted market prices. Unrealized gains and losses are recorded in AOCI. Realized gains and losses are recognized in investment income and are determined using the specific identification method. There were no realized gains from the sale of securities or proceeds from the sale of available-for-sale securities for the years ended December 31, 2019 and 2018.

The Company has deferred compensation plans that enable certain employees to defer receipt of a portion of their cash, 401(k) or share-based compensation and non-employee directors to defer receipt of director fees at the participants' discretion. For deferred cash-based compensation, the Company established rabbi trusts (refer to note 15), which are recorded at fair value of the underlying securities within securities and other investments. The related deferred compensation liability is recorded at fair value within other long-term liabilities. Realized and unrealized gains and losses on marketable securities in the rabbi trusts are recognized in interest income.

The Company's investments consist of the following:

	Cost Basis	Unrealized Gain	Fair Value
<b>As of December 31, 2019</b>			
Short-term investments			
Certificates of deposit	\$ 10.0	\$ —	\$ 10.0
Long-term investments			
Assets held in a rabbi trust	\$ 5.5	\$ 0.7	\$ 6.2
<b>As of December 31, 2018</b>			
Short-term investments			
Certificates of deposit	\$ 33.5	\$ —	\$ 33.5
Long-term investments:			
Assets held in a rabbi trust	\$ 6.5	\$ (0.2)	\$ 6.3

Securities and other investments also included a cash surrender value of insurance contracts of \$15.2 and \$11.1 as of December 31, 2019 and 2018, respectively, as well as an interest rate swap asset carrying value of \$4.8 as of December 31, 2018, which also represented fair value (refer to note 18). As of December 31, 2019 there was no interest rate swap long term asset.

The Company has certain strategic alliances that are not consolidated. The Company tests these strategic alliances annually, individually and in the aggregate, to determine materiality. The Company owns 40.0 percent of Inspur (Suzhou) Financial Technology Service Co. Ltd. (Inspur JV) and 43.6 percent of Aisino-Wincor Retail & Banking Systems (Shanghai) Co., Ltd. (Aisino JV). The Company engages in transactions in the ordinary course of business with its strategic alliances. The Company's strategic alliances are not significant subsidiaries and are accounted for under the equity method of investments. As of December 31, 2019, the Company had accounts receivable and accounts payable balances with these strategic alliances of \$10.3 and \$11.8, respectively, which are included in trade receivables, less allowances for doubtful accounts and accounts payable on the consolidated balance sheets. During the fourth quarter of 2018, the Company recorded a charge of \$19.2 for its investment in its Aisino strategic alliance as a result of the weakening banking market in China. The charge was included in equity in (loss) earnings of unconsolidated subsidiaries, net in its consolidated statements of operations. The Company continues to assess these strategic alliances as part of the optimization of its portfolio of businesses, which may include the exit or restructuring of these businesses.

In May 2017, the Company announced a strategic partnership with Kony, a leading enterprise mobility and application company, to offer white label mobile application solutions for financial institutions and retailers. In September 2019, the Company's interest in Kony was sold for cash proceeds of \$21.3. The Company's carrying value in Kony was \$14.0, resulting in a gain of \$7.3.

The Company provides financing arrangements to customers purchasing its products. These financing arrangements are largely classified and accounted for as sales-type leases.

The following table presents finance lease receivables sold by the Company for the years ended December 31:

	2019	2018	2017
Finance lease receivables sold	\$ 2.7	\$ 11.1	\$ —

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The following table presents the components of finance lease receivables as of December 31:

	2019	2018
Gross minimum lease receivable	\$ 41.8	\$ 39.0
Allowance for credit losses	(0.3)	(0.4)
Estimated unguaranteed residual values	0.2	0.4
	<u>41.7</u>	<u>39.0</u>
Less:		
Unearned interest income	(2.8)	(3.0)
Unearned residuals	—	(0.1)
	<u>(2.8)</u>	<u>(3.1)</u>
Total	<u>\$ 38.9</u>	<u>\$ 35.9</u>

Future minimum payments due from customers under finance lease receivables as of December 31, 2019 are as follows:

2020	\$ 10.9
2021	7.4
2022	7.3
2023	7.2
2024	6.4
Thereafter	2.6
	<u>\$ 41.8</u>

The Company's combined allowance for finance receivables and notes receivables was \$0.1 and \$0.3 for the years ended December 31, 2019 and 2018, respectively, all resulted from individual impairment evaluation. As of December 31, 2019, finance leases and notes receivables individually evaluated for impairment were \$38.9 and \$4.9, respectively, were assessed with no provision recorded. As of December 31, 2018, finance leases and notes receivables individually evaluated for impairment were \$35.9 and \$4.9, respectively, were assessed with no provision recorded.

The Company records interest income and any fees or costs related to financing receivables using the effective interest method over the term of the lease or loan. The Company reviews the aging of its financing receivables to determine past due and delinquent accounts. Credit quality is reviewed at inception and is re-evaluated as needed based on customer-specific circumstances. Receivable balances 60 days to 89 days past due are reviewed and may be placed on nonaccrual status based on customer-specific circumstances. Receivable balances are placed on nonaccrual status upon reaching greater than 89 days past due. Upon receipt of payment on nonaccrual financing receivables, interest income is recognized and accrual of interest is resumed once the account has been made current or the specific circumstances have been resolved.

As of December 31, 2019 and 2018, the recorded investment in past-due financing receivables was minimal and no recorded investment in finance receivables was past due 90 days or more and still accruing interest.

The following table summarizes the Company's allowances for doubtful accounts:

	2019	2018	2017
Balance at January 1	\$ 58.2	\$ 71.7	\$ 50.4
Charged to costs and expenses	24.4	22.8	54.9
Charged to other accounts <sup>(1)</sup>	(0.9)	(4.1)	1.4
Deductions <sup>(2)</sup>	(39.5)	(32.2)	(35.0)
Balance at December 31	<u>\$ 42.2</u>	<u>\$ 58.2</u>	<u>\$ 71.7</u>

<sup>(1)</sup> Net effects of foreign currency translation.

<sup>(2)</sup> Uncollectible accounts written-off, net of recoveries.

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**NOTE 8: GOODWILL AND OTHER ASSETS**

The Company's three reportable operating segments are Eurasia Banking, Americas Banking and Retail. The Company has allocated goodwill to its Eurasia Banking, Americas Banking and Retail reportable operating segments. The changes in carrying amounts of goodwill within the Company's segments are summarized as follows:

	Eurasia Banking	Americas Banking	Retail	Total
Goodwill	\$ 608.3	\$ 445.0	\$ 283.1	\$ 1,336.4
Accumulated impairment losses	(168.7)	(122.0)	—	(290.7)
<b>Balance at January 1, 2018</b>	<b>\$ 439.6</b>	<b>\$ 323.0</b>	<b>\$ 283.1</b>	<b>\$ 1,045.7</b>
Transferred to assets held for sale	(0.8)	(0.3)	(43.4)	(44.5)
Currency translation adjustment	(8.9)	(7.4)	(6.5)	(22.8)
Goodwill	\$ 598.6	\$ 437.3	\$ 233.2	\$ 1,269.1
Impairment	(123.0)	—	(57.2)	(180.2)
Accumulated impairment losses	(291.7)	(122.0)	(57.2)	(470.9)
<b>Balance at December 31, 2018</b>	<b>\$ 306.9</b>	<b>\$ 315.3</b>	<b>\$ 176.0</b>	<b>\$ 798.2</b>
Divestitures	(0.4)	—	(3.9)	(4.3)
Transferred to assets held for sale	(11.7)	—	—	(11.7)
Currency translation adjustment	(7.3)	(6.0)	(4.9)	(18.2)
Goodwill	\$ 579.2	\$ 431.3	\$ 224.4	\$ 1,234.9
Accumulated impairment losses	(291.7)	(122.0)	(57.2)	(470.9)
<b>Balance at December 31, 2019</b>	<b>\$ 287.5</b>	<b>\$ 309.3</b>	<b>\$ 167.2</b>	<b>\$ 764.0</b>

**Goodwill.** In the fourth quarter of 2019 in connection with the annual goodwill impairment test, the Company estimated the fair value of its reporting units using a combination of the income valuation and market approach methodologies. The determination of the fair value of a reporting unit requires significant estimates and assumptions, including significant unobservable inputs. The key inputs included, but were not limited to, discount rates, terminal growth rates, market multiple data from selected guideline public companies, management's internal forecasts which include numerous assumptions such as projected net sales, gross profit, sales mix, operating and capital expenditures and earnings before interest and taxes margins, among others. Accordingly, no impairment resulted from the annual goodwill impairment test in any of the Company's reporting units.

The Company identified four reporting units, which are Eurasia Banking, Americas Banking, EMEA Retail and Rest of World Retail. Management determined that the Eurasia Banking and EMEA Retail reporting units both had a cushion of approximately 40 percent when compared to their carrying amounts. The Americas Banking reporting unit had significant excess fair value or cushion when compared to its carrying amount. Rest of World Retail had no carrying value as of December 31, 2019. Changes in certain assumptions or the Company's failure to execute on the current plan could have a significant impact to the estimated fair value of the reporting units.

The Company wrote-off \$4.3 of goodwill during the year ended December 31, 2019, as a result of the divestiture of certain non-core businesses in Eurasia Banking and Retail. Additionally, the Company reclassified \$11.7 of goodwill based on relative fair value to assets held for sale during the year ended December 31, 2019 related to non-core businesses in Eurasia Banking.

**Other Assets.** Other assets consists of net capitalized computer software development costs, patents, trademarks and other intangible assets. Where applicable, other assets are stated at cost and, if applicable, are amortized ratably over the relevant contract period or the estimated life of the assets. Fees to renew or extend the term of the Company's intangible assets are expensed when incurred.

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The following summarizes information on intangible assets by major category:

	December 31, 2019			December 31, 2018			
	Weighted-average remaining useful lives	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships, net	6.2 years	\$ 698.7	\$ (251.0)	\$ 447.7	\$ 712.2	\$ (179.1)	\$ 533.1
Internally-developed software	1.8 years	178.2	(132.2)	46.0	189.6	(118.9)	70.7
Development costs non-software	1.2 years	51.5	(47.5)	4.0	52.5	(44.3)	8.2
Other	2.9 years	79.3	(74.7)	4.6	79.5	(66.9)	12.6
Other intangible assets, net		309.0	(254.4)	54.6	321.6	(230.1)	91.5
Total		\$ 1,007.7	\$ (505.4)	\$ 502.3	\$ 1,033.8	\$ (409.2)	\$ 624.6

Amortization expense on capitalized software of \$30.6, \$33.7 and \$34.6 was included in cost of sales for 2019, 2018 and 2017, respectively. The Company's total amortization expense, including deferred financing costs, was \$143.9, \$153.4 and \$159.3 for the years ended December 31, 2019, 2018 and 2017, respectively. The expected annual amortization expense is as follows:

	Estimated amortization
2020	\$ 97.6
2021	87.1
2022	84.4
2023	82.3
2024	80.6
	\$ 432.0

The Company recorded impairment charges of \$30.2 in 2019 related primarily related to capitalized software in addition to assets from a non-core business transferred to assets held for sale.

#### NOTE 9: GUARANTEES AND PRODUCT WARRANTIES

The Company provides its global operations guarantees and standby letters of credit through various financial institutions to suppliers, customers, regulatory agencies and insurance providers. If the Company is not able to make payment, the suppliers, customers, regulatory agencies and insurance providers may draw on the pertinent bank. At December 31, 2019, the maximum future contractual obligations relative to these various guarantees totaled \$108.2, of which \$25.2 represented standby letters of credit to insurance providers, and no associated liability was recorded. At December 31, 2018, the maximum future payment obligations relative to these various guarantees totaled \$135.2, of which \$27.5 represented standby letters of credit to insurance providers, and no associated liability was recorded.

The Company provides its customers a standard manufacturer's warranty and records, at the time of the sale, a corresponding estimated liability for potential warranty costs. Estimated future obligations due to warranty claims are based upon historical factors such as labor rates, average repair time, travel time, number of service calls per machine and cost of replacement parts.

Changes in the Company's warranty liability balance are illustrated in the following table:

	2019	2018
Balance at January 1	\$ 40.1	\$ 76.7
Current period accruals	52.3	22.5
Current period settlements	(52.7)	(52.3)
Currency translation	(2.8)	(6.8)
Balance at December 31	\$ 36.9	\$ 40.1



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**NOTE 10: RESTRUCTURING**

The following table summarizes the impact of the Company's restructuring charges on the consolidated statements of operations for the years ended December 31:

	2019	2018	2017
Cost of sales - services	\$ 8.0	\$ 17.8	\$ 27.3
Cost of sales - products	1.7	10.8	1.9
Selling and administrative expense	37.4	33.4	21.3
Research, development and engineering expense	3.0	3.0	(1.1)
Loss on sale of real estate	0.1	—	—
<b>Total</b>	<b>\$ 50.2</b>	<b>\$ 65.0</b>	<b>\$ 49.4</b>

The following table summarizes the Company's restructuring charges by reporting segment for the years ended December 31:

	2019	2018	2017
Severance			
Eurasia Banking	\$ 13.5	\$ 37.1	\$ 24.6
Americas Banking	1.8	8.9	4.2
Retail	9.7	13.3	14.8
Corporate	25.1	5.7	5.8
<b>Total severance</b>	<b>50.1</b>	<b>65.0</b>	<b>49.4</b>
Other - Americas Banking	0.1	—	—
<b>Total</b>	<b>\$ 50.2</b>	<b>\$ 65.0</b>	<b>\$ 49.4</b>

**DN Now**

During the second quarter of 2018, the Company began implementing DN Now to deliver greater, more sustainable profitability. The gross annualized savings target for DN Now is approximately \$440 through 2021, of which \$130 is expected to be realized during 2020. In order to achieve these savings, the Company has and will continue to restructure the workforce, integrate and optimize systems and processes, transition workloads to lower cost locations and consolidate real estate holdings. Additional near-term activities include continuation of the services modernization plan, rationalizing of the Company's product and software portfolio and further reducing the Company's selling and administrative expense. The Company incurred restructuring charges of \$50.2 and \$58.9 for the years ended December 31, 2019 and 2018, respectively, related to DN Now. The Company anticipates additional restructuring costs of approximately \$50 to \$70 through the end of the plan primarily related to severance anticipated for completion of the Company's transformation throughout the three solution segments and corporate.

**Completed Plans**

*DN2020 Plan.* As of August 15, 2016, the date of the Acquisition, the Company launched a multi-year integration and transformation program, known as DN2020. The Company incurred restructuring charges primarily related to severance of \$6.0 and \$47.0 for the years ended December 31, 2018 and 2017, respectively, related to this plan.

*Strategic Alliance Plan.* On November 10, 2016, the Company entered into a strategic alliance with the Inspur Group, a Chinese cloud computing and data center company, to develop, manufacture and distribute Systems solutions in China. The Company incurred restructuring charges of \$0.1 and \$2.4 for the years ended December 31, 2018 and 2017, respectively, related to this plan.

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The following table summarizes the Company's cumulative total restructuring costs as of December 31, 2019 for the respective plans:

	DN Now		DN2020 Plan	Strategic Alliance	Total
	Severance	Other	Severance	Severance	
Eurasia Banking	\$ 46.8	\$ —	\$ 51.5	\$ 8.2	\$ 106.5
Americas Banking	10.4	0.1	13.6	—	24.1
Retail	22.2	—	15.6	—	37.8
Corporate	29.6	—	15.1	—	44.7
<b>Total</b>	<b>\$ 109.0</b>	<b>\$ 0.1</b>	<b>\$ 95.8</b>	<b>\$ 8.2</b>	<b>\$ 213.1</b>

The following table summarizes the Company's restructuring accrual balances and related activity:

Balance at January 1, 2017	\$ 89.9
Liabilities incurred	49.4
Liabilities acquired	(8.2)
Liabilities paid/settled	(77.1)
Balance at December 31, 2017	\$ 54.0
Liabilities incurred	65.0
Liabilities paid/settled	(62.1)
Balance at December 31, 2018	\$ 56.9
Liabilities incurred	50.2
Liabilities paid/settled	(64.5)
Balance at December 31, 2019	\$ 42.6

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NOTE 11: DEBT

Outstanding debt balances were as follows:

	December 31,	
	2019	2018
Notes payable – current		
Uncommitted lines of credit	\$ 5.0	\$ 20.9
Term Loan A-1 Facility	16.3	16.3
Term Loan B Facility - USD	4.8	4.8
Term Loan B Facility - Euro	4.7	4.8
Other	1.7	2.7
	<u>\$ 32.5</u>	<u>\$ 49.5</u>
Long-term debt		
Revolving credit facility	\$ —	\$ 125.0
2022 Term Loan A Facility	370.3	—
Term Loan A-1 Facility	602.6	625.6
Term Loan B Facility - USD	404.0	413.2
Term Loan B Facility - Euro	395.1	411.9
Term Loan A Facility	—	126.3
Delayed Draw Term Loan A Facility	—	160.5
2024 Senior Notes	400.0	400.0
Other	1.3	2.4
	<u>2,173.3</u>	<u>2,264.9</u>
Long-term deferred financing fees	(64.6)	(74.9)
	<u>\$ 2,108.7</u>	<u>\$ 2,190.0</u>

As of December 31, 2019, the Company had various international, short-term uncommitted lines of credit with borrowing limits of \$41.7. The weighted-average interest rate on outstanding borrowings on the short-term uncommitted lines of credit as of December 31, 2019 and 2018 was 9.03 percent and 8.80 percent, respectively. Short-term uncommitted lines mature in less than one year. The amount available under the short-term uncommitted lines at December 31, 2019 was \$36.7.

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The cash flows related to debt borrowings and repayments were as follows:

	December 31,	
	2019	2018
Revolving debt (repayments) borrowings, net	\$ (125.0)	\$ 50.0
Proceeds from 2022 Term Loan A Facility under Credit Agreement	\$ 374.3	\$ —
Proceeds from Term Loan A-1 Facility under the Credit Agreement	—	650.0
International short-term uncommitted lines of credit borrowings	23.5	75.9
Other debt borrowings	\$ 397.8	\$ 725.9
Payments on Term Loan A Facility under the Credit Agreement	\$ (126.3)	\$ (75.0)
Payments on Delayed Draw Term Loan A Facility under the Credit Agreement	(160.5)	(83.2)
Payments on Term Loan A-1 Facility under the Credit Agreement	(23.0)	(8.1)
Payments on Term Loan B Facility - USD	(9.2)	(53.0)
Payments on Term Loan B Facility - Euro	(8.8)	(55.6)
Payments on 2022 Term Loan A Facility under Credit Agreement	(4.0)	—
International short-term uncommitted lines of credit and other repayments	(43.9)	(62.8)
Other debt repayments	\$ (375.7)	\$ (337.7)

The Company had a revolving and term loan credit agreement (the Credit Agreement), with a revolving facility of up to \$412.5 (the Revolving Facility) as of December 31, 2019. The weighted-average interest rate on outstanding revolving credit facility borrowings as of December 31, 2019 and December 31, 2018 was 6.01 percent and 5.97 percent, respectively, which is variable based on LIBOR. The amount available under the revolving credit facility as of December 31, 2019 was \$387.3, after excluding \$25.2 in letters of credit.

On May 9, 2017, the Company entered into an incremental amendment to its Credit Agreement (the Incremental Agreement) which reduced the initial term loan B facility (the Term Loan B Facility) of a \$1,000.0 USD-denominated tranche to \$475.0. The reduction was funded using the \$250.0 proceeds drawn from the Delayed Draw Term Loan A Facility, a replacement of \$70.0 with Term Loan B Facility - Euro and previous principal payments.

The Incremental Amendment also renewed the repricing premium of 1.00 percent in relation to the Term Loan B Facility to the date that is six months after the Incremental Effective Date, removed the requirements to prepay the repriced Dollar Term Loan and the repriced Euro Term Loan upon any asset sale or casualty event if the Company is below a total net leverage ratio of 2.5:1.0 on a pro forma basis for such asset sale or casualty event and provides additional restricted payments and investment carveouts in regards to assets acquired with the Acquisition. All other material provisions under the Credit Agreement were unchanged.

On August 30, 2018, the Company entered into a sixth amendment and incremental amendment (the Sixth Amendment) to its Credit Agreement. The Sixth Amendment amended the financial covenants and established a new senior secured incremental term A-1 facility in an aggregate principal amount of \$650.0 (Term Loan A-1 Facility) and made certain other changes to the Credit Agreement. Following the execution of the Sixth Amendment, the Company has executed, and has caused certain of its subsidiaries to execute, certain foreign security and guaranty documents for the benefit of the secured parties under the Credit Agreement that provide for guarantees by, and additional security with respect to the equity interests in and the stock of certain foreign subsidiaries.

The interest rate with respect to the Term Loan A-1 Facility is based on, at the Company's option, either the alternative base rate (ABR) plus 8.25 percent or a eurocurrency rate plus 9.25 percent. The Term Loan A-1 Facility will mature in August 2022, the fourth Anniversary of the Sixth Amendment. The Term Loan A-1 Facility is subject to a maximum consolidated net leverage ratio, a minimum consolidated interest coverage ratio and certain covenant reset triggers (Covenant Reset Triggers) as described in the Sixth Amendment. Upon the occurrence of any Covenant Reset Trigger, the financial covenant levels will automatically revert to the previous financial covenant levels in effect prior to the Sixth Amendment.

On August 7, 2019, the Company entered into a seventh amendment (the Seventh Amendment) to its Credit Agreement. The Seventh Amendment amends and extends certain of the Term A Loans, Revolving Credit Commitments and Revolving Credit Loans maturing on December 23, 2020 (collectively, the 2020 Facilities), to April 30, 2022, to be effected by an exchange of 2020 Term A Loans, 2020 Revolving Credit Commitments and 2020 Revolving Credit Loans for 2022 Term A Loans, 2022 Revolving Credit Commitments and 2022 Revolving Credit Loans, respectively.

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Additionally, the Company also raised \$116.7 of new 2022 Term A Loan financing to fund commitment reduction of the 2020 Revolving Credit Commitments, paydown of the 2020 Revolving Credit Loans and payoff of the remaining 2020 Term A Loans. As a result, the Company has \$343.8 and \$68.7 in 2022 and 2020 Revolving Credit Commitments, respectively, as well as \$370.3 in outstanding principal amount of 2022 Term A Loan as of December 31, 2019.

The interest rates with respect to the 2022 Facilities are based on, at the Company's option, adjusted LIBOR or an alternative base rate, in each case plus an applicable margin tied to the Company's then applicable total net leverage ratio. Such applicable margins range from, for LIBOR-based 2022 Term A Loans, 1.25 percent to 4.75 percent, for LIBOR-based 2022 Revolving Loans, 1.25 percent to 4.25 percent, and for base-rate 2022 Term A Loans and 2022 Revolving Loans, 1.00 percent less than in the case of LIBOR-based loans.

The Credit Agreement financial ratios at December 31, 2019 were as follows:

- a maximum allowable total net debt to adjusted EBITDA leverage ratio of 7.00 to 1.00 as of December 31, 2019 (reducing to 6.50 on June 30, 2020, 6.25 on December 31, 2020, 6.00 on June 30, 2021, and 5.75 on December 31, 2021); and
- a minimum adjusted EBITDA to net interest expense coverage ratio of not less than 1.38 to 1.00 (increasing to 1.50 on December 31, 2020, and 1.63 on December 31, 2021).

The Company has \$400.0 aggregate principal amount of senior notes due in 2024 (the 2024 Senior Notes), which are and will be guaranteed by certain of the Company's existing and future subsidiaries and mature in April 2024.

The Company incurred \$12.6 and \$39.4 of fees in the years ended December 31, 2019 and 2018, respectively, related to the Credit Agreement, which are amortized as a component of interest expense over the terms.

Below is a summary of financing and replacement facilities information:

Financing and Replacement Facilities	Interest Rate Index and Margin	Maturity/Termination Dates	Initial Term (Years)
Credit Agreement facilities			
2020 Revolving Facility <sup>(i)</sup>	LIBOR + 3.50%	December 2020	5
2022 Revolving Facility <sup>(i)</sup>	LIBOR + 4.25%	April 2022	2.5
2022 Term Loan A Facility <sup>(i)</sup>	LIBOR + 4.75%	April 2022	2.5
Term Loan A-1 Facility <sup>(i)</sup>	LIBOR + 9.25%	August 2022	4
Term Loan B Facility - USD <sup>(i)</sup>	LIBOR + 2.75%	November 2023	7.5
Term Loan B Facility - Euro <sup>(ii)</sup>	EURIBOR + 3.00%	November 2023	7.5
2024 Senior Notes	8.5%	April 2024	8

<sup>(i)</sup> LIBOR with a floor of 0.0 percent.

<sup>(ii)</sup> EURIBOR with a floor of 0.0 percent.

The debt facilities under the Credit Agreement are secured by substantially all assets of the Company and its domestic subsidiaries that are borrowers or guarantors under the Credit Agreement, subject to certain exceptions and permitted liens.

Maturities of long-term debt as of December 31, 2019 are as follows:

	Maturities of Long-Term Debt
2020	\$ 32.5
2021	26.1
2022	966.5
2023	780.5
2024	400.2
	<u>\$ 2,205.8</u>

Interest expense on the Company's debt instruments for the years ended December 31, 2019, 2018 and 2017 was \$173.2, \$127.1 and \$102.7, respectively. The Company's financing agreements contain various restrictive financial covenants, including net debt to capitalization, net debt to EBITDA and net interest coverage ratios, along with certain negative covenants that, among other things, limit dividends, acquisitions and the use of proceeds from divestitures. As of December 31, 2019, the Company was in

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compliance with the financial and other covenants in its debt agreements. The Company anticipates a repayment of approximately \$60 during 2020 as it met certain mandatory repayment provisions pursuant to the Credit Agreement.

**NOTE 12: REDEEMABLE NONCONTROLLING INTERESTS**

Changes in redeemable noncontrolling interests were as follows:

	2019	2018	2017
Balance at January 1	\$ 130.4	\$ 492.1	\$ 44.1
Other comprehensive income	(1.7)	(19.3)	32.8
Redemption value adjustment	(18.6)	2.8	32.0
Redemption of shares	(89.2)	(345.2)	(3.5)
Reclassification of noncontrolling interest	—	—	386.7
Balance at December 31	<u>\$ 20.9</u>	<u>\$ 130.4</u>	<u>\$ 492.1</u>

The Company entered into the DPLTA, which became effective on February 14, 2017, at which time, the carrying value of the noncontrolling interest related to the Diebold Nixdorf AG of \$386.7 was reclassified to redeemable noncontrolling interest. For the period of time that the DPLTA is effective, this interest in Diebold Nixdorf AG will remain in redeemable noncontrolling interest and presented outside of equity in the consolidated balance sheets of the Company. At December 31, 2018, the balance related to the redeemable noncontrolling interest related to the Diebold Nixdorf AG ordinary shares the Company did not acquire was \$99.1. In May 2019, the Company announced that the merger/squeeze-out of Diebold Nixdorf AG was completed, streamlining and simplifying the Company's corporate structure. In the second quarter of 2019, the Company increased its ownership stake in Diebold Nixdorf AG to 29.8 ordinary shares, which represents 100 percent ownership. With the completion of the merger/squeeze-out, Diebold Nixdorf AG no longer has subsidiary shares traded in Germany.

The DPLTA offered the Diebold Nixdorf AG minority shareholders, at their election, (i) the ability to put their Diebold Nixdorf AG ordinary shares to Diebold KGaA in exchange for cash compensation of €55.02 per Diebold Nixdorf AG ordinary share or (ii) to remain Diebold Nixdorf AG minority shareholders and receive a recurring compensation in cash of €2.82 per Diebold Nixdorf AG ordinary share for each full fiscal year of Diebold Nixdorf AG. The redemption value adjustment includes the updated cash compensation pursuant to the DPLTA. A portion of the proceeds of the Term Loan A-1 Facility are restricted to fund the purchase of the remaining shares of Diebold Nixdorf AG not owned by the Company and are included in restricted cash in the consolidated balance sheets.

The remaining balance relates to certain noncontrolling interests in Europe, which have put right redemption features not in control of the Company that are included in redeemable noncontrolling interests. The results of operations for these redeemable noncontrolling interests were not significant. The ultimate amount and timing of any future cash payments related to the put rights are uncertain.

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**NOTE 13: ACCUMULATED OTHER COMPREHENSIVE LOSS**

The following table summarizes the changes in the Company's AOCI, net of tax, by component for the years ended December 31:

	Translation	Foreign Currency Hedges	Interest Rate Hedges	Pension and Other Post- Retirement Benefits	Other	Accumulated Other Comprehensive Loss
Balance at December 31, 2017	\$ (116.8)	\$ (5.1)	\$ 8.1	\$ (82.6)	\$ 0.1	\$ (196.3)
Adoption of accounting standard	(9.1)	(1.0)	1.3	(20.2)	—	(29.0)
Other comprehensive income (loss) before reclassifications <sup>(1)</sup>	(66.2)	4.2	(1.4)	(18.6)	—	(82.0)
Amounts reclassified from AOCI	—	—	2.6	0.4	—	3.0
Net current period other comprehensive income (loss)	(75.3)	3.2	2.5	(38.4)	—	(108.0)
Balance at December 31, 2018	\$ (192.1)	\$ (1.9)	\$ 10.6	\$ (121.0)	\$ 0.1	\$ (304.3)
Other comprehensive income (loss) before reclassifications <sup>(1)</sup>	(39.4)	(0.7)	(8.8)	(29.4)	0.1	(78.2)
Amounts reclassified from AOCI	—	—	3.4	3.8	—	7.2
Net current period other comprehensive income (loss)	(39.4)	(0.7)	(5.4)	(25.6)	0.1	(71.0)
Balance at December 31, 2019	\$ (231.5)	\$ (2.6)	\$ 5.2	\$ (146.6)	\$ 0.2	\$ (375.3)

<sup>(1)</sup> Other comprehensive income (loss) before reclassifications within the translation component excludes (gains)/losses of \$1.4 and \$3.9 and translation attributable to noncontrolling interests for December 31, 2019 and 2018, respectively.

The following table summarizes the details about amounts reclassified from AOCI for the years ended December 31:

	2019	2018	Affected Line Item in the Statement of Operations
	Amount Reclassified from AOCI	Amount Reclassified from AOCI	
Interest rate hedges (net of tax of \$(0.3) and (0.6), respectively)	\$ 3.4	\$ 2.6	Interest expense
Pension and post-retirement benefits:			
Net actuarial losses recognized during the year (net of tax of \$0.6 and \$(1.1), respectively)	4.6	4.8 <sup>(1)</sup>	
Net actuarial gains (losses) recognized due to settlement (net of tax of \$(0.1) and \$(1.3), respectively)	(1.0)	(3.5) <sup>(1)</sup>	
Currency impact (net of tax of \$0.0 and \$(0.3), respectively)	0.2	(0.9) <sup>(1)</sup>	
	3.8	0.4	
Total reclassifications for the period	\$ 7.2	\$ 3.0	

<sup>(1)</sup> Pension and other post-retirement benefits AOCI components are included in the computation of net periodic benefit cost (refer to note 15).

**NOTE 14: ACQUISITIONS AND DIVESTITURES**

*Divestitures*

In 2019, the Company exited and divested certain non-core, non-accretive businesses for a loss of \$7.6 for the year ended December 31, 2019. In the first quarter of 2019, the Company divested its interest in Projective NV, a program and project management services business for financial institutions included in Eurasia Banking operating segment, for \$4.2 in proceeds, net of cash transferred resulting in a loss of \$2.8. During the first quarter, the Company also recorded a loss of \$4.1 on the divestiture of its Venezuela business included in the Americas Banking operating segment and a gain of \$3.5 related to the Company's exit activities of certain entities in the Netherlands included in the Retail operating segment.

In the second quarter of 2019, the Company divested its remaining SecurCash B.V entity included in the Eurasia Banking operating segment resulting in a loss of \$1.1. In the third quarter of 2019, the Company divested a Eurasia banking business for proceeds of \$0.6 resulting in a Eurasia Banking operating segment resulting in a loss of \$0.1. Additionally during the third quarter of 2019, the Company's interest in Kony was sold for cash proceeds of \$21.3. The Company's carrying value in Kony was \$14.0, resulting in a gain of \$7.3.

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During 2017, the Company divested its legacy Diebold business in the U.K. to Cennox Group for \$5.0, fulfilling the requirements previously set forth by the U.K. Competition and Markets Authority. The divestiture closed on June 30, 2017. The legacy, independent Wincor Nixdorf U.K. and Ireland business will be completely integrated into the global Diebold Nixdorf operations and brand. As part of the Company's routine efforts to evaluate its business operations, during 2017, the Company agreed to sell its ES businesses located in Mexico and Chile to a wholly-owned subsidiary of Securitas AB and Avant, respectively. The Company recorded a pre-tax gain of \$2.2 related to these transactions. The combined net sales of the divestitures represented less than one percent of total net sales of the Company for 2019, 2018 and 2017.

*Acquisitions*

During 2019, the Company acquired the remaining shares of Diebold Nixdorf AG for \$97.5 inclusive of the redemption of shares and the proportionate recurring compensation pursuant to the DPLTA.

In the first quarter of 2018, the Company acquired the remaining portion of its noncontrolling interest in its China operations for \$5.8 in the aggregate.

During 2017, the Company acquired all the capital stock of Moxx and certain assets and liabilities of Visio for \$5.6 in the aggregate, net of cash acquired, which are included in the Retail and Eurasia Banking segments, respectively. During the third quarter of 2017, the Company acquired Moxx, which is a Netherlands based managed services company that provides managed mobility solutions for enterprises that use a large number of mobile assets in their business operations. In the second quarter of 2017, the Company acquired Visio, which is a design company based in Germany.

**NOTE 15: BENEFIT PLANS**

**Qualified Retirement Benefits.** The Company has qualified retirement plans covering certain U.S. employees that have been closed to new participants since 2003 and frozen since December 2013. Plans that cover salaried employees provide retirement benefits based on the employee's compensation during the ten years before the date of the plan freeze or the date of their actual separation from service, if earlier. The Company's funding policy for salaried plans is to contribute annually based on actuarial projections and applicable regulations. Plans covering hourly employees generally provide benefits of stated amounts for each year of service. The Company's funding policy for hourly plans is to make at least the minimum annual contributions required by applicable regulations.

The Company's non-U.S. benefit plans cover eligible employees located predominately in Germany, Switzerland, Belgium, the U.K. and France. Benefits for these plans are based primarily on each employee's final salary, with annual adjustments for inflation. The obligations in Germany consist of employer funded pension plans and deferred compensation plans. The employer funded pension plans are based upon direct performance-related commitments in terms of defined contribution plans. Each beneficiary receives, depending on individual pay-scale grouping, contractual classification, or income level, different yearly contributions. The contribution is multiplied by an age factor appropriate to the respective pension plan and credited to the individual retirement account of the employee. The retirement accounts may be used up at retirement by either a one-time lump-sum payout or payments of up to ten years. In Switzerland, the post-employment benefit plan is required due to statutory provisions. The employees receive their pension payments as a function of contributions paid, a fixed interest rate and annuity factors. Insured events for these plans are primarily disability, death and reaching of retirement age.

In the Netherlands, there was a transfer to an industry-wide pension fund occurred in early 2017, which transferred \$186.8 of obligations and assets and is included in the settlements caption in the following tables. Final settlement accounting for this plan took place and resulted in \$0.4 of income for the year ended December 31, 2017.

The Company has other defined benefit plans outside the U.S., which have not been mentioned here due to their insignificance.

**Supplemental Executive Retirement Benefits.** The Company has non-qualified pension plans in the U.S. to provide supplemental retirement benefits to certain officers, which were also frozen since December 2013. Benefits are payable at retirement based upon a percentage of the participant's compensation, as defined.

**Other Benefits.** In addition to providing retirement benefits, the Company provides post-retirement healthcare and life insurance benefits (referred to as other benefits) for certain retired employees. Retired eligible employees in the U.S. may be entitled to these benefits based upon years of service with the Company, age at retirement and collective bargaining agreements. There are no plan assets and the Company funds the benefits as the claims are paid. The post-retirement benefit obligation was determined by application of the terms of medical and life insurance plans together with relevant actuarial assumptions and healthcare cost trend rates.



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The following tables set forth the change in benefit obligation, change in plan assets, funded status, consolidated balance sheet presentation and net periodic benefit cost for the Company's defined benefit pension plans and other benefits at and for the years ended December 31:

	Retirement Benefits				Other Benefits	
	U.S. Plans		Non-U.S. Plans		2019	2018
	2019	2018	2019	2018		
Change in benefit obligation						
Benefit obligation at beginning of year	\$ 522.2	\$ 569.0	\$ 426.5	\$ 452.0	\$ 15.3	\$ 9.9
Service cost	3.7	3.9	9.8	11.0	0.1	—
Interest cost	22.1	20.6	6.5	6.2	1.0	0.4
Actuarial loss (gain)	62.5	(41.3)	32.7	(3.5)	1.8	(1.6)
Plan participant contributions	—	—	1.3	1.4	—	—
Benefits paid	(30.5)	(30.0)	(17.5)	(17.3)	(0.8)	(0.8)
Plan amendments	—	—	0.4	—	—	—
Settlements	—	—	(5.8)	(7.7)	—	—
Recognition/establishment of Germany benefit obligation	—	—	7.1	—	—	—
Foreign currency impact	—	—	(3.4)	(18.1)	(0.3)	—
Acquired benefit plans and other	—	—	(1.5)	2.5	—	7.4
Benefit obligation at end of year	<u>580.0</u>	<u>522.2</u>	<u>456.1</u>	<u>426.5</u>	<u>17.1</u>	<u>15.3</u>
Change in plan assets						
Fair value of plan assets at beginning of year	346.0	378.7	340.9	359.5	—	—
Actual return on plan assets	74.1	(20.3)	37.3	2.2	—	—
Employer contributions	38.1	17.6	6.8	16.9	0.8	0.8
Plan participant contributions	—	—	1.3	1.4	—	—
Benefits paid	(30.4)	(30.0)	(17.5)	(17.3)	(0.8)	(0.8)
Foreign currency impact	—	—	(3.3)	(14.4)	—	—
Acquired benefit plans and other	—	—	0.3	0.3	—	—
Settlements	—	—	(5.8)	(7.7)	—	—
Fair value of plan assets at end of year	<u>427.8</u>	<u>346.0</u>	<u>360.0</u>	<u>340.9</u>	<u>—</u>	<u>—</u>
Funded status	<u>\$ (152.2)</u>	<u>\$ (176.2)</u>	<u>\$ (96.1)</u>	<u>\$ (85.6)</u>	<u>\$ (17.1)</u>	<u>\$ (15.3)</u>
Amounts recognized in balance sheets						
Noncurrent assets	\$ 1.4	\$ —	\$ 139.3	\$ —	\$ —	\$ —
Current liabilities	3.5	3.4	8.2	3.2	1.0	1.1
Noncurrent liabilities <sup>(1)</sup>	150.1	172.7	227.6	82.4	16.1	14.2
Accumulated other comprehensive loss:						
Unrecognized net actuarial (loss) gain <sup>(2)</sup>	(159.2)	(151.3)	6.2	19.0	(7.4)	(6.3)
Unrecognized prior service (cost) benefit <sup>(2)</sup>	—	—	(0.3)	0.7	—	—
Net amount recognized	<u>\$ (7.0)</u>	<u>\$ 24.8</u>	<u>\$ 102.4</u>	<u>\$ 105.3</u>	<u>\$ 9.7</u>	<u>\$ 9.0</u>

<sup>(1)</sup> Included in the consolidated balance sheets in pensions, post-retirement and other benefits.

<sup>(2)</sup> Represents amounts in accumulated other comprehensive loss that have not yet been recognized as components of net periodic benefit cost.

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	Retirement Benefits				Other Benefits	
	U.S. Plans		Non-U.S. Plans		2019	2018
	2019	2018	2019	2018		
Change in accumulated other comprehensive loss						
Balance at beginning of year	\$(151.4)	\$(154.4)	\$ 19.8	\$ 28.5	\$ (6.3)	\$ (0.5)
Prior service credit/loss recognized during the year	—	—	(0.5)	—	—	—
Net actuarial gains (losses) recognized during the year	5.1	6.6	(1.5)	(0.7)	0.4	—
Net actuarial (losses) gains occurring during the year	(13.1)	(3.6)	(7.7)	(4.9)	(1.9)	1.6
Net actuarial losses recognized due to settlement	—	—	(0.9)	(2.2)	—	—
Acquired benefit plans and other	—	—	(2.6)	(0.3)	—	(7.4)
Foreign currency impact	—	—	(0.1)	(0.6)	0.3	—
Balance at end of year	<u>\$(159.4)</u>	<u>\$(151.4)</u>	<u>\$ 6.5</u>	<u>\$ 19.8</u>	<u>\$ (7.5)</u>	<u>\$ (6.3)</u>

	Retirement Benefits						Other Benefits		
	U.S. Plans			Non-U.S. Plans			2019	2018	2017
	2019	2018	2017	2019	2018	2017			
Components of net periodic benefit cost									
Service cost	\$ 3.7	\$ 3.9	\$ 3.9	\$ 9.8	\$ 11.0	\$ 10.5	\$ 0.1	\$ —	\$ —
Interest cost	22.1	20.6	22.9	6.5	6.2	5.7	1.0	0.4	0.4
Recognition/establishment of Germany benefit obligation	—	—	—	7.1	—	—	—	—	—
Expected return on plan assets	(24.7)	(24.6)	(25.9)	(12.3)	(10.5)	(4.5)	—	—	—
Amortization of prior service cost	—	—	—	(0.1)	—	—	—	—	—
Recognized net actuarial loss	5.1	6.6	5.9	(1.5)	(0.7)	(0.4)	0.4	—	—
Curtailed loss	—	—	—	—	—	0.1	—	—	—
Settlement gain	—	—	—	(0.9)	(2.2)	(0.6)	—	—	—
Net periodic benefit cost	<u>\$ 6.2</u>	<u>\$ 6.5</u>	<u>\$ 6.8</u>	<u>\$ 8.6</u>	<u>\$ 3.8</u>	<u>\$ 10.8</u>	<u>\$ 1.5</u>	<u>\$ 0.4</u>	<u>\$ 0.4</u>

The following table represents information for pension plans with an accumulated benefit obligation in excess of plan assets at December 31:

	U.S. Plans		Non-U.S. Plans	
	2019	2018	2019	2018
Projected benefit obligation	\$ 570.0	\$ 522.2	\$ 315.6	\$ 426.5
Accumulated benefit obligation	\$ 570.0	\$ 522.2	\$ 295.2	\$ 409.7
Fair value of plan assets	\$ 427.8	\$ 346.0	\$ 360.0	\$ 340.9

The following table represents the weighted-average assumptions used to determine benefit obligations at December 31:

	Pension Benefits				Other Benefits	
	U.S. Plans		Non-U.S. Plans		2019	2018
	2019	2018	2019	2018		
Discount rate	3.35%	4.34%	0.94%	1.60%	5.70%	4.34%
Rate of compensation increase	N/A	N/A	2.85%	2.82%	N/A	N/A

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The following table represents the weighted-average assumptions used to determine periodic benefit cost at December 31:

	Pension Benefits				Other Benefits	
	U.S. Plans		Non-U.S. Plans		2019	2018
	2019	2018	2019	2018		
Discount rate	4.34%	3.71%	1.60%	1.45%	4.34%	3.71%
Expected long-term return on plan assets	6.80%	6.80%	3.69%	2.97%	N/A	N/A
Rate of compensation increase	N/A	N/A	2.82%	2.75%	N/A	N/A

The discount rate is determined by analyzing the average return of high-quality (i.e., AA-rated) fixed-income investments and the year-over-year comparison of certain widely used benchmark indices as of the measurement date. The expected long-term rate of return on plan assets is primarily determined using the plan's current asset allocation and its expected rates of return. The Company also considers information provided by its investment consultant, a survey of other companies using a December 31 measurement date and the Company's historical asset performance in determining the expected long-term rate of return. The rate of compensation increase assumptions reflects the Company's long-term actual experience and future and near-term outlook.

During 2019, the Society of Actuaries released new mortality tables (Pri-2012) and projection scales (MP-2019) resulting from recent studies measuring mortality rates for various groups of individuals. As of December 31, 2019, the Company adopted for the pension plan in the U.S., the use of the Pri-2012 mortality tables and the MP-2019 mortality projection scales. During 2017, the Society of Actuaries released a new mortality improvement projection scale (MP-2017) resulting from recent studies measuring mortality rates for various groups of individuals. As of December 31, 2017, the Company adopted for the pension plan in the U.S. the use of the RP-2014 base mortality table modified to remove the post-2006 projections using the MP-2014 mortality improvement scale and replacing it with projections using the fully generational MP-2017 projection scale. For the plans outside the U.S., the mortality tables used are those either required or customary for local accounting and/or funding purposes.

The following table represents assumed healthcare cost trend rates at December 31:

	2019	2018
Healthcare cost trend rate assumed for next year	6.5%	6.5%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.0%	5.0%
Year that rate reaches ultimate trend rate	2025	2025

The healthcare trend rates for the postemployment benefits plans in the U.S. are reviewed based upon the results of actual claims experience. The Company used initial healthcare cost trends of 6.5 percent in 2019 and 2018, respectively, with an ultimate trend rate of 5.0 percent reached in 2025. Assumed healthcare cost trend rates have a modest effect on the amounts reported for the healthcare plans.

A one-percentage-point change in assumed healthcare cost trend rates results in a minimal impact to total service and interest cost and post-retirement benefit obligation.

The Company has a pension investment policy in the U.S. designed to achieve an adequate funded status based on expected benefit payouts and to establish an asset allocation that will meet or exceed the return assumption while maintaining a prudent level of risk. The plans' target asset allocation adjusts based on the plan's funded status. As the funded status improves or declines, the debt security target allocation will increase and decrease, respectively. The Company utilizes the services of an outside consultant in performing asset / liability modeling, setting appropriate asset allocation targets along with selecting and monitoring professional investment managers.

The U.S. plan assets are invested in equity and fixed income securities, alternative assets and cash. Within the equities asset class, the investment policy provides for investments in a broad range of publicly-traded securities including both domestic and international stocks diversified by value, growth and cap size. Within the fixed income asset class, the investment policy provides for investments in a broad range of publicly-traded debt securities with a substantial portion allocated to a long duration strategy in order to partially offset interest rate risk relative to the plans' liabilities. The alternative asset class includes investments in diversified strategies with a stable and proven track record and low correlation to the U.S. stock market. Several plans outside of the U.S. are also invested in various assets, under various investment policies in compliance with local funding regulations.

In connection with the Acquisition, the Company also acquired plan assets that had been created in June 2006 as part of a Contractual Trust Arrangement (CTA), under which company assets have been irrevocably transferred to a registered association (Alme Pension Foundation) for the exclusive purpose of securing and funding pension and other postemployment benefits obligations to employees in Belgium, Germany, France and Switzerland. The association is investing in current and non-current

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assets, using a funding strategy that is reviewed on a regular basis by analyzing asset development as well as the current situation of the financial market.

The following table summarizes the Company's target allocation for these asset classes in 2020, which are readjusted at least quarterly within a defined range for the U.S., and the Company's actual pension plan asset allocation as of December 31, 2019 and 2018:

	U.S. Plans			Non-U.S. Plans		
	Target	Actual		Target	Actual	
	2020	2019	2018	2020	2019	2018
Equity securities	45%	48%	44%	48%	48%	40%
Debt securities	40%	40%	41%	23%	23%	27%
Real estate	5%	4%	6%	10%	10%	10%
Other	10%	8%	9%	19%	19%	23%
Total	100%	100%	100%	100%	100%	100%

The following table summarizes the fair value categorized into a three level hierarchy, as discussed in note 1, based upon the assumptions (inputs) of the Company's plan assets as of December 31, 2019:

	U.S. Plans				Non-U.S. Plans			
	Fair Value	Level 1	Level 2	NAV	Fair Value	Level 1	Level 2	NAV
Cash and short-term investments	\$ 6.5	\$ 6.5	\$ —	\$ —	\$ 28.8	\$ 28.8	\$ —	\$ —
Mutual funds	0.8	0.8	—	—	—	—	—	—
Equity securities								
U.S. mid cap value	—	—	—	—	0.9	0.9	—	—
U.S. small cap core	23.4	23.4	—	—	—	—	—	—
International developed markets	47.3	47.3	—	—	172.5	172.5	—	—
Fixed income securities								
U.S. corporate bonds	50.8	—	50.8	—	—	—	—	—
International corporate bonds	—	—	—	—	62.5	—	62.5	—
U.S. government	11.6	—	11.6	—	3.8	—	3.8	—
Fixed and index funds	1.8	—	1.8	—	15.9	—	15.9	—
Common collective trusts								
Real estate (a)	17.6	—	—	17.6	5.0	—	5.0	—
Other (b)	241.3	—	241.3	—	—	—	—	—
Alternative investments								
Multi-strategy hedge funds (c)	20.4	—	—	20.4	—	—	—	—
Private equity funds (d)	6.3	—	—	6.3	—	—	—	—
Other alternative investments (e)	—	—	—	—	70.6	—	—	70.6
Fair value of plan assets at end of year	\$ 427.8	\$ 78.0	\$ 305.5	\$ 44.3	\$ 360.0	\$ 202.2	\$ 87.2	\$ 70.6

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The following table summarizes the fair value of the Company's plan assets as of December 31, 2018:

	U.S. Plans				Non-U.S. Plans			
	Fair Value	Level 1	Level 2	Level 3	Fair Value	Level 1	Level 2	Level 3
Cash and short-term investments	\$ 3.0	\$ 3.0	\$ —	\$ —	\$ 34.0	\$ 34.0	\$ —	\$ —
Mutual funds	26.8	26.8	—	—	125.2	125.2	—	—
Equity securities								
U.S. mid cap value	—	—	—	—	3.1	3.1	—	—
U.S. small cap core	17.2	17.2	—	—	0.3	0.3	—	—
International developed markets	34.5	34.5	—	—	7.7	7.7	—	—
Emerging markets	17.8	—	17.8	—	0.4	0.4	—	—
Fixed income securities								
U.S. corporate bonds	45.6	—	45.6	—	—	—	—	—
International corporate bonds	—	—	—	—	76.8	1.3	75.5	—
U.S. government	7.4	—	7.4	—	—	—	—	—
Fixed and index funds	0.1	—	0.1	—	14.7	14.7	—	—
Common collective trusts								
Real estate (a)	20.8	—	—	20.8	5.0	—	5.0	—
Other (b)	145.6	—	145.6	—	—	—	—	—
Alternative investments								
Multi-strategy hedge funds (c)	19.3	—	—	19.3	—	—	—	—
Private equity funds (d)	7.9	—	—	7.9	—	—	—	—
Other alternative investments (e)	—	—	—	—	73.7	—	1.9	71.8
Fair value of plan assets at end of year	<u>\$ 346.0</u>	<u>\$ 81.5</u>	<u>\$ 216.5</u>	<u>\$ 48.0</u>	<u>\$ 340.9</u>	<u>\$ 186.7</u>	<u>\$ 82.4</u>	<u>\$ 71.8</u>

In 2018, the fair value of investments categorized as level 3 represent the plan's interest in private equity, hedge and property funds. The fair value for these assets is determined based on the NAV as reported by the underlying investment managers.

- (a) **Real estate common collective trust.** The objective of the real estate common collective trust (CCT) is to achieve long-term returns through investments in a broadly diversified portfolio of improved properties with stabilized occupancies. As of December 31, 2019, investments in this CCT, for U.S. plans, included approximately 37 percent office, 21 percent residential, 24 percent retail and 18 percent industrial, cash and other. As of December 31, 2018, investments in this CCT, for U.S. plans, included approximately 37 percent office, 23 percent residential, 26 percent retail and 14 percent industrial, cash and other. Investments in the real estate CCT can be redeemed once per quarter subject to available cash, with a 30-day notice.
- (b) **Other common collective trusts.** At December 31, 2019, approximately 44 percent of the other CCTs are invested in fixed income securities including approximately 24 percent in mortgage-backed securities, 46 percent in corporate bonds and 30 percent in U.S. Treasury and other. Approximately 31 percent of the other CCTs at December 31, 2019 are invested in Russell 1000 Fund large cap index funds, 15 percent in S&P Mid Cap 400 index funds and 10 percent in emerging markets equity fund. At December 31, 2018, approximately 61 percent of the other CCTs are invested in fixed-income securities including approximately 23 percent in mortgage-backed securities, 51 percent in corporate bonds and 26 percent in U.S. Treasury and other. Approximately 39 percent of the other CCTs at December 31, 2018 are invested in Russell 1000 Fund large cap index funds. Investments in all common collective trust securities can be redeemed daily.
- (c) **Multi-strategy hedge funds.** The objective of the multi-strategy hedge funds is to diversify risks and reduce volatility. At December 31, 2019 and 2018, investments in this class for U.S. plans include approximately 41 percent and 44 percent long/short equity, respectively, 34 percent and 54 percent arbitrage and event investments, respectively, and 25 percent and 2 percent in directional trading, fixed income and other, respectively. Investments in the multi-strategy hedge fund can be redeemed semi-annually with a 95-day notice.
- (d) **Private equity funds.** The objective of the private equity funds is to achieve long-term returns through investments in a diversified portfolio of private equity limited partnerships that offer a variety of investment strategies, targeting low volatility and low correlation to traditional asset classes. As of December 31, 2019 and 2018, investments in these private equity funds include approximately

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44 percent and 43 percent, respectively, in buyout private equity funds that usually invest in mature companies with established business plans, approximately 32 percent and 34 percent, respectively, in special situations private equity and debt funds that focus on niche investment strategies and approximately 24 percent and 23 percent respectively, in venture private equity funds that invest in early development or expansion of business. Investments in the private equity fund can be redeemed only with written consent from the general partner, which may or may not be granted. At December 31, 2019 and 2018, the Company had unfunded commitments of underlying funds of \$2.4 and \$5.5, respectively.

- (e) **Other alternative investments.** Following the Acquisition, the Company's plan assets were expanded with a combination of insurance contracts, multi-strategy investment funds and company-owned real estate. The fair value for these assets is determined based on the NAV as reported by the underlying investment manager, insurance companies and the trustees of the CTA.

The following table represents the amortization amounts expected to be recognized during 2020:

	U.S. Pension Benefits	Non-U.S. Pension Benefits	Other Benefits
Amount of net loss (gain)	\$ 7.7	\$ (0.6)	\$ 0.6

The Company contributed \$45.7 to its retirement and other benefit plans, including contributions to the nonqualified plan and benefits paid from company assets. In 2019, the Company received a reimbursement of \$12.0 from the CTA assets to the Company for benefits paid directly from company assets during the year ended December 31, 2019. The Company expects to contribute approximately \$1.0 to its other post-retirement benefit plan and expects to contribute approximately \$23.4 to its retirement plans, including the nonqualified plan, as well as benefits payments directly from the Company during the year ending December 31, 2020. The Company anticipates reimbursement of approximately \$13 for certain benefits paid from its trustee in 2019. The following benefit payments, which reflect expected future service, are expected to be paid:

	U.S. Pension Benefits	Non-U.S. Pension Benefits	Other Benefits	Other Benefits after Medicare Part D Subsidy
2020	\$ 29.0	\$ 20.1	\$ 1.0	\$ 0.9
2021	\$ 30.0	\$ 20.9	\$ 1.0	\$ 0.9
2022	\$ 30.3	\$ 21.4	\$ 1.0	\$ 0.9
2023	\$ 30.8	\$ 24.6	\$ 1.0	\$ 0.9
2024	\$ 31.3	\$ 24.2	\$ 1.0	\$ 0.9
2025-2029	\$ 161.7	\$ 125.4	\$ 4.7	\$ 4.5

**Retirement Savings Plan.** The Company offers employee 401(k) savings plans (Savings Plans) to encourage eligible employees to save on a regular basis by payroll deductions. The Company match is determined by the Board of Directors and evaluated at least annually. Total Company match was \$0.7, \$10.3 and \$8.2 for the years ended December 31, 2019, 2018 and 2017, respectively. The Company's basic match is 60 percent of the first 6 percent of a participant's qualified contributions, subject to IRS limits. In January 2019, the Company suspended its match to the Savings Plans. In January 2020, the Company reinstated its match to the Savings Plans. The Company's basic match is now 50 percent on the first 6 percent of a participant's qualified contributions, subject to IRS limits.

**Deferred Compensation Plans.** The Company has deferred compensation plans in the U.S. and Germany that enable certain employees to defer a portion of their cash wages, cash bonus, 401(k) or other compensation and non-employee directors to defer receipt of director fees at the participants' discretion. For deferred cash-based compensation and 401(k), the Company established rabbi trusts in the U.S., which are recorded at fair value of the underlying securities within securities and other investments. The related deferred compensation liabilities are recorded at fair value within other long-term liabilities. Realized and unrealized gains and losses on marketable securities in the rabbi trusts are recognized in interest income with corresponding changes in the Company's deferred compensation obligation recorded as compensation cost within selling and administrative expense.

**NOTE 16: LEASES**

The Company utilizes lease agreements to meet its operating needs. These leases support global staff via the use of office space, warehouses, vehicles and IT equipment. The Company utilizes both operating and finance leases in its portfolio of leased assets, however, the majority of these leases are classified as operating. A significant portion of the volume of the lease portfolio is in fleet vehicles and IT office equipment; however, real estate leases constitute a majority of the value of the ROU assets. Lease agreements are utilized worldwide, with the largest location concentration in the United States, Germany and India.

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The Company has made the following elections related to the adoption of ASU No. 2016-02, Leases:

- The Company elected the option to apply the transition requirements in ASC 842 at the effective date of January 1, 2019.
- The Company elected the package of practical expedients permitted under the transition guidance within the new standard, which allowed the Company to carry forward its ASC 840 assessment regarding definition of a lease, lease classification and initial direct costs.
- The practical expedient related to land easements is not applicable as the Company currently does not utilize any easements.
- The Company declined the hindsight practical expedient to determine the lease term and ROU asset impairment for existing leases. The decision to decline the hindsight practical expedient resulted in relying on assessments made under ASC 840 during transition and re-assessing under ASC 842 going forward.
- The Company declined the short-term lease exception, therefore recognizing all leases in the ROU asset and lease liability balances. Consistent with ASC 842 requirements, leases that are one month or less are not included in the balance.
- The Company elected to not separate non-lease components from lease components and, instead, to account for each separate lease component and the non-lease components associated with it as a single lease component, recognized on the balance sheet. This election has been made for all classes of underlying assets.
- The Company elected to use a grouping/portfolio approach on applying discount rates to leases at transition, for certain groups of leases where it was determined that using this approach would not differ materially from a lease-by-lease approach.

The Company's lease population has initial lease terms ranging from less than one year to approximately ten years. Some leases include one or more options to renew, with renewal terms that can extend the lease term from six months to 15 years. The Company assesses these renewal/extension options using a threshold of reasonably certain, which is a high threshold and, therefore, the majority of its lease terms for accounting purposes do not include renewal periods. For leases where the Company is reasonably certain to renew, those optional periods are included within the lease term and, therefore, the measurement of the ROU asset and lease liability. Some of the vehicle and IT equipment leases also include options to purchase the leased asset, typically at end of term at fair market value. Some of the Company's leases include options to terminate the lease early. This allows the contract parties to terminate their obligations under the lease contract, sometimes in return for an agreed upon financial consideration. The terms and conditions of the termination options vary by contract, and for those leases where the Company is reasonably certain to use these options, the term and payments recognized in the measurement of ROU assets and lease liabilities has been updated accordingly. Additionally, there are several open-ended lease arrangements where the Company controls the option to continue or terminate the arrangement at any time after the first year. For these arrangements, the Company has analyzed a mix of historical use and future economic incentives to determine the reasonable expected holding period. This term is used for measurement of ROU assets and lease liabilities.

The following table summarizes the weighted-average remaining lease terms and discount rates related to the Company's lease population:

	Year Ended December 31, 2019
Weighted-average remaining lease terms (in years)	
Operating leases	3.6
Finance leases	2.2
Weighted-average discount rate	
Operating leases	11.8%
Finance leases	20.8%

The weighted-average discount rates used for operating and finance leases varies due to the jurisdictional composition. The Company has an immaterial amount of finance leases that are primarily comprised of leases in Turkey which have higher interest rates. Certain lease agreements include payments based on a variety of global indexes or rates. These payment amounts have been projected using the index or rate as of lease commencement or the transition date and measured in ROU assets and lease liabilities. Other leases contain variable payments that are based on actual usage of the underlying assets and, therefore, are not measured in assets or liabilities as the variable payments are not based on an index or a rate. For real estate leases, these payments are most often tied to non-committed maintenance or utilities charges, and for equipment leases, to actual output or hours in operation. These amounts typically become known when the invoice is received, which is when expense is recognized. In rare circumstances, the Company's lease agreements may contain residual value guarantees. The Company's lease agreements do not contain any restrictions or covenants, such as those relating to dividends or incurring additional financial obligations.

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As of December 31, 2019, the Company did not have any material leases that have not yet commenced but that create significant rights and obligations.

The Company determines whether an arrangement is or includes a lease at contract inception. All contracts containing the right to use an underlying asset are reviewed to confirm that the contract meets the definition of a lease. ROU assets and liabilities are recognized at commencement date and initially measured based on the present value of lease payments over the defined lease term.

As most leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. In order to apply the incremental borrowing rate, a rate table was developed to assign the appropriate rate to each lease based on lease term and currency of payments. For leases with large numbers of underlying assets, a portfolio approach with a collateralized rate was utilized. Assets were grouped based on similar lease terms and economic environments in a manner whereby the Company reasonably expects that the application does not differ materially from a lease-by-lease approach.

The following table summarizes the components of lease expense for the years ended December 31:

	2019	2018	2017
Lease expense			
Operating lease expense	\$ 109.0	\$ 123.2	\$ 125.4
Finance lease expense			
Amortization of ROU lease assets	\$ 0.7	\$ —	\$ —
Interest on lease liabilities	\$ 0.4	\$ —	\$ —
Variable lease expense	\$ 13.2	\$ —	\$ —

The following table summarizes the maturities of lease liabilities:

	Operating	Finance
2020	\$ 78.1	\$ 1.3
2021	51.4	1.2
2022	30.5	0.2
2023	17.6	—
2024	13.1	—
Thereafter	23.6	—
Total	214.3	2.7
Less: Present value discount	(45.1)	(0.4)
Lease liability	\$ 169.2	\$ 2.3

The following table summarizes the cash flow information related to leases:

	December 31, 2019
Cash paid for amounts included in the measurement of lease liabilities:	
Operating - operating cash flows	\$ 106.7
Finance - financing cash flows	\$ 0.4
Finance - operating cash flows	\$ 0.6
ROU lease assets obtained in the exchange for lease liabilities:	
Operating leases	\$ 85.0
Finance leases	\$ 3.0



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The following table summarizes the balance sheet information related to leases:

	December 31, 2019
Assets	
Operating	\$ 167.5
Finance	2.4
Total leased assets	\$ 169.9
Current liabilities	
Operating	\$ 62.8
Finance	0.9
Noncurrent liabilities	
Operating	106.4
Finance	1.4
Total lease liabilities	\$ 171.5

Finance leases are included in other assets, other current liabilities and other liabilities on the condensed consolidated balance sheets.

#### NOTE 17: DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate and foreign exchange rate risk, through the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business or financing activities. The Company's derivative foreign currency instruments are used to manage differences in the amount of the Company's known or expected cash receipts and cash payments principally related to the Company's non-functional currency assets and liabilities. The Company's interest rate derivatives are used to manage the differences in amount due to variable interest rate borrowings.

The Company uses derivatives to mitigate the economic consequences associated with fluctuations in currencies and interest rates. The following table summarizes the gain (loss) recognized on derivative instruments:

Derivative instrument	Classification on consolidated statement of operations	2019	2018	2017
Non-designated hedges and interest rate swaps	Interest expense	\$ (3.4)	\$ (2.9)	\$ (4.3)
Foreign exchange forward contracts and cash flow hedges	Net sales	0.4	2.4	—
Foreign exchange forward contracts and cash flow hedges	Cost of sales	—	0.6	—
Foreign exchange forward contracts and cash flow hedges	Foreign exchange gain (loss), net	5.0	(10.4)	6.3
Total		\$ 2.0	\$ (10.3)	\$ 2.0

#### FOREIGN EXCHANGE

**Non-Designated Hedges.** A substantial portion of the Company's operations and revenues are international. As a result, changes in foreign exchange rates can create substantial foreign exchange gains and losses from the revaluation of non-functional currency monetary assets and liabilities. The Company's policy allows the use of foreign exchange forward contracts with maturities of up to 24 months to mitigate the impact of currency fluctuations on those foreign currency asset and liability balances. The Company elected not to apply hedge accounting to its foreign exchange forward contracts. Thus, spot-based gains/losses offset revaluation gains/losses within foreign exchange loss, net and forward-based gains/losses represent interest expense or income. The fair value of the Company's non-designated foreign exchange forward contracts was \$(0.4) and \$0.5 as of December 31, 2019 and 2018, respectively.

**Cash Flow Hedges.** The Company is exposed to fluctuations in various foreign currencies against its functional currency. At the Company, both sales and purchases are transacted in foreign currencies. Wincor Nixdorf International GmbH (WNI) is the Diebold Nixdorf AG currency management center. Currency risks in the aggregate are identified, quantified, and controlled at the WNI

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treasury center, and furthermore, it provides foreign currencies if necessary. The Diebold Nixdorf AG subsidiaries are primarily exposed to the GBP as the EUR is its functional currency. This risk is considerably reduced by natural hedging (i.e. management of sales and purchases by choice location and suppliers). For the remainder of the risk that is not naturally hedged, foreign currency forwards are used to manage the exposure between EUR-GBP.

Derivative transactions are recorded on the balance sheet at fair value. For transactions designated as cash flow hedges, the effective portion of changes in the fair value are recorded in AOCI and are subsequently reclassified into earnings in the period that the hedged forecasted transactions impact earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. As of December 31, 2019, the Company had the following outstanding foreign currency derivatives that were used to hedge its foreign exchange risks:

Foreign Currency Derivative	Number of Instruments	Notional Sold	Notional Purchased
Currency forward agreements (EUR-GBP)	12	24.0 GBP	27.0 EUR

#### INTEREST RATE

**Cash Flow Hedges.** The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. Amounts reported in AOCI related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. The Company estimates that a minimal amount will be reclassified as a decrease to interest expense over the next year.

In September 2019, the Company entered into multiple pay-fixed receive-variable interest rate swaps with an aggregate notional amount of \$500.0. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in AOCI and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings.

In November 2016, the Company entered into multiple pay-fixed, receive-variable interest rate swaps with an aggregate notional amount of \$400.0. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in AOCI and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. The fair value of the Company's interest rate contracts was \$1.8 and \$10.1 as of December 31, 2019 and 2018, respectively.

Amounts reported in AOCI related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. The Company estimates that a minimal amount will be reclassified as a decrease to interest expense over the next year.

The Company has an interest rate swap for a notional amount of €50.0, which was entered into in May 2010 with a ten-year term from October 1, 2010 until September 30, 2020. This interest rate swap mitigated the interest rate risk associated with the European Investment Bank debt, which was paid in full during 2017. For this interest swap, the three-month EURIBOR is received and a fixed interest rate of 2.97 percent is paid. The fair value, which is measured at market prices, as of December 31, 2019 and 2018, was \$(1.8) and \$(3.6), respectively. The interest rate swap is not designated and changes in the fair value of non-designated interest rate swap agreements are recognized in Miscellaneous, net in the consolidated statements of operations. The Company recognized \$1.9 and \$1.9 in interest expense for the years ended December 31, 2019 and 2018, respectively.

Additionally, the Company does not use derivatives for trading or speculative purposes and currently does not have any additional derivatives that are not designated as hedges.

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**NOTE 18: FAIR VALUE OF ASSETS AND LIABILITIES**

**Assets and Liabilities Recorded at Fair Value**

Assets and liabilities subject to fair value measurement by fair value level and recorded at fair value are as follows:

	Classification on consolidated balance sheets	December 31, 2019			December 31, 2018		
		Fair Value	Level 1	Level 2	Fair Value	Level 1	Level 2
<b>Assets</b>							
Certificates of deposit	Short-term investments	\$ 10.0	\$ 10.0	\$ —	\$ 33.5	\$ 33.5	\$ —
Assets held in rabbi trusts	Securities and other investments	6.2	6.2	—	6.3	6.3	—
Foreign exchange forward contracts	Other current assets	2.9	—	2.9	3.4	—	3.4
Interest rate swaps	Other current assets	1.7	—	1.7	5.3	—	5.3
Interest rate swaps	Securities and other investments	0.1	—	0.1	4.8	—	4.8
Total		<u>\$ 20.9</u>	<u>\$ 16.2</u>	<u>\$ 4.7</u>	<u>\$ 53.3</u>	<u>\$ 39.8</u>	<u>\$ 13.5</u>
<b>Liabilities</b>							
Foreign exchange forward contracts	Other current liabilities	\$ 2.9	\$ —	\$ 2.9	\$ 3.1	\$ —	\$ 3.1
Interest rate swaps	Other current liabilities	2.3	—	2.3	3.6	—	3.6
Deferred compensation	Other liabilities	6.2	6.2	—	6.3	6.3	—
Total		<u>\$ 11.4</u>	<u>\$ 6.2</u>	<u>\$ 5.2</u>	<u>\$ 13.0</u>	<u>\$ 6.3</u>	<u>\$ 6.7</u>

The Company uses the end of the period when determining the timing of transfers between levels. During each of the years ended December 31, 2019 and 2018, there were no transfers between levels.

The carrying amount of the Company's debt instruments approximates fair value except for the 2024 Senior Notes. The fair value of the 2024 Senior Notes is summarized as follows:

	December 31, 2019		December 31, 2018	
	Fair Value	Carrying Value	Fair Value	Carrying Value
2024 Senior Notes	\$ 387.0	\$ 400.0	\$ 242.0	\$ 400.0

Refer to note 11 for further details surrounding long-term debt as of December 31, 2019. Additionally, the Company remeasures certain assets to fair value, using Level 3 measurements, as a result of the occurrence of triggering events. In each of the second and third quarters of 2018, in connection with certain triggering events, the Company performed an impairment test of goodwill for all of its reporting units. See note 8 for further details. Besides goodwill from certain reporting units noted above, there were no significant assets or liabilities that were remeasured at fair value on a non-recurring basis during the period presented.

**NOTE 19: COMMITMENTS AND CONTINGENCIES**

**Contractual Obligations**

At December 31, 2019, the Company had purchase commitments due within one year were minimal for materials and services through contract manufacturing agreements at negotiated prices. The amounts purchased under these obligations were minimal in 2019. The Company guarantees a fixed cost of certain products used in production to its strategic partners. Variations in the products costs are absorbed by the Company.

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### Indirect Tax Contingencies

The Company accrues non-income-tax liabilities for indirect tax matters when management believes that a loss is probable and the amounts can be reasonably estimated, while contingent gains are recognized only when realized. In the event any losses are sustained in excess of accruals, they are charged against income. In evaluating indirect tax matters, management takes into consideration factors such as historical experience with matters of similar nature, specific facts and circumstances, and the likelihood of prevailing. Management evaluates and updates accruals as matters progress over time. It is reasonably possible that some of the matters for which accruals have not been established could be decided unfavorably to the Company and could require recognizing future expenditures. Also, statutes of limitations could expire without the Company paying the taxes for matters for which accruals have been established, which could result in the recognition of future gains upon reversal of these accruals at that time.

At December 31, 2019, the Company was a party to several routine indirect tax claims from various taxing authorities globally that were incurred in the normal course of business, which neither individually nor in the aggregate are considered material by management in relation to the Company's financial position or results of operations. In management's opinion, the consolidated financial statements would not be materially affected by the outcome of these indirect tax claims and/or proceedings or asserted claims.

In addition to these routine indirect tax matters, the Company was a party to the proceedings described below:

The Company has challenged multiple customs rulings in Thailand seeking to retroactively collect customs duties on previous imports of ATMs. In August 2017, March, 2019 and August 2019 the Supreme Court of Thailand ruled in the Company's favor in three of the matters, finding each time that Customs' attempt to collect duties for importation of ATMs is improper. The surviving matters remain at various stages of the appeals process and the Company will use the Supreme Court's decisions in support of its position in those matters. Management remains confident that the Company has a valid legal position in these appeals. Accordingly, the Company does not have any amount accrued for this contingency.

A loss contingency is reasonably possible if it has a more than remote but less than probable chance of occurring. Although management believes the Company has valid defenses with respect to its indirect tax positions, it is reasonably possible that a loss could occur in excess of the estimated accrual. The Company estimated the aggregate risk at December 31, 2019 to be up to \$102.5 for its material indirect tax matters, of which \$30.5 related to the Thailand customs matter disclosed above. The aggregate risk related to indirect taxes is adjusted as the applicable statutes of limitations expire.

### Legal Contingencies

At December 31, 2019, the Company was a party to several lawsuits that were incurred in the normal course of business, which neither individually nor in the aggregate were considered material by management in relation to the Company's financial position or results of operations. In management's opinion, the Company's consolidated financial statements would not be materially affected by the outcome of these legal proceedings, commitments or asserted claims.

In addition to these normal course of business litigation matters, the Company was a party to the proceedings described below:

Diebold KGaA is a party to two separate appraisal proceedings (Spruchverfahren) in connection with the purchase of all shares in its former listed subsidiary, Diebold Nixdorf AG. Both proceedings are pending at the same Chamber for Commercial Matters (Kammer für Handelssachen) at the District Court (Landgericht) of Dortmund (Germany). The first appraisal proceeding relates to the DPLTA entered into by Diebold KGaA and former Diebold Nixdorf AG, which became effective on February 17, 2017. The DPLTA appraisal proceeding was filed by minority shareholders of Diebold Nixdorf AG challenging the adequacy of both the cash exit compensation of €55.02 per Diebold Nixdorf AG share (of which 6.9 shares were then outstanding) and the annual recurring compensation of €2.82 per Diebold Nixdorf AG share offered in connection with the DPLTA.

The second appraisal proceeding relates to the cash merger squeeze-out of minority shareholders of Diebold Nixdorf AG in 2019. The squeeze-out appraisal proceeding was filed by minority shareholders of Diebold Nixdorf AG challenging the adequacy of the cash exit compensation of €54.80 per Diebold Nixdorf AG share (of which 1.4 shares were then outstanding) in connection with the merger squeeze-out.

In both appraisal proceedings, a court ruling would apply to all Diebold Nixdorf AG shares outstanding at the time when the DPLTA or the merger squeeze-out, respectively, became effective. Any cash compensation received by former Diebold Nixdorf AG shareholders in connection with the merger squeeze-out would be netted with any higher cash compensation such shareholder may still claim in connection with the DPLTA appraisal proceeding. While the Company believes that the compensation offered in connection with the DPLTA and the merger squeeze-out was in both cases fair, it notes that German courts often adjudicate

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increases of the cash compensation to plaintiffs in varying amounts in connection with German appraisal proceedings. Therefore, the Company cannot rule out that the first instance court or an appellate court may increase the cash compensation also in these appraisal proceedings. The Company, however, is convinced that its defense in both appraisal proceedings which are still at preliminary stages is supported by strong sets of facts and the Company will continue to vigorously defend itself in these matters.

In July and August 2019, shareholders filed putative class action lawsuits alleging violations of federal securities laws in the United States District Court for the Southern District of New York and the Northern District of Ohio. The lawsuits collectively assert that the Company and three former officers made material misstatements regarding the Company's business and operations, causing the Company's common stock to be overvalued from February 14, 2017 to August 1, 2018. The lawsuits have been consolidated before a single judge in the United States District Court for the Southern District of New York and lead plaintiffs appointed. The Company intends to vigorously defend itself in this matter and management remains confident that it has valid defenses to these claims. As with any pending litigation, the Company is unable to predict the final outcome of this matter.

In January 2020, the Company's Board of Directors received a demand letter from alleged shareholders to investigate and pursue claims for breach of fiduciary duty against certain current and former directors and officers based on the Company's statements regarding its business and operations, which are substantially similar to those challenged in the federal securities litigation. The Board has not yet responded to the demand.

#### **NOTE 20: SEGMENT AND NET SALES INFORMATION**

The Company's accounting policies derive segment results that are the same as those the Chief Operating Decision Maker (CODM) regularly reviews and uses to make decisions, allocate resources and assess performance. The Company continually considers its operating structure and the information subject to regular review by its Chief Executive Officer, who is the CODM, to identify reportable operating segments. The Company's operating structure is based on a number of factors that management uses to evaluate, view and run its business operations, which currently includes, but is not limited to, product, service and solution. The Company's reportable operating segments are based on the following solutions: Eurasia Banking, Americas Banking and Retail.

Segment revenue represents revenues from sales to external customers. Segment operating profit is defined as revenues less expenses identifiable to those segments. The Company does not allocate to its segments certain operating expenses, managed at the corporate level; that are not routinely used in the management of the segments; or information that is impractical to allocate. These unallocated costs include certain corporate costs, amortization of acquired intangible assets and deferred revenue, restructuring charges, impairment charges, legal, indemnification and professional fees related to acquisition and divestiture expenses, along with other income (expenses). Segment operating profit reconciles to consolidated income (loss) before income taxes by deducting corporate costs and other income or expense items that are not attributed to the segments. Corporate charges not allocated to segments include headquarter-based costs associated with procurement, human resources, compensation and benefits, finance and accounting, global development/engineering, global strategy/mergers and acquisitions, global IT, tax, treasury and legal. Assets are not allocated to segments, and thus are not included in the assessment of segment performance, and consequently, we do not disclose total assets and depreciation and amortization expense by reportable operating segment.

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The following tables represent information regarding the Company's segment information and provides a reconciliation between segment operating profit and the consolidated income (loss) before income taxes for the years ended December 31:

	2019	2018	2017
Net sales summary by segment			
Eurasia Banking	\$ 1,649.8	\$ 1,800.2	\$ 1,903.4
Americas Banking	1,604.1	1,515.7	1,525.6
Retail	1,154.8	1,262.7	1,180.3
Total customer revenues	<u>\$ 4,408.7</u>	<u>\$ 4,578.6</u>	<u>\$ 4,609.3</u>
Intersegment revenues			
Eurasia Banking	\$ 168.3	\$ 161.1	\$ 105.0
Americas Banking	15.5	13.8	25.9
Total intersegment revenues	<u>\$ 183.8</u>	<u>\$ 174.9</u>	<u>\$ 130.9</u>
Segment operating profit			
Eurasia Banking	\$ 169.3	\$ 150.1	\$ 126.8
Americas Banking	119.7	17.2	68.1
Retail	58.3	47.1	87.9
Total segment operating profit	<u>\$ 347.3</u>	<u>\$ 214.4</u>	<u>\$ 282.8</u>
Corporate charges not allocated to segments <sup>(1)</sup>	\$ (79.4)	\$ (52.1)	\$ (62.6)
Impairment of assets	(30.2)	(180.2)	(3.1)
Restructuring charges	(50.2)	(65.0)	(49.4)
Net non-routine expense	<u>(214.1)</u>	<u>(242.7)</u>	<u>(261.2)</u>
	<u>(373.9)</u>	<u>(540.0)</u>	<u>(376.3)</u>
Operating loss	<u>(26.6)</u>	<u>(325.6)</u>	<u>(93.5)</u>
Other expense	<u>(202.3)</u>	<u>(152.7)</u>	<u>(98.4)</u>
Loss before taxes	<u>\$ (228.9)</u>	<u>\$ (478.3)</u>	<u>\$ (191.9)</u>

<sup>(1)</sup> Corporate charges not allocated to segments include headquarter-based costs associated with procurement, human resources, compensation and benefits, finance and accounting, global development/engineering, global strategy/mergers and acquisitions, global IT, tax, treasury and legal.

Net non-routine expense consists of items that the Company has determined are non-routine in nature and not allocated to the reportable operating segments. Net non-routine expense of \$214.1 for the year ended December 31, 2019 was primarily due to purchase accounting pre-tax charges for amortization of acquired intangibles of \$93.3 and the loss (gain) on sale of assets, net. Net non-routine expense of \$242.7 for the year ended December 31, 2018 was primarily due to the inventory provision of \$74.5 in cost of sales, acquisition integration expenses of \$47.2 primarily within selling and administrative expense and purchase accounting pre-tax charges for amortization of acquired intangibles of \$113.4. Net non-routine expense of \$261.2 for the year ended December 31, 2017 was primarily due to acquisition integration expenses of \$72.1 primarily within selling and administrative expense and purchase accounting pre-tax charges for amortization of acquired intangibles of \$160.9.

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The following table presents information regarding the Company's segment net sales by service and product solution:

	2019	2018	2017
Eurasia Banking			
Services	\$ 993.6	\$ 1,111.8	\$ 1,133.1
Products	656.2	688.4	770.3
Total Eurasia Banking	<u>1,649.8</u>	<u>1,800.2</u>	<u>1,903.4</u>
Americas Banking			
Services	1,002.5	1,025.8	1,043.9
Products	601.6	489.9	481.7
Total Americas Banking	<u>1,604.1</u>	<u>1,515.7</u>	<u>1,525.6</u>
Retail			
Services	612.0	651.9	608.3
Products	542.8	610.8	572.0
Total Retail	<u>1,154.8</u>	<u>1,262.7</u>	<u>1,180.3</u>
Total	<u>\$ 4,408.7</u>	<u>\$ 4,578.6</u>	<u>\$ 4,609.3</u>

The Company had no customers that accounted for more than 10 percent of total net sales in 2019, 2018 and 2017.

Below is a summary of net sales by point of origin for the years ended December 31:

	2019	2018	2017
Americas			
United States	\$ 1,024.7	\$ 1,047.7	\$ 1,049.5
Other Americas	654.6	556.7	556.3
Total Americas	<u>1,679.3</u>	<u>1,604.4</u>	<u>1,605.8</u>
EMEA			
Germany	872.5	876.2	843.0
Other EMEA	1,400.4	1,583.8	1,537.1
Total EMEA	<u>2,272.9</u>	<u>2,460.0</u>	<u>2,380.1</u>
AP			
Total AP	456.5	514.2	623.4
Total net sales	<u>\$ 4,408.7</u>	<u>\$ 4,578.6</u>	<u>\$ 4,609.3</u>

Below is a summary of property, plant and equipment, net by geographical location as of December 31:

	2019	2018
Property, plant and equipment, net		
United States	\$ 62.4	\$ 77.8
Germany	150.1	168.2
Other international	19.0	58.1
Total property, plant and equipment, net	<u>\$ 231.5</u>	<u>\$ 304.1</u>

In the following table, revenue is disaggregated by timing of revenue recognition at December 31:

	2019	2018
Timing of revenue recognition		
Products transferred at a point in time	41%	39%
Products and services transferred over time	59%	61%
Net sales	<u>100%</u>	<u>100%</u>

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NOTE 21: QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

The following table presents selected unaudited quarterly financial information for the years ended December 31:

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter	
	2019	2018	2019	2018	2019	2018	2019	2018
Net sales	\$ 1,028.1	\$ 1,064.2	\$ 1,150.2	\$ 1,105.6	\$ 1,078.8	\$ 1,119.0	\$ 1,151.6	\$ 1,289.8
Gross profit <sup>(1)</sup>	246.1	240.4	279.1	219.7	271.5	228.9	270.4	209.8
Net loss <sup>(2)</sup>	(131.9)	(65.6)	(55.3)	(115.9)	(34.8)	(219.7)	(122.6)	(127.5)
Net income (loss) attributable to noncontrolling interests	0.8	7.6	(5.0)	5.1	0.9	(6.1)	—	(3.9)
Net loss attributable to Diebold Nixdorf, Incorporated	<u>\$ (132.7)</u>	<u>\$ (73.2)</u>	<u>\$ (50.3)</u>	<u>\$ (121.0)</u>	<u>\$ (35.7)</u>	<u>\$ (213.6)</u>	<u>\$ (122.6)</u>	<u>\$ (123.6)</u>

Net loss attributable to Diebold Nixdorf, Incorporated

Basic and diluted loss per share	\$ (1.74)	\$ (0.97)	\$ (0.66)	\$ (1.59)	\$ (0.46)	\$ (2.81)	\$ (1.60)	\$ (1.62)
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Basic and diluted weighted-average shares outstanding	76.4	75.8	76.7	76.0	76.8	76.1	76.8	76.1
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<sup>(1)</sup> The Company reclassified immaterial amounts from cost of sales to selling and administrative expense. The amount represents selling costs that were incorrectly being recorded within cost of sales. Refer to note 1 for more information.

<sup>(2)</sup> The Company corrected an immaterial error to net loss related to the goodwill impairment recorded in the year ended December 31, 2018. Refer to note 1 for more information.



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**NOTE 22: SUPPLEMENTAL GUARANTOR INFORMATION**

The Company issued the 2024 Senior Notes in an offering exempt from the registration requirements of the Securities Act of 1933 in connection with the Acquisition. The 2024 Senior Notes are and will be guaranteed by certain of the Company's existing and future subsidiaries. The following presents the condensed consolidating financial information separately for:

- (i) Diebold Nixdorf, Incorporated (the Parent Company), the issuer of the guaranteed obligations;
- (ii) Guarantor subsidiaries, on a combined basis, as specified in the Indenture, as supplemented;
- (iii) Non-guarantor subsidiaries, on a combined basis;
- (iv) Consolidating entries and eliminations representing adjustments to (a) eliminate intercompany transactions between the Parent Company, the guarantor subsidiaries and the non-guarantor subsidiaries, (b) eliminate the investments in our subsidiaries, and (c) record consolidating entries; and
- (v) Diebold Nixdorf, Incorporated and subsidiaries on a consolidated basis.

Each guarantor subsidiary is 100 percent owned by the Parent Company at the date of each balance sheet presented. The 2024 Senior Notes are fully and unconditionally guaranteed on a joint and several basis by each guarantor subsidiary. The guarantees of the guarantor subsidiaries are subject to release in limited circumstances only upon the occurrence of certain customary conditions. Each entity in the consolidating financial information follows the same accounting policies as described in the consolidated financial statements, except for the use by the Parent Company and the guarantor subsidiaries of the equity method of accounting to reflect ownership interests in subsidiaries which are eliminated upon consolidation. Changes in intercompany receivables and payables related to operations, such as intercompany sales or service charges, are included in cash flows from operating activities. Intercompany transactions reported as investing or financing activities include the sale of capital stock of various subsidiaries, loans and other capital transactions between members of the consolidated group.

Certain non-guarantor subsidiaries of the Parent Company are limited in their ability to remit funds to it by means of dividends, advances or loans due to required foreign government and/or currency exchange board approvals or limitations in credit agreements or other debt instruments of those subsidiaries.

The Company has reclassified certain assets and liabilities from its non-guarantor subsidiaries to the Parent Company as a result of a common control transaction in connection with the Company's integration efforts of the Acquisition to optimize its operations.

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	Parent	Combined Guarantor Subsidiaries	Combined Non-Guarantor Subsidiaries	Reclassifications/ Eliminations	Consolidated
<b>ASSETS</b>					
Current assets					
Cash, cash equivalents and restricted cash	\$ 3.6	\$ 1.8	\$ 275.5	\$ —	\$ 280.9
Short-term investments	—	—	10.0	—	10.0
Trade receivables, net	109.0	—	510.3	—	619.3
Intercompany receivables	632.6	559.3	747.6	(1,939.5)	—
Inventories	122.4	—	346.4	(2.3)	466.5
Prepaid expenses	27.2	—	24.1	—	51.3
Other current assets	14.9	7.8	449.1	(7.8)	464.0
Total current assets	<u>909.7</u>	<u>568.9</u>	<u>2,363.0</u>	<u>(1,949.6)</u>	<u>1,892.0</u>
Securities and other investments	21.4	—	—	—	21.4
Property, plant and equipment, net	61.9	0.5	169.1	—	231.5
Deferred income taxes	51.1	6.4	63.3	—	120.8
Goodwill	55.5	—	708.5	—	764.0
Intangible assets, net	19.2	—	483.1	—	502.3
Investment in subsidiaries	1,676.8	—	—	(1,676.8)	—
Long-term intercompany receivables	617.9	—	—	(617.9)	—
Other assets	45.1	0.1	213.4	—	258.6
Total assets	<u>\$ 3,458.6</u>	<u>\$ 575.9</u>	<u>\$ 4,000.4</u>	<u>\$ (4,244.3)</u>	<u>\$ 3,790.6</u>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>					
Current liabilities					
Notes payable	\$ 26.6	\$ —	\$ 5.9	\$ —	\$ 32.5
Accounts payable	55.3	—	416.2	—	471.5
Intercompany payable	1,302.3	46.7	590.5	(1,939.5)	—
Deferred revenue	133.7	—	186.8	—	320.5
Payroll and other benefits liabilities	49.4	2.1	173.2	—	224.7
Other current liabilities	109.5	1.0	447.7	(7.8)	550.4
Total current liabilities	<u>1,676.8</u>	<u>49.8</u>	<u>1,820.3</u>	<u>(1,947.3)</u>	<u>1,599.6</u>
Long-term debt	2,107.4	—	1.3	—	2,108.7
Pensions, post-retirements and other benefits	160.3	—	77.4	—	237.7
Long-term intercompany payable	—	—	617.9	(617.9)	—
Other long-term liabilities	42.7	—	287.3	—	330.0
Commitments and contingencies					
Redeemable noncontrolling interests	—	—	20.9	—	20.9
Total Diebold Nixdorf, Incorporated shareholders' equity	(528.6)	526.1	1,151.3	(1,679.1)	(530.3)
Noncontrolling interests	—	—	24.0	—	24.0
Total liabilities and equity	<u>\$ 3,458.6</u>	<u>\$ 575.9</u>	<u>\$ 4,000.4</u>	<u>\$ (4,244.3)</u>	<u>\$ 3,790.6</u>

DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
FORM 10-K as of December 31, 2019  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
(in millions, except per share amounts)

Condensed Consolidating Balance Sheets  
As of December 31, 2018

	Parent	Combined Guarantor Subsidiaries	Combined Non-Guarantor Subsidiaries	Reclassifications/ Eliminations	Consolidated
<b>ASSETS</b>					
Current assets					
Cash, cash equivalents and restricted cash	\$ 17.3	\$ 2.7	\$ 438.4	\$ —	\$ 458.4
Short-term investments	—	—	33.5	—	33.5
Trade receivables, net	105.7	0.1	631.4	—	737.2
Intercompany receivables	205.3	606.3	425.1	(1,236.7)	—
Inventories	164.8	—	447.5	(2.2)	610.1
Prepaid expenses	16.4	0.1	40.9	—	57.4
Other current assets	20.4	12.6	297.1	(25.8)	304.3
Total current assets	<u>529.9</u>	<u>621.8</u>	<u>2,313.9</u>	<u>(1,264.7)</u>	<u>2,200.9</u>
Securities and other investments	22.4	—	—	—	22.4
Property, plant and equipment, net	76.9	0.8	226.4	—	304.1
Deferred income taxes	139.9	6.2	97.8	—	243.9
Goodwill	58.1	—	740.1	—	798.2
Intangible assets, net	30.8	—	593.8	—	624.6
Investment in subsidiaries	2,738.8	—	—	(2,738.8)	—
Other assets	30.2	0.4	69.3	(13.5)	86.4
Total assets	<u>\$ 3,627.0</u>	<u>\$ 629.2</u>	<u>\$ 4,041.3</u>	<u>\$ (4,017.0)</u>	<u>\$ 4,280.5</u>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>					
Current liabilities					
Notes payable	\$ 25.7	\$ 0.1	\$ 23.7	\$ —	\$ 49.5
Accounts payable	88.1	—	421.4	—	509.5
Intercompany payable	1,030.8	60.8	145.1	(1,236.7)	—
Deferred revenue	116.6	0.1	261.5	—	378.2
Payroll and other benefits liabilities	26.7	1.3	156.3	—	184.3
Other current liabilities	114.2	1.6	352.4	(21.3)	446.9
Total current liabilities	<u>1,402.1</u>	<u>63.9</u>	<u>1,360.4</u>	<u>(1,258.0)</u>	<u>1,568.4</u>
Long-term debt	2,172.5	—	17.5	—	2,190.0
Pensions, post-retirements and other benefits	183.7	—	90.1	—	273.8
Other long-term liabilities	18.4	—	240.4	(18.0)	240.8
Commitments and contingencies					
Redeemable noncontrolling interests	—	—	130.4	—	130.4
Total Diebold Nixdorf, Incorporated shareholders' equity	(149.7)	565.3	2,175.7	(2,741.0)	(149.7)
Noncontrolling interests	—	—	26.8	—	26.8
Total liabilities and equity	<u>\$ 3,627.0</u>	<u>\$ 629.2</u>	<u>\$ 4,041.3</u>	<u>\$ (4,017.0)</u>	<u>\$ 4,280.5</u>

DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
FORM 10-K as of December 31, 2019  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
(in millions, except per share amounts)

Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)  
Year Ended December 31, 2019

	Parent	Combined Guarantor Subsidiaries	Combined Non-Guarantor Subsidiaries	Reclassifications/ Eliminations	Consolidated
Net sales	\$ 1,206.4	\$ 0.2	\$ 3,598.7	\$ (396.6)	\$ 4,408.7
Cost of sales	962.2	0.8	2,752.7	(374.1)	3,341.6
Gross profit (loss)	244.2	(0.6)	846.0	(22.5)	1,067.1
Selling and administrative expense	350.9	4.4	553.5	—	908.8
Research, development and engineering expense	6.7	33.4	127.1	(20.1)	147.1
Impairment of assets	5.1	—	25.1	—	30.2
(Gain) loss on sale of assets, net	(6.3)	0.2	13.7	—	7.6
	356.4	38.0	719.4	(20.1)	1,093.7
Operating loss	(112.2)	(38.6)	126.6	(2.4)	(26.6)
Other income (expense)					
Interest income	2.1	—	7.2	—	9.3
Interest expense	(190.1)	—	(12.8)	—	(202.9)
Foreign exchange (loss) gain, net	1.0	(0.1)	(6.0)	—	(5.1)
Miscellaneous, net	92.7	1.3	(95.6)	(2.0)	(3.6)
Loss from continuing operations before taxes	(206.5)	(37.4)	19.4	(4.4)	(228.9)
Income tax (benefit) expense	105.3	(7.8)	21.8	(2.6)	116.7
Equity in (loss) earnings of unconsolidated subsidiaries, net	(29.5)	—	1.0	29.5	1.0
Net (loss) income	(341.3)	(29.6)	(1.4)	27.7	(344.6)
Loss attributable to noncontrolling interests, net of tax	—	—	(3.3)	—	(3.3)
Net (loss) income attributable to Diebold Nixdorf, Incorporated	\$ (341.3)	\$ (29.6)	\$ 1.9	\$ 27.7	\$ (341.3)
Comprehensive (loss) income	\$ (412.3)	\$ (29.6)	\$ (89.4)	\$ 114.3	\$ (417.0)
Less: comprehensive loss attributable to noncontrolling interests	—	—	(4.7)	—	(4.7)
Comprehensive (loss) income attributable to Diebold Nixdorf, Incorporated	\$ (412.3)	\$ (29.6)	\$ (84.7)	\$ 114.3	\$ (412.3)

DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
FORM 10-K as of December 31, 2019  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
(in millions, except per share amounts)

Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)  
Year Ended December 31, 2018

	Parent	Combined Guarantor Subsidiaries	Combined Non-Guarantor Subsidiaries	Reclassifications/ Eliminations	Consolidated
Net sales	\$ 1,210.2	\$ 0.5	\$ 3,761.2	\$ (393.3)	\$ 4,578.6
Cost of sales	1,045.4	1.9	3,000.6	(368.1)	3,679.8
Gross profit (loss)	164.8	(1.4)	760.6	(25.2)	898.8
Selling and administrative expense	306.6	4.9	582.0	—	893.5
Research, development and engineering expense	2.8	44.6	133.0	(23.0)	157.4
Impairment of assets	—	—	180.2	—	180.2
Loss on sale of assets, net	(3.4)	0.1	(3.4)	—	(6.7)
	306.0	49.6	891.8	(23.0)	1,224.4
Operating loss	(141.2)	(51.0)	(131.2)	(2.2)	(325.6)
Other income (expense)					
Interest income	0.3	0.1	8.3	—	8.7
Interest expense	(140.7)	—	(14.2)	—	(154.9)
Foreign exchange loss, net	(17.3)	(0.2)	15.0	—	(2.5)
Miscellaneous, net	36.4	1.3	(41.7)	—	(4.0)
Loss from continuing operations before taxes	(262.5)	(49.8)	(163.8)	(2.2)	(478.3)
Income tax (benefit) expense	18.8	(10.2)	28.6	—	37.2
Equity in (loss) earnings of unconsolidated subsidiaries, net	(250.1)	—	(13.2)	250.1	(13.2)
Net (loss) income	(531.4)	(39.6)	(205.6)	247.9	(528.7)
Income attributable to noncontrolling interests, net of tax	—	—	2.7	—	2.7
Net (loss) income attributable to Diebold Nixdorf, Incorporated	\$ (531.4)	\$ (39.6)	\$ (208.3)	\$ 247.9	\$ (531.4)
Comprehensive (loss) income	\$ (639.4)	\$ (39.6)	\$ (302.6)	\$ 341.0	\$ (640.6)
Less: comprehensive income attributable to noncontrolling interests	—	—	(1.2)	—	(1.2)
Comprehensive (loss) income attributable to Diebold Nixdorf, Incorporated	\$ (639.4)	\$ (39.6)	\$ (301.4)	\$ 341.0	\$ (639.4)

DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
FORM 10-K as of December 31, 2019  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
(in millions, except per share amounts)

Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)  
Year Ended December 31, 2017

	Parent	Combined Guarantor Subsidiaries	Combined Non-Guarantor Subsidiaries	Reclassifications/ Eliminations	Consolidated
Net sales	\$ 1,126.4	\$ 7.4	\$ 3,480.6	\$ (5.1)	\$ 4,609.3
Cost of sales	902.0	12.3	2,700.3	(5.1)	3,609.5
Gross profit (loss)	224.4	(4.9)	780.3	—	999.8
Selling and administrative expense	283.8	10.5	639.4	—	933.7
Research, development and engineering expense	3.1	40.6	111.8	—	155.5
Impairment of assets	3.1	—	—	—	3.1
Loss on sale of assets, net	0.5	0.4	0.1	—	1.0
	290.5	51.5	751.3	—	1,093.3
Operating loss (income)	(66.1)	(56.4)	29.0	—	(93.5)
Other income (expense)					
Interest income	2.3	0.2	17.8	—	20.3
Interest expense	(108.7)	—	(8.6)	—	(117.3)
Foreign exchange loss, net	(0.5)	(0.1)	(3.3)	—	(3.9)
Miscellaneous, net	6.2	7.7	(11.1)	(0.3)	2.5
Loss from continuing operations before taxes	(166.8)	(48.6)	23.8	(0.3)	(191.9)
Income (benefit) tax expense	36.1	(15.5)	7.7	—	28.3
Equity in (loss) earnings of unconsolidated subsidiaries, net	(38.6)	—	6.3	38.6	6.3
Net (loss) income	(241.5)	(33.1)	22.4	38.3	(213.9)
Income attributable to noncontrolling interests, net of tax	—	—	27.6	—	27.6
Net (loss) income attributable to Diebold Nixdorf, Incorporated	\$ (241.5)	\$ (33.1)	\$ (5.2)	\$ 38.3	\$ (241.5)
Comprehensive (loss) income	\$ (96.5)	\$ (33.1)	\$ 193.7	\$ (127.1)	\$ (63.0)
Less: comprehensive income attributable to noncontrolling interests	—	—	33.5	—	33.5
Comprehensive (loss) income attributable to Diebold Nixdorf, Incorporated	\$ (96.5)	\$ (33.1)	\$ 160.2	\$ (127.1)	\$ (96.5)

DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
FORM 10-K as of December 31, 2019  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
(in millions, except per share amounts)

Condensed Consolidating Statement of Cash Flows  
Year Ended December 31, 2019

	Parent	Combined Guarantor Subsidiaries	Combined Non-Guarantor Subsidiaries	Reclassifications/ Eliminations	Consolidated
Net cash (used) provided by operating activities	\$ 97.6	\$ (37.3)	\$ 75.5	\$ —	\$ 135.8
Cash flow from investing activities					
Capital expenditures	(5.3)	—	(37.6)	—	(42.9)
Proceeds from maturities of investments	—	—	241.7	—	241.7
Payments for purchases of investments	—	—	(222.2)	—	(222.2)
Proceeds from divestitures and the sale of assets	21.4	—	8.5	—	29.9
Decrease in certain other assets	(9.8)	—	(3.5)	—	(13.3)
Capital contributions and loans paid	(47.0)	—	—	47.0	—
Proceeds from intercompany loans	13.1	—	—	(13.1)	—
Net cash (used) provided by investing activities	(27.6)	—	(13.1)	33.9	(6.8)
Cash flow from financing activities					
Debt issuance costs	(12.6)	—	—	—	(12.6)
Revolving debt repayments, net	(110.0)	—	(15.0)	—	(125.0)
Other debt borrowings	374.3	—	23.5	—	397.8
Other debt repayments	(333.9)	(0.1)	(41.7)	—	(375.7)
Distribution to noncontrolling interest holders	—	—	(98.1)	—	(98.1)
Other	(1.5)	—	(0.4)	—	(1.9)
Capital contributions received and loans incurred	—	46.5	0.5	(47.0)	—
Payments on intercompany loans	—	(10.0)	(3.1)	13.1	—
Net cash provided (used) by financing activities	(83.7)	36.4	(134.3)	(33.9)	(215.5)
Effect of exchange rate changes on cash	—	—	(1.1)	—	(1.1)
Decrease in cash, cash equivalents and restricted cash	(13.7)	(0.9)	(73.0)	—	(87.6)
Add: Cash included in assets held for sale at beginning of year	—	—	7.3	—	7.3
Less: Cash included in assets held for sale at end of year	—	—	97.2	—	97.2
Cash, cash equivalents and restricted cash at the beginning of the year	17.3	2.7	438.4	—	458.4
Cash, cash equivalents and restricted cash at the end of the year	\$ 3.6	\$ 1.8	\$ 275.5	\$ —	\$ 280.9

DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
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Condensed Consolidating Statement of Cash Flows  
Year Ended December 31, 2018

	Parent	Combined Guarantor Subsidiaries	Combined Non-Guarantor Subsidiaries	Reclassifications/ Eliminations	Consolidated
Net cash (used) provided by operating activities	\$ (67.8)	\$ (37.7)	\$ 1.4	\$ —	\$ (104.1)
Cash flow from investing activities					
Capital expenditures	(6.5)	(0.1)	(51.9)	—	(58.5)
Payments for acquisitions, net of cash acquired	—	—	(5.9)	—	(5.9)
Proceeds from maturities of investments	71.2	—	246.6	—	317.8
Payments for purchases of investments	—	—	(200.2)	—	(200.2)
Proceeds from divestitures and the sale of assets	6.7	—	4.4	—	11.1
Decrease in certain other assets	(5.8)	—	(24.1)	—	(29.9)
Capital contributions and loans paid	(503.2)	—	—	503.2	—
Proceeds from intercompany loans	29.2	—	—	(29.2)	—
Net cash (used) provided by investing activities	(408.4)	(0.1)	(31.1)	474.0	34.4
Cash flow from financing activities					
Dividends paid	(7.7)	—	—	—	(7.7)
Debt issuance costs	(39.4)	—	—	—	(39.4)
Revolving debt borrowings (repayments), net	110.0	—	(60.0)	—	50.0
Other debt borrowings	660.0	—	65.9	—	725.9
Other debt repayments	(284.9)	(0.3)	(52.5)	—	(337.7)
Distribution to noncontrolling interest holders	—	—	(377.2)	—	(377.2)
Repurchase of common shares	(3.0)	—	—	—	(3.0)
Capital contributions received and loans incurred	—	59.0	444.2	(503.2)	—
Payments on intercompany loans	—	(20.5)	(8.7)	29.2	—
Net cash provided (used) by financing activities	435.0	38.2	11.7	(474.0)	10.9
Effect of exchange rate changes on cash	—	—	(18.7)	—	(18.7)
(Decrease) increase in cash, cash equivalents and restricted cash	(41.2)	0.4	(36.7)	—	(77.5)
Less: Cash included in assets held for sale at end of year	—	—	7.3	—	7.3
Cash, cash equivalents and restricted cash at the beginning of the year	58.5	2.3	482.4	—	543.2
Cash, cash equivalents and restricted cash at the end of the year	\$ 17.3	\$ 2.7	\$ 438.4	\$ —	\$ 458.4



DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
FORM 10-K as of December 31, 2019  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
(in millions, except per share amounts)

Condensed Consolidating Statement of Cash Flows  
Year Ended December 31, 2017

	Parent	Combined Guarantor Subsidiaries	Combined Non-Guarantor Subsidiaries	Reclassifications/ Eliminations	Consolidated
Net cash (used) provided by operating activities	\$ (43.9)	\$ (41.6)	\$ 122.6	\$ —	\$ 37.1
<b>Cash flow from investing activities</b>					
Capital expenditures	(13.0)	(0.1)	(56.3)	—	(69.4)
Payments for acquisitions, net of cash acquired	—	—	(5.6)	—	(5.6)
Proceeds from maturities of investments	—	—	296.2	—	296.2
Payments for purchases of investments	(14.0)	—	(315.8)	—	(329.8)
Proceeds from divestitures and the sale of assets	4.6	—	16.3	—	20.9
(Decrease) increase in certain other assets	(43.0)	11.8	(1.9)	—	(33.1)
Capital contributions and loans paid	(114.5)	—	—	114.5	—
Proceeds from intercompany loans	210.7	—	—	(210.7)	—
<b>Net cash provided (used) by investing activities</b>	<b>30.8</b>	<b>11.7</b>	<b>(67.1)</b>	<b>(96.2)</b>	<b>(120.8)</b>
<b>Cash flow from financing activities</b>					
Dividends paid	(30.6)	—	—	—	(30.6)
Debt issuance costs	(1.1)	—	—	—	(1.1)
Revolving debt borrowings, net	—	—	75.0	—	75.0
Other debt borrowings	323.3	—	50.8	—	374.1
Other debt repayments	(354.2)	(1.2)	(103.4)	—	(458.8)
Distribution to noncontrolling interest holders	—	—	(17.6)	—	(17.6)
Issuance of common shares	0.3	—	—	—	0.3
Repurchase of common shares	(5.0)	—	—	—	(5.0)
Capital contributions received and loans incurred	—	67.1	47.4	(114.5)	—
Payments on intercompany loans	—	(36.0)	(174.7)	210.7	—
<b>Net cash (used) provided by financing activities</b>	<b>(67.3)</b>	<b>29.9</b>	<b>(122.5)</b>	<b>96.2</b>	<b>(63.7)</b>
Effect of exchange rate changes on cash	—	—	37.9	—	37.9
<b>Decrease in cash, cash equivalents and restricted cash</b>	<b>(80.4)</b>	<b>—</b>	<b>(29.1)</b>	<b>—</b>	<b>(109.5)</b>
<b>Cash, cash equivalents and restricted cash at the beginning of the year</b>	<b>138.9</b>	<b>2.3</b>	<b>511.5</b>	<b>—</b>	<b>652.7</b>
<b>Cash, cash equivalents and restricted cash at the end of the year</b>	<b>\$ 58.5</b>	<b>\$ 2.3</b>	<b>\$ 482.4</b>	<b>\$ —</b>	<b>\$ 543.2</b>

## ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

### ITEM 9A: CONTROLS AND PROCEDURES

(in millions)

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Company carries out a variety of on-going procedures, under the supervision and with the participation of the Company's management, including the Company's CEO and CFO, to evaluate the effectiveness of the design and operation of the Company's disclosure controls and procedures.

Based on that evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures were effective at a reasonable assurance level as of the end of the period of this report.

#### (a) MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP.

Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision of the CEO and CFO and Board of Directors, the Company conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the framework in "Internal Control-Integrated Framework (2013 framework)" issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this assessment, management has concluded that the internal control over financial reporting was effective as of December 31, 2019.

KPMG LLP, the Company's independent registered public accounting firm, has issued an auditor's report on management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2019. This report is included in Item 8 of this annual report on Form 10-K.

#### (b) CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

As of December 31, 2019, management remediated the outstanding material weaknesses as noted below:

The Company had ineffective ITGCs related to IT systems: Management concluded that the previously reported material weakness related to ineffective ITGCs related to IT systems was remediated. During 2019, management completed remediation efforts to: 1) improve the Company's continuous risk assessment process to be responsive to changes in the business operations, personnel and IT developments affecting the Company's financial reporting and related controls; 2) revoke the access to IT systems of those individuals that were identified as inappropriate; and 3) implement more frequent and improved periodic access reviews that include all sensitive access and the identification of additional business process owners to be part of the review process and providing the owners with guidance on the key data elements of the review to enhance the precision of the review process.

The Company had ineffective implementation and operation of controls over inventory valuation related to spare parts and finished goods: Management concluded that the previously reported material weakness related to ineffective implementation and operation of controls over inventory valuation related to spare parts and finished goods was remediated. During 2019, management completed remediation efforts to: 1) improve the Company's continuous risk assessment process to be responsive to changes in the business operations affecting the Company's financial reporting and related controls; and 2) implement consistent inventory valuation controls at all locations and communicate the requirements for effectively operating such controls to all businesses.

The Company had ineffective controls over non-routine transactions: Management concluded that the previously reported material weakness related to ineffective implementation controls over non-routine transactions was remediated. During 2019, management completed remediation efforts to: 1) improve the Company's continuous risk assessment process to be responsive to changes in the business operations affecting the Company's financial reporting and related controls; and 2) implement controls over calculations associated with non-routine transactions at a more precise level of operation.

During the quarter ended December 31, 2019, management identified and remediated a material weakness in internal control over financial reporting related to deferred income tax accounting for certain entities. The control deficiency resulted in an immaterial prior period error, which was corrected as described in Note 1 *Error Correction* in the consolidated financial statements. For the year ended December 31, 2019, management remediated the material weakness by adding additional controls over the review of deferred income taxes.

During the quarter ended December 31, 2019, there were no changes, other than the above noted remediation of the material weaknesses, in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## ITEM 9B: OTHER INFORMATION

### Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Due to the expiration of its current Annual Cash Bonus Plan at the 2020 Annual Meeting of Shareholders, the Board of Directors of Diebold Nixdorf, Incorporated (the "Company") adopted the Diebold Nixdorf, Incorporated 2020 Annual Incentive Plan (the "Incentive Plan") on February 26, 2020, in order to, among other items, continue to afford the Company's Board of Directors and Compensation Committee the ability to offer compensatory cash awards designed to reward and incent the Company's officers and key employees in advancement of the Company's interests and long-term strategies.

The Incentive Plan will be administered by the Compensation Committee or other committee appointed by the Board in accordance with the plan (the "Committee"). Participation in the Incentive Plan is limited to certain Eligible Executives, and the right to receive a bonus under the Incentive Plan depends on the achievement of specific performance goals, referred to as Management Objectives. The Committee will establish the Management Objectives and amount of incentive bonus payable for a performance period.

Management Objectives may be described in terms of company-wide objectives or objectives that are related to the performance of the individual Eligible Executive or of the subsidiary, division, department or function within the company or subsidiary in which the Eligible Executive is employed. The Management Objectives are limited to specified levels of growth in, or relative peer company performance in, one or more of the following:

- (i) sales, including net sales, unit sales volume, and aggregate product price;
- (ii) share price, including market price per share, and share price appreciation;
- (iii) earnings, including earnings per share, reflecting dilution of shares, gross or pre-tax profits, post-tax profits, operating profit, contribution profit, earnings net of or including dividends, earnings net of or including the after-tax cost of capital, earnings before (or after) interest and taxes ("EBIT"), earnings per share from continuing operations, diluted or basic, earnings before (or after) interest, taxes, depreciation and amortization ("EBITDA"), pre-tax operating earnings after interest and before incentives, service fees and extraordinary or special items, operating earnings, growth in earnings or growth in earnings per share, and total earnings;
- (iv) return on equity, including return on equity, return on invested capital, return or net return on assets, return on net assets, return on equity, return on gross sales, return on investment, return on capital, return on invested capital, return on committed capital, financial return ratios, value of assets, and change in assets;
- (v) cash flow(s), including operating cash flow, net cash flow, free cash flow, cash flow on investment, levered free cash flow, and unlevered free cash flow;
- (vi) revenue, including gross or net revenue, and changes in annual revenues;
- (vii) margins, including adjusted pre-tax margin, and operating margins;
- (viii) income, including net income, and consolidated net income;
- (ix) economic value added;
- (x) costs, including operating or administrative expenses, operating expenses as a percentage of revenue, general and administrative expenses as a percentage of revenue, expense or cost levels, reduction of losses, loss ratios or expense ratios, reduction in fixed costs, expense reduction levels, operating cost management, and cost of capital;
- (xi) financial ratings, including credit rating, capital expenditures, debt, debt reduction, working capital, average invested capital, and attainment of balance sheet or income statement objectives;
- (xii) market or category share, including market share, volume, unit sales volume, and market share or market penetration with respect to specific designated products or product groups and/or specific geographic areas;
- (xiii) shareholder return, including total shareholder return, shareholder return based on growth measures or the attainment of a specified share price for a specified period of time, and dividends; and
- (xiv) objective nonfinancial performance criteria measuring either regulatory compliance, productivity and productivity improvements, inventory turnover, average inventory turnover or inventory controls, net asset turnover, customer satisfaction based on specified objective goals or company-sponsored customer surveys, employee satisfaction based on specified objective goals or company-sponsored employee surveys, objective employee diversity goals, employee turnover, specified objective environmental goals, specified objective social goals, specified objective goals in corporate ethics and integrity,

specified objective safety goals, specified objective business expansion goals or goals relating to acquisitions or divestitures, and succession plan development and implementation.

The Committee may, for a performance period, amend or adjust the applicable Management Objective(s) or other terms and conditions relating thereto in recognition of acquisitions or divestitures; litigation or claim judgments or settlements; unusual, nonrecurring or one-time events affecting us or our subsidiaries, our financial statements, or changes in law or accounting principles; asset write downs; capital charges; costs and expenses; reorganization and restructuring programs; or similar non-GAAP adjustments.

The Committee will determine whether the Management Objectives have been achieved and the amounts payable following the end of the applicable performance period. The Committee will also have the ability to modify such amounts payable in its discretion. The Committee may amend the Incentive Plan from time to time and the Incentive Plan will remain effective until otherwise terminated by the Board.

The foregoing summary is qualified by reference to the full text of the Incentive Plan, a copy of which is attached hereto as Exhibit 10.62, and is incorporated herein by reference.

## PART III

### ITEM 10: DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information with respect to directors of the Company, including the audit committee and the designated audit committee financial experts, is included in the Company's proxy statement for the 2020 Annual Meeting of Shareholders (the 2020 Annual Meeting) and is incorporated herein by reference. Information with respect to any material changes to the procedures by which security holders may recommend nominees to the Company's board of directors is included in the Company's proxy statement for the 2020 Annual Meeting and is incorporated herein by reference. The following table summarizes information regarding executive officers of the Company:

Name, Age, Title and Year Elected to Present Office	Other Positions Held Last Five Years
Gerrard B. Schmid - 51 President and Chief Executive Officer Year elected: 2018	<u>2012-February 2018</u> : Chief Executive Officer and Director of D+H Corporation (global payments and technology provider)
Jeffrey L. Rutherford - 59 Senior Vice President, Chief Financial Officer Year elected: 2019	<u>October 2018-January 2019</u> : Interim Chief Financial Officer for Diebold Nixdorf, Incorporated; <u>2017-October 2018</u> : Chairman, Interim President and Interim Chief Executive Officer for Edgewater Technology, Inc. (technology consulting firm); <u>2014-2016</u> : Vice President and Chief Financial Officer for Ferro Corporation (international coatings manufacturing)
Jonathan B. Leiken — 48 Senior Vice President, Chief Legal Officer and General Counsel Year elected: 2014	<u>2008-May 2014</u> : Partner, Jones Day (global legal services)
Alan Kerr — 63 Senior Vice President, Software Year elected: 2016	<u>2014-August 2016</u> : Executive Vice President, Software Solutions for Diebold, Incorporated
Olaf Heyden — 56 Senior Vice President, Services Year elected: 2016	<u>2013-August 2016</u> : Executive Vice President, Software and Services, and a member of the executive board for Wincor Nixdorf AG
Ulrich Näher — 54 Senior Vice President, Systems Year elected: 2016	<u>March 2016-August 2016</u> : Executive Vice President of Systems Business and member of the board of directors for Wincor Nixdorf AG; <u>2015-March 2016</u> : Senior Vice President of Research and Development at Wincor Nixdorf AG; <u>2006-2015</u> : Senior Partner at McKinsey and Company (management and consulting)

There are no family relationships, either by blood, marriage or adoption, between any of the executive officers and directors of the Company.

### CODE OF BUSINESS ETHICS

All of the directors, executive officers and employees of the Company are required to comply with certain policies and protocols concerning business ethics and conduct, which we refer to as our Code of Business Ethics (COBE). The COBE applies not only to the Company, but also to all of those domestic and international companies in which the Company owns or controls a majority interest. The COBE describes certain responsibilities that the directors, executive officers and employees have to the Company, to each other and to the Company's global partners and communities including, but not limited to, compliance with laws, conflicts of interest, intellectual property and the protection of confidential information. The COBE is available on the Company's web site at [www.dieboldnixdorf.com](http://www.dieboldnixdorf.com) or by written request to the Corporate Secretary.

### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Information with respect to Section 16(a) beneficial ownership reporting compliance is included in the Company's proxy statement for the 2020 Annual Meeting and is incorporated herein by reference.

### ITEM 11: EXECUTIVE COMPENSATION

Information with respect to executive officers' and directors' compensation is included in the Company's proxy statement for the 2020 Annual Meeting and is incorporated herein by reference. Information with respect to compensation committee interlocks and insider participation and the compensation committee report is included in the Company's proxy statement for the 2020 Annual Meeting and is incorporated herein by reference.

## ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information with respect to security ownership of certain beneficial owners and management is included in the Company's proxy statement for the 2020 Annual Meeting and is incorporated herein by reference.

### Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders			
Stock options	2,379,062	\$ 14.89	N/A
Restricted stock units	2,155,722	N/A	N/A
Performance shares	2,251,021	N/A	N/A
Non-employee director deferred shares	30,700	N/A	N/A
Deferred compensation	815	N/A	N/A
Total equity compensation plans approved by security holders	<u>6,817,320</u>	\$ 14.89	4,100,000

In column (b), the weighted-average exercise price is only applicable to stock options. In column (c), the number of securities remaining available for future issuance for stock options, restricted stock units, performance shares and non-employee director deferred shares is approved in total and not individually.

## ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information with respect to certain relationships and related transactions and director independence is included in the Company's proxy statement for the 2020 Annual Meeting and is incorporated herein by reference.

## ITEM 14: PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information with respect to principal accountant fees and services is included in the Company's proxy statement for the 2020 Annual Meeting and is incorporated herein by reference.

## PART IV

### ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Documents filed as a part of this annual report on Form 10-K.

- Reports of Independent Registered Public Accounting Firm
- Consolidated Balance Sheets at December 31, 2019 and 2018
- Consolidated Statements of Operations for the Years Ended December 31, 2019, 2018 and 2017
- Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2019, 2018 and 2017
- Consolidated Statements of Equity for the Years Ended December 31, 2019, 2018 and 2017
- Consolidated Statements of Cash Flows for the Years Ended December 31, 2019, 2018 and 2017
- Notes to Consolidated Financial Statements

(a) 2. Financial statement schedules

All schedules are omitted, as the required information is inapplicable or the information is presented in the consolidated financial statements or related notes.

(a) 3. Exhibits

- 2.1 Business Combination Agreement, dated November 23, 2015, by and among Diebold, Incorporated and Wincor Nixdorf Aktiengesellschaft — incorporated by reference to Exhibit 2.1 to Registrant's Current Report on Form 8-K filed on November 23, 2015 (Commission File No. 1-4879)
- 2.2 Asset Purchase Agreement, dated as of October 25, 2015, by and among Diebold, Incorporated, The Diebold Company of Canada, LTD., Securitas Electronic Security, Inc. and 9481176 Canada Inc. — incorporated by reference to Exhibit 2.1 to Registrant's Current Report on Form 8-K filed on February 4, 2016 (Commission File No. 1-4879)
- 3.1(i) Amended and Restated Articles of Incorporation of Diebold, Incorporated — incorporated by reference to Exhibit 3.1(i) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1994 (Commission File No. 1-4879)
- 3.1(ii) Certificate of Amendment by Shareholders to Amended Articles of Incorporation of Diebold, Incorporated — incorporated by reference to Exhibit 3.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996 (Commission File No. 1-4879)
- 3.1 (iii) Certificate of Amendment to Amended Articles of Incorporation of Diebold, Incorporated — incorporated by reference to Exhibit 3.3 to Registrant's Annual Report on Form 10-K for the year ended December 31, 1998 (Commission File No. 1-4879)
- 3.1 (iv) Certificate of Amendment to Amended Articles of Incorporation of Diebold, Incorporated — incorporated by reference to Exhibit 3.1(i) to Registrant's Current Report on Form 8-K filed on December 12, 2016 (Commission File No. 1-4879)
- 3.1 (v) Certificate of Amendment to Amended Articles of Incorporation of Diebold Nixdorf, Incorporated — incorporated by reference to Exhibit 3.5 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (File No. 1-4879)
- 3.2 Amended and Restated Code of Regulations — incorporated by reference to Exhibit 3.1(i) to Registrant's Current Report on Form 8-K filed on February 17, 2017 (Commission File No. 1-4879)
- 4.1 (i) Indenture, dated as of April 19, 2016, among Diebold, Incorporated, as issuer, the subsidiaries of Diebold, Incorporated named therein as guarantors and U.S. Bank National Association, as trustee — incorporated by reference to Exhibit 4.1 to Registrant's Current Report on Form 8-K filed on April 19, 2016 (Commission File No. 1-4879)
- 4.1 (ii) First Supplemental Indenture, dated as of November 29, 2018, among Diebold Nixdorf, Incorporated, the Guaranteeing Subsidiaries named therein and U.S. Bank National Association, as trustee — incorporated by reference to Exhibit 4.1(ii) to Registrant's Annual Report on Form 10-K for the year ended December 31, 2018 (Commission File No. 1-4879)
- 4.1 (iii) Second Supplemental Indenture, dated as of February 29, 2019, among Diebold Nixdorf, Incorporated, the Guaranteeing Subsidiary named therein and U.S. Bank National Association, as trustee — incorporated by reference to Exhibit 4.1(iii) to Registrant's Annual Report on Form 10-K for the year ended December 31, 2018 (Commission File No. 1-4879)
- 4.2 Description of Securities of Diebold Nixdorf, Incorporated
- \*10.1(iii) Form of Employee Agreement — incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (Commission File No. 1-4879)
- \*10.2(i) Supplemental Employee Retirement Plan I as amended and restated January 1, 2008 — incorporated by reference to Exhibit 10.5(i) to Registrant's Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-4879)



- \*10.2(ii) Supplemental Employee Retirement Plan II as amended and restated July 1, 2002 — incorporated by reference to Exhibit 10.5(ii) to Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 (Commission File No. 1-4879)
- \*10.2(iii) Pension Restoration Supplemental Executive Retirement Plan — incorporated by reference to Exhibit 10.5(iii) to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-4879)
- \*10.2(iv) Pension Supplemental Executive Retirement Plan — incorporated by reference to Exhibit 10.5(iv) to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-4879)
- \*10.2(v) 401(k) Restoration Supplemental Executive Retirement Plan — incorporated by reference to Exhibit 10.5(v) to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-4879)
- \*10.2(vi) 401(k) Supplemental Executive Retirement Plan — incorporated by reference to Exhibit 10.5(vi) to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-4879)
- \*10.2(vii) Amendment to 401(k) Restoration Supplemental Executive Retirement Plan — incorporated by reference to Exhibit 10.2(vii) to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2018 (Commission File No. 1-4879)
- \*10.3(i) 1985 Deferred Compensation Plan for Directors of Diebold, Incorporated — incorporated by reference to Exhibit 10.7 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 1992 (Commission File No. 1-4879)
- \*10.3(ii) Amendment No. 1 to the Amended and Restated 1985 Deferred Compensation Plan for Directors of Diebold, Incorporated — incorporated by reference to Exhibit 10.7 (ii) to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (Commission File No. 1-4879)
- \*10.3(iii) Amendment No. 2 to the Amended and Restated 1985 Deferred Compensation Plan for Directors of Diebold, Incorporated — incorporated by reference to Exhibit 10.7 (ii) to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (Commission File No. 1-4879)
- \*10.3(iv) Deferred Compensation Plan No. 2 for Directors of Diebold, Incorporated — incorporated by reference to Exhibit 10.7(iv) to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-4879)
- \*10.3(v) First Amendment to Deferred Compensation Plan No. 2 for Directors of Diebold, Incorporated — incorporated by reference to Exhibit 10.4 to Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (Commission File No. 1-4879)
- \*10.4(i) 1991 Equity and Performance Incentive Plan as Amended and Restated as of February 7, 2001 — incorporated by reference to Exhibit 4(a) to Registrant’s Registration Statement on Form S-8 filed on May 10, 2001 (Registration No. 333-60578)
- \*10.4(ii) Amendment No. 1 to the 1991 Equity and Performance Incentive Plan as Amended and Restated as of February 7, 2001 — incorporated by reference to Exhibit 10.8 (ii) to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 (Commission File No. 1-4879)
- \*10.4(iii) Amendment No. 2 to the 1991 Equity and Performance Incentive Plan as Amended and Restated as of February 7, 2001 — incorporated by reference to Exhibit 10.8 (iii) to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 (Commission File No. 1-4879)
- \*10.4(iv) Amendment No. 3 to the 1991 Equity and Performance Incentive Plan as Amended and Restated as of February 7, 2001 — incorporated by reference to Exhibit 10.8 (iv) to Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (Commission File No. 1-4879)
- \*10.4(v) Amended and Restated 1991 Equity and Performance Incentive Plan as Amended and Restated as of April 13, 2009 — incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed on April 29, 2009 (Commission File No. 1-4879)
- \*10.4(vi) Amended and Restated 1991 Equity and Performance Incentive Plan as Amended and Restated as of February 12, 2014 — incorporated by reference to Exhibit 10.2 to Registrant’s Current Report on Form 8-K filed on April 30, 2014 (Commission File No. 1-4879)
- \*10.5 Long-Term Executive Incentive Plan — incorporated by reference to Exhibit 10.9 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 1993 (Commission File No. 1-4879)
- \*10.6(i) Form of Deferred Compensation Agreement and Amendment No. 1 to Deferred Compensation Agreement — incorporated by reference to Exhibit 10.13 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 1996 (Commission File No. 1-4879)
- \*10.6(ii) Deferred Incentive Compensation Plan No. 2 — incorporated by reference to Exhibit 10.10 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-4879)
- \*10.6(iii) Section 162(m) Deferred Compensation Agreement (as amended and restated January 29, 1998) — incorporated by reference to Exhibit 10.13 (ii) to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (Commission File No. 1-4879)
- \*10.7 Annual Incentive Plan — incorporated by reference to Exhibit 10.11 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2000 (Commission File No. 1-4879)
- \*10.8 Deferral of Stock Option Gains Plan — incorporated by reference to Exhibit 10.14 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 1998 (Commission File No. 1-4879)
- 10.9(i) Credit Agreement, dated as of November 23, 2015, among Diebold, Incorporated, the subsidiary borrowers from time to time party thereto, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent — incorporated by reference to Exhibit 10.1 to Registrant’s Amendment No. 1 to Registration Statement on Form S-4/A filed on January 8, 2016 (Registration No. 333-208186)

- 10.9(ii) Replacement Facilities Effective Date Amendment, dated as of December 23, 2015, among Diebold, Incorporated, and the subsidiary borrower party thereto, the guarantors party thereto, JPMorgan Chase Bank, N.A. as administrative agent, and the lenders party thereto — incorporated by reference to Exhibit 10.2 to Registrant's Amendment No. 1 to Registration Statement on Form S-4/A filed on January 8, 2016 (Registration No. 333-208186)
- 10.9(iii) Second Amendment to Credit Agreement, dated as of May 6, 2016, among Diebold, Incorporated, the subsidiary borrowers party thereto, the guarantors party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto — incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on May 12, 2016 (Commission File No. 1-4879)
- 10.9(iv) Third Amendment to Credit Agreement, dated as of August 16, 2016, between Diebold, Incorporated and JPMorgan Chase Bank, N.A., as administrative agent — incorporated by reference to Exhibit 10.34 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2016 (Commission File No. 1-4879)
- 10.9(v) Fourth Amendment to Credit Agreement, dated as of February 14, 2017, between Diebold, Incorporated and JP Morgan Chase Bank, N.A. as administrative agent — incorporated by reference to Exhibit 10.9(v) to Registrant's Annual Report on Form 10-K for the year ended December 31, 2018 (Commission File No. 1-4879)
- 10.9(vi) Incremental Amendment to Credit Agreement, dated as of May 9, 2017, among Diebold Nixdorf, Incorporated, the subsidiary borrowers party thereto, the guarantors party thereto, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent — incorporated by reference to Exhibit 10.12 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017 (Commission File No. 1-4879)
- 10.9(vii) Fifth Amendment, dated as of April 17, 2018, among Diebold Nixdorf, Incorporated, the subsidiary borrower party thereto, the guarantor party thereto, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent — incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on April 20, 2018 (Commission File No. 1-4879)
- 10.9(viii) Sixth Amendment and Incremental Amendment, dated as of August 31, 2018, among Diebold Nixdorf, Incorporated, the subsidiary borrowers party thereto, the guarantor party thereto, the lenders party thereto and JP Morgan Chase Bank, N.A., as administrative agent — incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on September 4, 2018 (Commission File No. 1-4879)
- 10.9(ix) Seventh Amendment, dated August 7, 2019, among Diebold Nixdorf, Incorporated, the subsidiary borrowers party thereto, the guarantor party thereto, the lenders party thereto and JP Morgan Chase Bank, N.A., as administrative agent - incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019 (Commission File No. 1-4879)
- 10.10(i) Transfer and Administration Agreement, dated as of March 30, 2001, by and among DCC Funding LLC, Diebold Credit Corporation, Diebold, Incorporated, Receivables Capital Corporation and Bank of America, National Association and the financial institutions from time to time parties thereto — incorporated by reference to Exhibit 10.20(i) to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001 (Commission File No. 1-4879)
- 10.10(ii) Amendment No. 1 to the Transfer and Administration Agreement, dated as of May 2001, by and among DCC Funding LLC, Diebold Credit Corporation, Diebold, Incorporated, Receivables Capital Corporation and Bank of America, National Association and the financial institutions from time to time parties thereto — incorporated by reference to Exhibit 10.20(ii) to Registrant's Quarterly Report on Form 10-Q for the quarter ended March, 31, 2001 (Commission File No. 1-4879)
- \*10.11 Form of Non-Qualified Stock Option Agreement — incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on September 21, 2009 (Commission File No. 1-4879)
- \*10.12 Form of Restricted Share Agreement — incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed on September 21, 2009 (Commission File No. 1-4879)
- \*10.13 Form of RSU Agreement — incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed on September 21, 2009 (Commission File No. 1-4879)
- \*10.14 Form of Performance Share Agreement — incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K filed on September 21, 2009 (Commission File No. 1-4879)
- \*10.15(i) Diebold, Incorporated Annual Cash Bonus Plan — incorporated by reference to Exhibit A to Registrant's Definitive Proxy Statement on Schedule 14A filed on March 16, 2010 (Commission File No. 1-4879)
- \*10.15(ii) Diebold, Incorporated Annual Cash Bonus Plan — incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on April 28, 2015 (Commission File No. 1-4879)
- \*10.16(i) Form of Deferred Shares Agreement — incorporated by reference to Exhibit 10.5 to Registrant's Current Report on Form 8-K filed on September 21, 2009 (Commission File No. 1-4879)
- \*10.16(ii) Form of Deferred Shares Agreement (2014) — incorporated by reference to Exhibit 10.17(ii) to Registrant's Annual Report on Form 10-K for the year ended December 31, 2014 (Commission File No. 1-4879)
- \*10.17(i) Diebold, Incorporated Senior Leadership Severance Plan (For Tier I, Tier II, and Tier III Executives) — incorporated by reference to Exhibit 10.31 to Registrant's Quarterly Report on Form 10-Q filed on April 30, 2012 (Commission File No. 1-4879)
- \*10.17(ii) Senior Leadership Severance Plan, Amended and Restated Effective November 7, 2018 — incorporated by reference to Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 (Commission File No. 1 - 4879)
- \*10.18 CEO Common Shares Award Agreement — incorporated by reference to Exhibit 4.5 to Registrant's Registration Statement on Form S-8 filed on August 15, 2013 (Registration No. 333-190626)

- \*10.19 2014 Non-Qualified Stock Purchase Plan — incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed on April 30, 2014 (Commission File No. 1-4879)
- \*10.20 Form of Long-Term Incentive Deferred Share Agreement (2014) — incorporated by reference to Exhibit 10.22 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2014 (Commission File No. 1-4879)
- \*10.21 Form of Performance Share Agreement — incorporated by reference to Exhibit 10.27 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2015 (Commission File No. 1-4879)
- \*10.22 Form of Nonqualified Stock Option Agreement — incorporated by reference to Exhibit 10.28 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2015 (Commission File No. 1-4879)
- \*10.23 Form of Restricted Stock Unit Agreement - Cliff Vesting — incorporated by reference to Exhibit 10.29 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2015 (Commission File No. 1-4879)
- \*10.24 Form of Restricted Stock Unit Agreement - Ratable Vesting — incorporated by reference to Exhibit 10.30 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2015 (Commission File No. 1-4879)
- \*10.25 Form of Restricted Share Agreement — incorporated by reference to Exhibit 10.31 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2015 (Commission File No. 1-4879)
- \*10.26 Domination and Profit and Loss Transfer Agreement, dated September 26, 2016, by and among Diebold Holding Germany Inc. & Co. KGaA and Wincor Nixdorf AG (English translation) — incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed on September 29, 2016 (Commission File No. 1-4879)
- \*10.27 Form of Synergy Grant Performance Share Agreement — incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed on February 13, 2017 (Commission File No. 1-4879)
- \*10.28 Jürgen Wunram service agreement — incorporated by reference to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2016 (Commission File No. 1-4879)
- \*10.29 Offer Letter - Jürgen Wunram — incorporated by reference to Exhibit 10.1 to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-4879)
- \*10.30 Jürgen Wunram Amended Service Agreement — incorporated by reference to Exhibit 10.4 to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-4879)
- \*10.31 Jürgen Wunram Separation Agreement — incorporated by reference to Exhibit 10.1 to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (Commission File No. 1-4879)
- \*10.32 Offer Letter - Olaf Heyden — incorporated by reference to Exhibit 10.2 to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-4879)
- \*10.33 Olaf Heyden Amended Service Agreement — incorporated by reference to Exhibit 10.5 to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-4879)
- \*10.34 Offer Letter - Ulrich Näher — incorporated by reference to Exhibit 10.3 to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-4879)
- \*10.35 Ulrich Näher Amended Service Agreement — incorporated by reference to Exhibit 10.6 to Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-4879)
- \*10.36 Dr. Ulrich Näher Amendment to management Board Member’s Service Agreement — incorporated by reference to Exhibit 10.36 to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2018 (Commission File No. 1-4879)
- \*10.37 Eckard Heidloff service agreement — incorporated by reference to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2016 (Commission File No. 1-4879)
- \*10.38 Eckard Heidloff severance agreement — incorporated by reference to Registrant’s Annual Report on Form 10-K for the year ended December 31, 2016 (Commission File No. 1-4879)
- \*10.39 Diebold Nixdorf, Incorporated 2017 Equity and Performance Incentive Plan, as amended April 25 2019 — incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed on April 26, 2019 (Commission File No. 1-4879)
- \*10.40 Form of Non-Qualified Stock Option Agreement (2017 Plan) — incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed on April 28, 2017 (Commission File No. 1-4879)
- \*10.41 Form of Restricted Share Agreement (2017 Plan) — incorporated by reference to Exhibit 10.2 to Registrant’s Current Report on Form 8-K filed on April 28, 2017 (Commission File No. 1-4879)
- \*10.42 Form of Restricted Stock Unit Agreement - Cliff Vest (2017 Plan) — incorporated by reference to Exhibit 10.3 to Registrant’s Current Report on Form 8-K filed on April 28, 2017 (Commission File No. 1-4879)
- \*10.43 Form of Restricted Stock Unit Agreement - Ratable Vest (2017 Plan) — incorporated by reference to Exhibit 10.4 to Registrant’s Current Report on Form 8-K filed on April 28, 2017 (Commission File No. 1-4879)
- \*10.44 Form of Restricted Stock Unit Agreement - Non-employee Directors (2017 Plan) — incorporated by reference to Exhibit 10.5 to Registrant’s Current Report on Form 8-K filed on April 28, 2017 (Commission File No. 1-4879)
- \*10.45 Form of Stock Appreciation Rights Agreement (2017 Plan) — incorporated by reference to Exhibit 10.6 to Registrant’s Current Report on Form 8-K filed on April 28, 2017 (Commission File No. 1-4879)
- \*10.46 Form of Performance Shares Agreement (2017 Plan) — incorporated by reference to Exhibit 10.7 to Registrant’s Current Report on Form 8-K filed on April 28, 2017 (Commission File No. 1-4879)
- \*10.47 Form of Performance Units Agreement (2017 Plan) — incorporated by reference to Exhibit 10.8 to Registrant’s Current Report on Form 8-K filed on April 28, 2017 (Commission File No. 1-4879)

- \*10.48 Form of Performance Cash Award Agreement (2017 Plan) — incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on February 1, 2019 (Commission File No. 1-4879)
- \*10.49 Christopher Chapman Service Agreement — incorporated by reference to Exhibit 10.7 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-4879)
- \*10.50 Dr. Jürgen Wunram Amendment to Management Board Member's Service Agreement — incorporated by reference to Exhibit 10.48 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2017 (Commission File No. 1-4879)
- \*10.51 Mr. Olaf Heyden Extension of Management Board Member's Service Agreement — incorporated by reference to Exhibit 10.49 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2017 (Commission File No. 1-4879)
- \*10.52 Dr. Ulrich Näher Amendment to Management Board Member's Service Agreement — incorporated by reference to Exhibit 10.50 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2017 (Commission File No. 1-4879)
- \*10.53 C. Chapman February 16, 2018 Letter Agreement — incorporated by reference to Exhibit 10.51 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2017 (Commission File No. 1-4879)
- \*10.54 Offer Letter, dated February 21, 2018, by and between Diebold Nixdorf, Incorporated and Gerrard Schmid — incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on February 21, 2018 (Commission File No. 1-4879)
- \*10.55 Consulting Agreement, dated October 1, 2018, between Diebold Nixdorf, Incorporated and Christopher Chapman — incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 (Commission File No. 1-4879)
- \*10.56 Offer Letter, dated February 21, 2018, by and between Diebold Nixdorf, Incorporated and Gerrard Schmid — incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on February 21, 2018 (Commission File No. 1-4879)
- \*10.57 CEO Inducement Award Agreement, dated February 21, 2018, by and between Diebold Nixdorf, Incorporated and Gerrard Schmid — incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed on February 21, 2018 (Commission File No. 1-4879)
- \*10.58 Change in Control Agreement, dated February 21, 2018, by and between Diebold Nixdorf, Incorporated and Gerrard Schmid — incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed on February 21, 2018 (Commission File No. 1-4879)
- \*10.59 Independent Contractor Agreement, dated October 1, 2018, between Diebold Nixdorf, Incorporated and Jeffrey Rutherford — incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 (Commission File No. 1-4879)
- \*10.60 Nomination and Standstill Agreement, dated February 22, 2019, by and among the Registrant and the individuals and entities listed on Schedule I thereto - incorporated by reference to Registrant's Current Report on Form 8-K filed on February 25, 2019 (Commission File No. 1-4879)
- \*10.61 Performance Share Unit Agreement - incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (Commission File No. 1-4879)
- \*10.62 Diebold Nixdorf, Incorporated 2020 Annual Incentive Plan
  - 21.1 Subsidiaries of the Registrant as of December 31, 2019
  - 23.1 Consent of Independent Registered Public Accounting Firm
  - 24.1 Power of Attorney
  - 31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
  - 31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
  - 32.1 Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
  - 32.2 Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
- 101.INS Inline XBRL Instance Document
- 101.SCH Inline XBRL Taxonomy Extension Schema Document
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Reflects management contract or other compensatory arrangement required to be filed as an exhibit pursuant to Item 15(b) of this annual report on Form 10-K.

#### ITEM 16: FORM 10-K SUMMARY

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 26, 2020

DIEBOLD NIXDORF, INCORPORATED

By: /s/ Gerrard B. Schmid  
Gerrard B. Schmid  
President and Chief Executive Officer

By: /s/ Jeffrey Rutherford  
Jeffrey Rutherford  
Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gerrard B. Schmid</u> Gerrard B. Schmid	President and Chief Executive Officer (Principal Executive Officer)	February 26, 2020
<u>/s/ Jeffrey Rutherford</u> Jeffrey Rutherford	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 26, 2020
<u>/s/ James Barna</u> James Barna	Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 26, 2020
<u>*</u> Patrick W. Allender	Director	February 26, 2020
<u>*</u> Arthur F. Anton	Director	February 26, 2020
<u>*</u> Bruce Besanko	Director	February 26, 2020
<u>*</u> Reynolds C. Bish	Director	February 26, 2020
<u>*</u> Ellen M. Costello	Director	February 26, 2020
<u>*</u> Phillip R. Cox	Director	February 26, 2020
<u>*</u> Alexander Dibelius	Director	February 26, 2020
<u>*</u> Dieter Duesedau	Director	February 26, 2020
<u>*</u> Matthew Goldfarb	Director	February 26, 2020
<u>*</u> Gary G. Greenfield	Director	February 26, 2020
<u>*</u> Kent M. Stahl	Director	February 26, 2020

\* The undersigned, by signing his name hereto, does sign and execute this Annual Report on Form 10-K pursuant to the Powers of Attorney executed by the above-named officers and directors of the Registrant and filed with the Securities and Exchange Commission on behalf of such officers and directors.

Date: February 26, 2020

\*By: /s/ Jonathan B. Leiken  
Jonathan B. Leiken  
Attorney-in-Fact

## LIST OF SIGNIFICANT SUBSIDIARIES

The following are the subsidiaries of the Registrant included in the Registrant's consolidated financial statements at December 31, 2019. Other subsidiaries are not listed because such subsidiaries are inactive. Subsidiaries are listed alphabetically under either the domestic or international categories.

Domestic	Jurisdiction under which organized	Percent of voting securities owned by Registrant
Aevi US Incorporated	Georgia	82.7%(49)
Diebold Global Finance Corporation	Delaware	100%
Diebold Holding Company, Inc.	Delaware	100%
Diebold Latin America Holding Company, LLC	Delaware	100%
Diebold Mexico Holding Company, Inc.	Delaware	100%(1)
Diebold Self-Service Systems	New York	100%(2)
Diebold Software Solutions, Inc.	Delaware	100%
Diebold SST Holding Company, Inc.	Delaware	100%
VDM Holding Company, Inc.	Delaware	100%
International	Jurisdiction under which organized	Percent of voting securities owned by Registrant
Aevi CZ s.r.o	Czech Republic	82.7%(49)
Aevi International GmbH	Germany	82.7%(48)
Aevi UK Ltd.	United Kingdom	82.7%(49)
Aisino Wincor Manufacturing (Shanghai) Co. Ltd.	China	43.56%(46)
Aisino Wincor Engineering Pte. Ltd.	Singapore	43.56%(46)
Aisino-Wincor Retail & Banking Syst. (Shanghai) Co. Ltd.	China	43.56%(44)
Bitelco Diebold Chile Limitada	Chile	100%(20)
CI Tech Sensors AG	Switzerland	100%(4)
C.R. Panama, Inc.	Panama	100%(10)
Cable Print B.V.B.A.	Belgium	100%(37)
Cryptera A/S	Denmark	100%(14)
D&G ATMS y Seguridad de Costa Rica Ltda.	Costa Rica	51%(33)
D&G Centroamerica, S. de R.L.	Panama	51%(29)
D&G Centroamerica y GBM de Nicaragua y Compañía Ltda.	Nicaragua	51%(30)
D&G Dominicana S.A.	Dominican Republic	51%(32)
D&G Honduras S. de R.L.	Honduras	51%(31)
D&G Panama S. de R.L.	Panama	51%(34)
DB&G ATMs Seguridad de Guatemala, Limitada	Guatemala	51%(30)
DB & GB de El Salvador Limitada	El Salvador	51%(30)
DCHC, S.A.	Panama	100%(10)
Diebold Africa (Pty) Ltd.	South Africa	100%(17)
Diebold Africa Investment Holdings Pty. Ltd.	South Africa	100%(4)
Diebold Argentina, S.A.	Argentina	100%(10)
Diebold Brasil LTDA	Brazil	100%(28)
Diebold Brasil Servicos de Tecnologia e Participacoes Ltda	Brazil	100%(22)
Diebold Canada Holding Company Inc.	Canada	100%
Diebold Ecuador SA	Ecuador	100%(18)
Diebold Finance Germany GmbH	Germany	100%(3)
Diebold Financial Equipment Company, Ltd.	China	48.1%(24)
Diebold Netherlands B.V.	The Netherlands	100(5)%
Diebold Nixdorf AB	Sweden	100%(4)
Diebold Nixdorf AG	Switzerland	100%(5)
Diebold Nixdorf A/S	Denmark	100%(4)
Diebold Nixdorf AS	Norway	100%(4)

Diebold Nixdorf Australia Pty. Ltd.	Australia	100%(1)
Diebold Nixdorf Banking Services Ltd.	United Kingdom	100%(35)
Diebold Nixdorf BPO Sp. z.o.o.	Poland	100%(4)
Diebold Nixdorf Business Administration Center GmbH	Germany	100%(4)
Diebold Nixdorf B.V.	Netherlands	100%(4)
Diebold Nixdorf B.V.B.A	Belgium	100%(16)
Diebold Nixdorf C.A.	Venezuela	100%(4)
Diebold Nixdorf Canada Limited	Canada	100%(1)
Diebold Nixdorf Colombia, S.A.S.	Columbia	100%(13)
Diebold Nixdorf de Mexico S.A. de C.V.	Mexico	100%(43)
Diebold Nixdorf Deutschland GmbH	Germany	100%(4)
Diebold Nixdorf Dutch Holding B.V.	Netherlands	100%
Diebold Nixdorf EURL	Algeria	100%(4)
Diebold Nixdorf Facility Services GmbH	Germany	100%(4)
Diebold Nixdorf Finance AG	Switzerland	100%(4)
Diebold Nixdorf Finance Malta Holdling Ltd.	Malta	100%(4)
Diebold Nixdorf Finance Malta Ltd.	Malta	100%(39)
Diebold Nixdorf Fuel and Convenience Solutions GmbH	Germany	100%(4)
Diebold Nixdorf Global Holding B.V.	Netherlands	100%
Diebold Nixdorf Global IT Operations GmbH	Germany	100%(4)
Diebold Nixdorf Global Logistics GmbH	Germany	100%(19)
Diebold Nixdorf Global Solutions B.V.	Netherlands	100%(40)
Diebold Nixdorf GmbH	Austria	100%(1)
Diebold Nixdorf Grundstücksverwaltungllmenau GmbH & Co. KG	Germany	100%(42)
Diebold Nixdorf Holidng Germany Inc. & Co. KGaA	Germany	100%
Diebold Nixdorf (Hong Kong) Ltd.	Hong Kong	100%(4)
Diebold Nixdorf India Private Limited	India	100%(8)
Diebold Nixdorf Information Systems S.A.	Greece	100%(4)
Diebold Nixdorf Information Systems (Shanghai) Co. Ltd.	China	100%(4)
Diebold Nixdorf (Ireland) Ltd.	Ireland	100%(4)
Diebold Nixdorf Kft.	Hungary	100%(4)
Diebold Nixdorf Limited	Nigeria	100%(4)
Diebold Nixdorf LLC	Russia	100%(3)
Diebold Nixdorf Logistics GmbH	Germany	100%(4)
Diebold Nixdorf Manufacturing Pte. Ltd.	Singapore	100%(38)
Diebold Nixdorf Middle East FZ-LLC	United Arab Emirates	100%(4)
Diebold Nixdorf Myanmar Limited	Myanmar	100%(7)
Diebold Nixdorf Operations GmbH	Germany	100%(4)
Diebold Nixdorf Oy	Finland	100%(4)
Diebold Nixdorf Philippines, Inc.	Philippines	100%
Diebold Nixdorf Peru S.r.l.	Peru	100%(47)
Diebold Nixdorf Portavis GmbH	Germany	68%(27)
Diebold Nixdorf Portugal Unipessoal, Lda.	Portugal	100%(1)
Diebold Nixdorf Real Estate GmbH &Co. KG	Germany	100%(42)
Diebold Nixdorf Retail Services GmbH	Germany	100%(4)
Diebold Nixdorf Retail Solutions s.r.o.	Czech Republic	100%(36)
Diebold Nixdorf S.A.	Morocco	100%(4)
Diebold Nixdorf S.A.S.	France	100%(4)
Diebold Nixdorf Sdn. Bhd.	Malaysia	100%(4)
Diebold Nixdorf Security GmbH	Germany	100%(4)
Diebold Nixdorf Singapore Pte. Ltd.	Singapore	100%(4)
Diebold Nixdorf S.L.	Spain	100%(4)
Diebold Nixdorf Software C.V.	Netherlands	100%(9)
Diebold Nixdorf Software Partner B.V.	Netherlands	100%(4)

Diebold Nixdorf South Africa (Pty) Ltd.	South Africa	74.9%(25)
Diebold Nixdorf Sp. z.o.o.	Poland	100%(4)
Diebold Nixdorf s.r.l.	Italy	100%(4)
Diebold Nixdorf Srl	Romania	100%(41)
Diebold Nixdorf s.r.o.	Czech Republic	100%(4)
DIEBOLD NIXDORF s.r.o.	Slovakia	100%(4)
Diebold Nixdorf Systems GmbH	Germany	100%(4)
Diebold Nixdorf Taiwan Ltd.	Taiwan	100%(4)
Diebold Nixdorf Technology GmbH	Germany	100%(4)
Diebold Nixdorf Teknoloji A.S.	Turkey	100%(4)
Diebold Nixdorf (Thailand) Company Limited	Thailand	100%
Diebold Nixdorf (UK) Limited	United Kingdom	100%(4)
Diebold Nixdorf Vietnam Company Limited	Vietnam	100%
Diebold Pacific, Limited	Hong Kong	100%
Diebold Panama, Inc.	Panama	100%(10)
Diebold Paraguay S.A.	Paraguay	100%(45)
Diebold Self Service Solutions Limited Liability Company	Switzerland	100%(14)
Diebold Switzerland Holding Company, LLC	Switzerland	100%(1)
Diebold Uruguay S.A.	Uruguay	100%(10)
Inspur Financial Information System Co., Ltd.	China	48.1%(6)
IP Management GmbH	Germany	100%(4)
IT Soluciones Integrales, C.A.	Venezuela	100%(21)
J.J.F. Panama, Inc.	Panama	100%(10)
LLC Diebold Nixdorf	Ukraine	100%(4)
Moxx B.V.	Netherlands	100%(1)
Moxx Belgium BVBA	Belgium	100%(26)
Procomp Amazonia Industria Eletronica S.A.	Brazil	100%(11)
Procomp Industria Eletronica LTDA	Brazil	100%(23)
Prosystems IT GmbH	Germany	100%(4)
Pt. Diebold Nixdorf Indonesia	Indonesia	100%(12)
Wincor Nixdorf Facility GmbH	Germany	100%(4)
WINCOR NIXDORF International GmbH	Germany	100%(3)
Wincor Nixdorf IT Support S.A. de C.V.	Mexico	100%(21)
Wincor Nixdorf Retail ME JLT	United Arab Emirates	80%(15)

- (1) 100 percent of voting securities are owned by Diebold Nixdorf Global Holdings, BV, which is 100 percent owned by Registrant.
- (2) 70 percent of partnership interest is owned by Diebold Holding Company, LLC., which is 100 percent owned by Registrant, while the remaining 30 percent partnership interest is owned by Diebold SST Holding Company, LLC., which is 100 percent owned by Registrant.
- (3) 100 percent of voting securities are owned by Diebold Nixdorf Holding Germany Inc. & Co. KGaA, which is 100 percent owned by Registrant.
- (4) 100 percent of voting securities are owned by WINCOR NIXDORF International GmbH (refer to 3 for ownership).
- (5) 100 percent of voting securities are owned by Diebold Self-Service Solutions Limited Liability Company (refer to 14 for ownership).
- (6) 48.1 percent of voting securities are owned by Diebold Switzerland Holding Company, LLC (refer to 1 for ownership).
- (7) 99.99 percent of voting securities are owned by VDM Holding Company, Inc., which is 100 percent owned by Registrant, while the remaining .01 percent of voting securities is owned by Diebold Pacific Limited, which is 100 percent owned by Registrant.
- (8) 62.42 percent of voting securities are owned by Registrant; 19.03 percent of voting securities are owned by Diebold Self-Service Solutions Limited Liability Company (refer to 14 for ownership); 6.82 percent of voting securities are owned by Diebold Switzerland Holding Company, LLC (refer to 1 for ownership); 11.72 percent of voting securities are owned by WINCOR NIXDORF International (refer to 3 for ownership); and the remaining .01 percent of voting securities is owned by Diebold Holding Company, LLC, which is 100 percent owned by Registrant.
- (9) 60 percent of voting securities are owned by Diebold Nixdorf Global Holdings, BV, which is 100 percent owned by Registrant; 39.96 percent of voting securities are owned by IP Management GmbH (refer to 4 for ownership); and the remaining .4 percent of voting securities is owned by Diebold Nixdorf Software Partner B.V. (refer to 4 for ownership).
- (10) 100 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Registrant.



- (11) 99.99 percent of voting securities are owned by Diebold Brasil LTDA (refer to 28 for ownership), while the remaining .01 percent is owned by Registrant.
- (12) 87.33 percent of voting securities are owned by WINCOR NIXDORF International GmbH (refer to 3 for ownership), while the remaining 12.52 percent is owned by Diebold Nixdorf Global Holdings, BV, which is 100 percent owned by Registrant.
- (13) 21.44 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Registrant; 16.78 percent of voting securities are owned by Diebold Panama, Inc. (refer to 10 for ownership); 16.78 percent of voting securities are owned by DCHC SA (refer to 10 for ownership); 13.5 percent of voting securities are owned by J.J.F. Panama, Inc. (refer to 10 for ownership); and the remaining 31.5 percent of voting securities are owned by C.R. Panama, Inc. (refer to 10 for ownership).
- (14) 100 percent of voting securities are owned by Diebold Switzerland Holding Company, LLC (refer to 1 for ownership).
- (15) 80 percent of voting securities are owned by WINCOR NIXDORF International GmbH (refer to 3 for ownership).
- (16) 90 percent of voting securities are owned by Diebold Self-Service Solutions Limited Liability Company (refer to 14 for ownership), while the remaining 10 percent of voting securities are owned by Diebold Nixdorf AG (refer to 5 for ownership).
- (17) 100 percent of voting securities are owned by Diebold Africa Investment Holdings Pty. Ltd. (refer to 14 for ownership).
- (18) 99.99 percent of voting securities are owned by Diebold Colombia SA (refer to 13 for ownership), while the remaining 0.01 percent is owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Registrant.
- (19) 100 percent of voting securities is owned by DBD EMEA Holding C.V. (refer to 4 for ownership).
- (20) 99.88 percent of voting securities are owned by Registrant, while the remaining 12 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Registrant.
- (21) 100 percent of voting securities are owned by Wincor Nixdorf C.A. (refer to 4 for ownership).
- (22) 99.99 percent of voting securities are owned by Diebold Canada Holding Company Inc., which is 100 percent owned by Registrant, while the remaining .01 percent is owned by Procomp Amazonia Industria Eletronica S.A. (refer to 11 for ownership).
- (23) 99.99 percent of voting securities are owned by Diebold Brasil Servicos de Tecnologia e Participacoes Limitada (refer to 22 for ownership), while the remaining .01 percent is owned by Registrant.
- (24) 100 percent of voting securities are owned by Inspur Financial Information Technology Co., Ltd. (refer to 6 for ownership).
- (25) 74.9 percent of voting securities are owned by Diebold Africa Investment Holdings Pty. Ltd. (refer to 14 for ownership).
- (26) 100 percent of voting securities are owned by MOXX B.V. (refer to 1 for ownership).
- (27) 68 percent of voting securities are owned by WINCOR NIXDORF International GmbH (refer to 3 for ownership).
- (28) 99.99 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Registrant, while the remaining .01 percent is owned by Registrant.
- (29) 51 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Registrant.
- (30) 99 percent of voting securities are owned by D&G Centroamerica, S. de R. L. (refer to 29 for ownership).
- (31) 99.97 percent of voting securities are owned by D&G Centroamerica, S. de R.L. (refer to 29 for ownership), while the remaining .03 percent of voting securities is owned by D&G ATMs y Seguridad de Costa Rica Ltda. (refer to 33 for ownership).
- (32) 99.85 percent of voting securities are owned by D&G Centroamerica, S. de R. L. (refer to 29 for ownership).
- (33) 100 percent of voting securities are owned by D&G Centroamerica, S. de R. L. (refer to 29 for ownership).
- (34) 99.99 percent of voting securities are owned by D&G Centroamerica, S. de R.L. (refer to 29 for ownership).
- (35) 100 percent of voting securities are owned by Diebold Nixdorf (UK) Limited (refer to 4 for ownership).
- (36) 100 percent of voting securities are owned by IP Management GmbH (refer to 4 for ownership).
- (37) 99.99 percent of voting securities are owned by Registrant, while the remaining .01 percent is owned by Diebold Holding Company, LLC., which is 100 percent owned by Registrant.
- (38) 100 percent of voting securities are owned by Diebold Nixdorf Pte. Ltd (refer to 4 for ownership).
- (39) 100 percent of voting securities are owned by Diebold Nixdorf Finance Malta Holding Ltd. (refer to 4 for ownership).
- (40) 100 percent of voting securities are owned by Diebold Nixdorf Software C.V. (refer to 9 for ownership).
- (41) 99.99 percent of voting securities are owned by Diebold Self-Service Solutions Limited Liability Company (refer to 14 for ownership), while the remaining .01 percent is owned by Diebold Switzerland Holding Company, LLC (refer to 1 for ownership).
- (42) 100 percent of voting securities are equally owned by Wincor Nixdorf Facility GmbH (refer to 4 for ownership) and Diebold Nixdorf Security GmbH (refer to 4 for ownership).
- (43) 93.4 percent of voting securities are owned by Diebold Mexico Holding Company, LLC (refer to 1 for ownership); 6.56 percent of voting securities are owned by WINCOR NIXDORF International (refer to 47 for ownership); <.001 percent of voting securities is owned by Wincor Nixdorf C.A. (refer to 51 for ownership); while the remaining <.001 percent is owned by Registrant.

- (44) 43.56 percent of voting securities are owned by WINCOR NIXDORF International GmbH (refer to 3 for ownership).
- (45) 99 percent of voting securities are owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Registrant, while the remaining 1 percent is owned by Registrant.
- (46) 100 percent of voting securities are owned by Aisino-Wincor Retail & Banking Syst. (Shanghai) Co. Ltd. (refer to 44 for ownership).
- (47) 99.86 percent of voting securities are owned by Registrant, while the remaining .14 percent of voting securities is owned by Diebold Latin America Holding Company, LLC, which is 100 percent owned by Registrant.
- (48) 82.7 percent of voting securities are owned by WINCOR NIXDORF International GmbH (refer to 3 for ownership).
- (49) 100 percent of voting securities are owned by Aevi International GmbH (refer to 48 for ownership).

## Consent of Independent Registered Public Accounting Firm

The Board of Directors  
Diebold Nixdorf, Incorporated:

We consent to the incorporation by reference in the registration statement (Nos. 33-32960, 33-39988, 33-55452, 33-54677, 33-54675, 333-31993, 333-32187, 333-60578, 333-162036, 333-162037, 333-162049, 333-190626, 333-193713, 333-199738, 333-217476, 333-223125, 333-224618, and 333-231133) on Form S-8 and (Nos. 333-213780 and 333-208186) on Form S-4 of Diebold Nixdorf, Incorporated and subsidiaries of our reports dated February 26, 2020, with respect to the consolidated balance sheets of Diebold Nixdorf, Incorporated as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes (collectively, the consolidated financial statements), and the effectiveness of internal control over financial reporting as of December 31, 2019, which reports appears in the December 31, 2019 annual report on Form 10-K of Diebold Nixdorf, Incorporated.

Our report on the consolidated financial statements refers to a change to the accounting for revenue recognition due to the adoption of ASU 2014-09, *Revenue from Contracts with Customers*, and a change to the accounting for leases due to the adoption of ASU 2016-02, *Leases*.

/s/ KPMG LLP

Cleveland, Ohio  
February 26, 2020

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That the undersigned directors of Diebold Nixdorf, Incorporated, a corporation organized and existing under the laws of the State of Ohio, do for themselves and not for another, constitute and appoint Jonathan B. Leiken, or any one of them, a true and lawful attorney-in-fact in their names, place and stead, to sign their names to the report on Form 10-K for the year ended December 31, 2019, or to any and all amendments to such reports, and to cause the same to be filed with the Securities and Exchange Commission; it being intended to give and grant unto said attorneys-in-fact and each of them full power and authority to do and perform any act and thing necessary and proper to be done in the premises as fully and to all intents and purposes as the undersigned by themselves could do if personally present. The undersigned directors ratify and confirm all that said attorneys-in-fact or either of them shall lawfully do or cause to be done by virtue hereof.

The undersigned have hereunto set their hands as of the date set opposite their signature.

<u>Signature</u>	<u>Date</u>
<u>/s/ Patrick W. Allender</u> Patrick W. Allender	January 30, 2020
<u>/s/ Arthur F. Anton</u> Arthur F. Anton	January 30, 2020
<u>/s/ Bruce Besanko</u> Bruce Besanko	January 30, 2020
<u>/s/ Reynolds C. Bish</u> Reynolds C. Bish	January 30, 2020
<u>/s/ Ellen M. Costello</u> Ellen M. Costello	January 30, 2020
<u>/s/ Phillip R. Cox</u> Phillip R. Cox	January 30, 2020
<u>/s/ Alexander Dibelius</u> Alexander Dibelius	January 30, 2020
<u>/s/ Dieter Duesedau</u> Dieter Duesedau	January 30, 2020
<u>/s/ Matthew Goldfarb</u> Matthew Goldfarb	January 30, 2020
<u>/s/ Gary G. Greenfield</u> Gary G. Greenfield	January 30, 2020
<u>/s/ Kent M. Stahl</u> Kent M. Stahl	January 30, 2020

DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Gerrard B. Schmid, certify that:

- 1) I have reviewed this annual report on Form 10-K of Diebold Nixdorf, Incorporated;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2020

By: /s/ Gerrard B. Schmid  
Gerrard B. Schmid  
President and Chief Executive Officer  
(Principal Executive Officer)

DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES  
CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey Rutherford, certify that:

- 1) I have reviewed this annual report on Form 10-K of Diebold Nixdorf, Incorporated;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2020

By: /s/ Jeffrey Rutherford  
Jeffrey Rutherford  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

In connection with the Annual Report on Form 10-K of Diebold Nixdorf, Incorporated and subsidiaries (the Company) for the year ended December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Gerrard B. Schmid, President and Chief Executive of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

/s/ Gerrard B. Schmid

Gerrard B. Schmid  
President and Chief Executive Officer  
(Principal Executive Officer)

February 26, 2020

## DIEBOLD NIXDORF, INCORPORATED AND SUBSIDIARIES

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

In connection with the Annual Report on Form 10-K of Diebold Nixdorf, Incorporated and subsidiaries (the Company) for the year ended December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Jeffrey Rutherford, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

/s/ Jeffrey Rutherford  
Jeffrey Rutherford  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

February 26, 2020



## Notes for Non-GAAP Measures

To supplement the financial information presented in accordance with GAAP, the company considers certain financial measures that are not prepared in accordance with GAAP, including non-GAAP results, pro forma adjusted revenue, non-GAAP gross profit, adjusted EBITDA and free cash flow/(use). The company calculates constant currency by translating the prior-year results at the current-year exchange rate.

### Revenue

#### Reconciliation GAAP to Pro forma adjusted (\$Millions)

	Q1-18	Q2-18	Q3-18	Q4-18	Q1-19	Q2-19	Q3-19	Q4-19
<b>Total revenue [GAAP]</b>	<b>\$1,064</b>	<b>\$1,106</b>	<b>\$1,119</b>	<b>\$1,290</b>	<b>\$1,028</b>	<b>\$1,150</b>	<b>\$1,079</b>	<b>\$1,152</b>
Currency impact (2019 rates)	(66)	(41)	(26)	(18)	-	-	-	-
Revenue related to divestitures	(16)	(17)	(16)	(18)	(7)	(2)	(2)	(0)
Assets held for sale	(30)	(32)	(32)	(32)	(26)	(28)	(27)	(27)
Account rationalization	(13)	(16)	(14)	(14)	(12)	(11)	(7)	(6)
<b>Pro forma adjusted revenue</b>	<b>\$939</b>	<b>\$1,000</b>	<b>\$1,031</b>	<b>\$1,207</b>	<b>\$982</b>	<b>\$1,109</b>	<b>\$1,043</b>	<b>\$1,118</b>

#### Trailing 12-month Reconciliation

	Q4-18	Q1-19	Q2-19	Q3-19	Q4-19
<b>Total revenue [GAAP]</b>	<b>\$4,579</b>	<b>\$4,543</b>	<b>\$4,587</b>	<b>\$4,547</b>	<b>\$4,409</b>
Currency impact (2019 rates)	(151)	(85)	(45)	(18)	-
Revenue related to divestitures	(67)	(58)	(44)	(30)	(12)
Assets held for sale	(126)	(123)	(119)	(113)	(108)
Account rationalization	(57)	(56)	(51)	(43)	(36)
<b>Pro forma adjusted revenue</b>	<b>\$4,177</b>	<b>\$4,220</b>	<b>\$4,330</b>	<b>\$4,342</b>	<b>\$4,253</b>
% year-over-year growth					1.8%

Note: Differences may occur due to rounding.

### Gross Profit – Segment View

#### Reconciliation GAAP to non-GAAP (\$Millions)

	Q1-18	Q2-18	Q3-18	Q4-18	Q1-19	Q2-19	Q3-19	Q4-19
<b>Total revenue [GAAP]</b>	<b>\$1,064</b>	<b>\$1,106</b>	<b>\$1,119</b>	<b>\$1,290</b>	<b>\$1,028</b>	<b>\$1,150</b>	<b>\$1,079</b>	<b>\$1,152</b>
<b>Total gross profit [GAAP]</b>	<b>\$240</b>	<b>\$220</b>	<b>\$229</b>	<b>\$210</b>	<b>\$246</b>	<b>\$279</b>	<b>\$271</b>	<b>\$270</b>
Restructuring and DN Now transformation expenses	3	(1)	9	18	2	3	2	3
Non-routine expenses	7	10	9	72	(0)	1	2	29
<b>Total gross profit (non-GAAP)</b>	<b>\$250</b>	<b>\$229</b>	<b>\$246</b>	<b>\$300</b>	<b>\$247</b>	<b>\$283</b>	<b>\$276</b>	<b>\$303</b>
Non-GAAP gross profit % of total revenue	23.4%	20.7%	22.0%	23.3%	24.1%	24.6%	25.5%	26.3%

#### Trailing 12-month Reconciliation

	Q4-18	Q1-19	Q2-19	Q3-19	Q4-19
<b>Total revenue [GAAP]</b>	<b>\$4,579</b>	<b>\$4,543</b>	<b>\$4,587</b>	<b>\$4,547</b>	<b>\$4,409</b>
<b>Total gross profit [GAAP]</b>	<b>\$899</b>	<b>\$905</b>	<b>\$964</b>	<b>\$1,007</b>	<b>\$1,067</b>
Restructuring and DN Now transformation expenses	29	28	31	24	10
Non-routine expenses	97	91	82	75	32
<b>Total gross profit (non-GAAP)</b>	<b>\$1,025</b>	<b>\$1,023</b>	<b>\$1,077</b>	<b>\$1,106</b>	<b>\$1,109</b>
Non-GAAP gross profit % TTM GAAP revenue	22.4%	22.5%	23.5%	24.3%	25.2%

Note: Differences may occur due to rounding.

## Adjusted EBITDA

### Reconciliation GAAP to non-GAAP (\$Millions)

	Q1-18	Q2-18	Q3-18	Q4-18	Q1-19	Q2-19	Q3-19	Q4-19
Revenue (GAAP)	\$1,064	\$1,106	\$1,119	\$1,290	\$1,028	\$1,150	\$1,079	\$1,152
Net income (loss)	(\$66)	(\$116)	(\$220)	(\$128)	(\$132)	(\$55)	(\$35)	(\$123)
Income tax (benefit) expense	19	(30)	45	3	60	9	5	42
Interest income	(4)	(2)	(2)	(1)	(3)	(2)	(2)	(2)
Interest expense	26	28	45	55	51	50	52	50
Depreciation & amortization <sup>1</sup>	62	58	58	57	53	52	49	49
EBITDA	\$38	(\$61)	(\$74)	(\$14)	\$30	\$54	\$70	\$16
Share-based compensation	14	7	7	9	9	5	5	5
Foreign exchange gain (loss), net	1	3	(2)	0	(3)	5	2	1
Miscellaneous, net	0	3	2	(0)	1	0	1	1
Equity in earnings (loss) of unconsolidated subsidiaries, net	(1)	(1)	(3)	18	0	0	(1)	(1)
Restructuring and DN Now transformation expenses	4	2	41	32	15	28	20	51
Non-routine expenses, net <sup>2</sup>	6	88	123	78	12	14	0	58
Adjusted EBITDA	\$62	\$41	\$93	\$124	\$65	\$107	\$98	\$131
Adjusted EBITDA % GAAP revenue	5.8%	3.7%	8.3%	9.6%	6.3%	9.3%	9.1%	11.4%

## Trailing 12-month Reconciliation

	Q4-18	Q1-19	Q2-19	Q3-19	Q4-19
Revenue (GAAP)	\$4,579	\$4,543	\$4,587	\$4,547	\$4,409
Net income (loss)	(\$529)	(\$595)	(\$534)	(\$350)	(\$345)
Income tax (benefit) expense	37	78	117	77	117
Interest income	(9)	(8)	(8)	(8)	(9)
Interest expense	155	180	201	209	203
Depreciation & amortization <sup>1</sup>	234	226	220	212	204
EBITDA	(\$111)	(\$119)	(\$4)	\$140	\$170
Share-based compensation	37	32	30	29	24
Foreign exchange gain (loss), net	2	(2)	0	4	5
Miscellaneous, net	4	5	3	3	4
Equity in earnings (loss) of unconsolidated subsidiaries, net	13	15	16	18	(1)
Restructuring and DN Now transformation expenses	79	91	117	96	115
Non-routine expenses, net <sup>2</sup>	295	301	227	104	85
Adjusted EBITDA	\$320	\$323	\$389	\$394	\$401
Adjusted EBITDA % GAAP revenue	7.0%	7.1%	8.5%	8.7%	9.1%

Note: Differences may occur due to rounding.

<sup>1</sup> Deferred financing fees have been removed from depreciation and amortization.

<sup>2</sup> Net non-routine expenses excludes the Wincor Nixdorf purchase accounting adjustments, which are included in depreciation and amortization.

## Free Cash Flow Reconciliation

### (\$Millions)

	1Q-18	2Q-18	3Q-18	4Q-18	2018	1Q-19	2Q-19	3Q-19	4Q-19	2019
Net cash provided by (used in) operating activities	(\$142)	(\$114)	(\$115)	\$268	(\$104)	(\$57)	(\$11)	\$75	\$128	\$136
Capital expenditures	(20)	(10)	(10)	(18)	(59)	(15)	(6)	(10)	(13)	(43)
Free cash flow (use) (non-GAAP measure)	(\$163)	(\$125)	(\$125)	\$250	(\$163)	(\$72)	(\$16)	\$65	\$116	\$93
Add: cash interest expense	(15)	(34)	(18)	(56)	(123)	(40)	(54)	(37)	(52)	(183)
Unlevered Free cash flow (use) (non-GAAP measure)	(\$148)	(\$91)	(\$107)	\$306	(\$40)	(\$32)	\$38	\$102	\$168	\$275

## Trailing 12-month Reconciliation

	4Q-18	1Q-19	2Q-19	3Q-19	4Q-19
Net cash provided by (used in) operating activities	(\$104)	(\$19)	\$85	\$275	\$136
Capital expenditures	(59)	(53)	(48)	(48)	(43)
Free cash flow (use) (non-GAAP measure)	(\$163)	(\$72)	\$37	\$227	\$93

Note: Differences may occur due to rounding.

# Directors

**Patrick W. Allender** <sup>2,4</sup>

Retired Executive Vice President,  
Chief Financial Officer and Secretary,  
DanaHER Corporation  
Washington, D.C.  
(Diversified Manufacturing)  
Director since 2011

**Arthur F. Anton** <sup>2,4</sup>

Retired Chairman and  
Chief Executive Officer,  
Swagelok Company  
Solon, Ohio  
(Fluid Systems Technology)  
Director since 2019

**Bruce H. Besanko** <sup>2,5</sup>

Retired Chief Financial Officer,  
Kohl's Corporation  
Menomonee Falls, Wisconsin  
(National Retailer)  
Director since 2018

**Reynolds C. Bish** <sup>1,3,5</sup>

Chief Executive Officer and Director,  
Kofax Limited  
Irvine, California  
(Process Automation Software  
Provider)  
Director since 2019

**Ellen M. Costello** <sup>1,4</sup>

Retired Chief Executive Officer,  
BMO Financial Corporation  
Chicago, Illinois  
(Diversified Financial Services)  
Director since 2018

**Phillip R. Cox** <sup>1,3</sup>

President and Chief Executive Officer,  
Cox Financial Corporation  
Cincinnati, Ohio  
(Financial Planning and  
Wealth Management Services)  
Director since 2005

**Dr. Alexander Dibelius** <sup>1,4</sup>

Managing Partner,  
CVC Capital Partners GmbH  
Frankfurt, Germany  
(Private Equity)  
Director since 2016

**Dr. Dieter Düsedau** <sup>2,3</sup>

Former Director (Sr. Partner),  
McKinsey & Company  
Munich, Germany  
(Management Consulting)  
Director since 2016

**Matthew Goldfarb** <sup>1,4</sup>

Senior Director,  
Alvarez & Marsal North America  
New York, New York  
(Professional Services)  
Director since 2019

**Gary G. Greenfield** <sup>5</sup>

Non-Executive Chairman  
of the Board,  
Diebold Nixdorf, Incorporated  
North Canton, Ohio  
Partner,  
Court Square Capital Partners  
New York, New York  
(Venture Capital and Private Equity)  
Director since 2014

**Gerrard B. Schmid**

President and Chief Executive Officer,  
Diebold Nixdorf, Incorporated  
North Canton, Ohio  
Director since 2018

**Kent M. Stahl** <sup>2,3</sup>

Retired Partner,  
Wellington Management Company,  
LLP  
Boston, Massachusetts  
(Investment Management)  
Director since 2019

1 Member of the People and Compensation  
Committee

2 Member of the Audit Committee

3 Member of the Board Governance  
Committee

4 Member of the Finance Committee

5 Member of the Technology Committee

# Officers

**Gerrard B. Schmid**

President,  
Chief Executive Officer

**Jeffrey L. Rutherford**

Senior Vice President,  
Chief Financial Officer

**Jonathan B. Leiken**

Senior Vice President,  
Chief Legal Officer and Secretary

**Olaf Heyden**

Senior Vice President,  
Services

**Alan L. Kerr**

Senior Vice President,  
Software

**Dr. Ulrich Näher**

Senior Vice President,  
Systems

**Elizabeth A. Patrick**

Senior Vice President,  
Chief People Officer

# Shareholder Information

## CORPORATE OFFICES

Diebold Nixdorf, Incorporated  
5995 Mayfair Road  
P.O. Box 3077  
North Canton, OH, USA 44720-8077  
+1 330-490-4000

[www.DieboldNixdorf.com](http://www.DieboldNixdorf.com)

## STOCK EXCHANGE

The company's common shares are listed under the symbol DBD on the New York and Frankfurt Stock Exchanges.

## TRANSFER AGENT AND REGISTRAR

EQ Shareowner Services  
+1 855-598-5492 or +1 651-450-4064

Website: [www.shareowneronline.com](http://www.shareowneronline.com)

General Correspondence:  
P.O. Box 64874  
St. Paul, MN 55164-0874

Or Overnight Delivery:  
1110 Centre Point Curve, Suite 101  
Mendota Heights, MN 55120

Dividend Reinvestment/Optional Cash:  
Dividend Reinvestment Department  
P.O. Box 64856  
St. Paul, MN 55164-0856

## PUBLICATIONS

Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports are available, free of charge, on or through the website, [www.DieboldNixdorf.com](http://www.DieboldNixdorf.com), as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission. Additionally, these reports will be furnished free of charge to shareholders upon written request to Diebold Nixdorf Corporate Communications or Investor Relations at the corporate address, or call +1 330-490-3790 or 800-766-5859.

## FORWARD-LOOKING STATEMENTS

Certain statements in this annual report, particularly the statements made by management and those that are not historical facts, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give current expectations or forecasts of future events. They are not guarantees of future performance and are subject to risks and uncertainties, many of which are beyond the control of Diebold Nixdorf. Some of the risks, uncertainties and other factors that could cause actual results to differ materially from those expressed in or implied by the forward-looking statements are detailed in the company's 2019 Annual Report on Form 10-K.

A copy of that Form, which is on file with the Securities and Exchange Commission and is available at [www.DieboldNixdorf.com](http://www.DieboldNixdorf.com) or upon request, is included in this report.

## INFORMATION SOURCES

Communications concerning share transfer, lost certificates or dividends should be directed to the transfer agent. Investors, financial analysts and media may contact the following at the corporate address:

Steve Virostek  
Vice President, Investor Relations  
+1 330-490-6319  
Email: [steve.virostek@dieboldnixdorf.com](mailto:steve.virostek@dieboldnixdorf.com)

Michael Jacobsen, APR  
Sr. Director, Corporate Communications  
+1 330-490-3796  
Email: [michael.jacobsen@dieboldnixdorf.com](mailto:michael.jacobsen@dieboldnixdorf.com)

## DIRECT PURCHASE, SALE AND DIVIDEND REINVESTMENT PLAN

Diebold Nixdorf's Direct Stock Purchase Plan, administered by EQ Shareowner Services, offers current and prospective shareholders a convenient alternative for buying and selling Diebold Nixdorf shares. Once enrolled in the plan, shareholders may elect to make optional cash investments.

For first-time share purchase by nonregistered holders, the minimum initial investment amount is \$500. The minimum amount for subsequent investments is \$50. The maximum annual investment is \$120,000. Shareholders may also choose to reinvest the dividends paid on shares of Diebold Nixdorf Common Stock through the plan.

Some fees may apply. For more information, contact EQ Shareowner Services (see information in opposite column) or visit Diebold Nixdorf's website at [www.DieboldNixdorf.com](http://www.DieboldNixdorf.com).

## ANNUAL MEETING

The next meeting of shareholders will take place at 8:30 a.m. EDT on May 1, 2020. We have adopted a virtual format for our Annual Meeting this year in order to provide a consistent experience to all shareholders, regardless of location. You will be able to attend and vote at the 2020 Annual Meeting via live webcast by visiting [www.virtualshareholdermeeting.com/DBD2020](http://www.virtualshareholdermeeting.com/DBD2020).

## Price Ranges of Common Shares

	2019		2018		2017	
	HIGH	LOW	HIGH	LOW	HIGH	LOW
Q1	\$11.57	\$2.42	\$19.05	\$12.90	\$31.85	\$24.90
Q2	\$13.49	\$8.25	\$16.40	\$11.43	\$30.70	\$25.50
Q3	\$14.66	\$8.85	\$13.40	\$ 3.55	\$28.50	\$17.95
Q4	\$11.40	\$6.56	\$ 4.90	\$ 2.41	\$23.50	\$16.00
YR	\$14.66	\$2.42	\$19.05	\$ 2.41	\$31.85	\$16.00

A copy of that Form, which is on file with the Securities and Exchange Commission and is available at [www.DieboldNixdorf.com](http://www.DieboldNixdorf.com) or upon request, is included in this report.



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