

Wincor Nixdorf AG / ADR  
Form 425  
April 01, 2016

Filed by: Diebold, Incorporated

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Wincor Nixdorf AG

Commission File No.: 333-155520

April 1, 2016

**Exhibit 99.1**

**Diebold Social Media Communications, Twitter**

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

Tweet 1: Press release: News on the proposed business combination [dbdinc.co/1HhohL6](http://dbdinc.co/1HhohL6) Important info:  
[dbdinc.co/21cfGQa](http://dbdinc.co/21cfGQa)

[Link to <https://twitter.com/DieboldInc/status/715872853124595713>]

Tweet 2: We're one step closer to becoming a leading global self-service company: <http://dbdinc.co/1HhohL6> Info:  
<http://dbdinc.co/21cfGQa>

[Link to <https://twitter.com/DieboldInc/status/715901930808041472>]

Tweet 3: Diebold Retweeted:

ATM Marketplace @ATMMarketplace

Diebold set to proceed with next phase of Wincor acquisition <http://ow.ly/3d4YYR>

[Link to <https://twitter.com/ATMMarketplace/status/715914812849537026>]

Tweet 4: Press release: News on the proposed business combination <http://dbdinc.co/1HhohL6> Important info:  
<http://dbdinc.co/21cfGQa>

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

Tweet 5: Latest news on combination with Wincor Nixdorf: <http://dbdinc.co/1HhohL6> Important info:  
<http://dbdinc.co/21cfGQa>

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

Tweet 6: #Diebold and #WincorNixdorf initial share tender period ends successfully: <http://dbdinc.co/1HhohL6>  
Info: <http://dbdinc.co/21cfGQa>

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

Tweet 7: Our historic transformation takes the next step: <http://dbdinc.co/1HhohL6> Important info:  
<http://dbdinc.co/21cfGQa>

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

Tweet 8: Latest news on combination with Wincor Nixdorf: <http://dbdinc.co/1HhohL6> Important info:  
<http://dbdinc.co/21cfGQa>  
[Link to <https://twitter.com/DieboldInc/>]

**Article Published by ATM Marketplace**

**Diebold set to proceed with next phase of Wincor acquisition**

April 1, 2016

Diebold Inc. [Link to <http://www.atmmarketplace.com/companies/showcases/diebold-incorporated-2/>] has confirmed the results of its tender offer for shares of Wincor Nixdorf AG [Link to <http://www.atmmarketplace.com/companies/showcases/wincor-nixdorf-international/>], which means that the acquisition can move forward.

In a press release, Diebold reported that it had acquired 68.9 percent of Wincor Nixdorf shares as of March 29, narrowly exceeding the minimum required under the terms of an combination agreement reached by the two companies last November.

By the end of the acceptance period, 22,544,692 Wincor Nixdorf shares were tendered, the release said.

Also during that time, 262,279 voting proxies counting towards the minimum acceptance threshold were issued to Diebold.

Together, the number of shares and voting proxies represent approximately 68.9% of the share capital and voting rights in Wincor Nixdorf (including treasury shares).

Diebold President and CEO Andy Mattes commented on the progress of the deal:

*We are excited to have successfully completed our takeover offer for outstanding shares of Wincor Nixdorf, enabling our shared vision of a truly global services-led, software-enabled company.*

*With this milestone achieved, we look forward to completing this transaction and integrating the two businesses after the appropriate regulatory approvals have been obtained.*

*We are receiving very positive reaction from our customers, who feel the combination will bring unique, added value to the self-service industry.*

*By leveraging innovative solutions and talent from both organizations, we will have the scale, strength and flexibility to successfully expand in Europe and other key markets while helping our customers through their own business transformation.*

According to the German Securities Acquisition and Takeover Act, shareholders of Wincor Nixdorf who have not tendered their shares may still accept the offer through April 12 at midnight CEST.

Diebold will disclose a final figure of shares tendered following the expiration of the additional acceptance period, the release said.

[Link to <http://www.atmmarketplace.com/news/diebold-set-to-proceed-with-next-phase-of-wincor-acquisition/>]

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

In connection with the proposed business combination, Diebold has filed a Registration Statement on Form S-4 with the U.S. Securities and Exchange Commission ( SEC ), which was declared effective by the SEC on February 5, 2016, that includes a prospectus of Diebold to be used in connection with the offer. In addition, on February 4, 2016, the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, BaFin ) approved the publication of the German offer document in connection with the offer. Diebold has published the German offer document on February 5, 2016. The acceptance period for the offer expired at the end of March 22, 2016 (Central European Time) and a statutory additional acceptance period has begun on March 30, 2016, and will end on April 12, 2016, 24:00 hours (Central European Summer Time).

### **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN OR WILL BE FILED WITH THE SEC OR BAFIN OR PUBLISHED AT DIEBOLD S WEBSITE AT WWW.DIEBOLD.COM UNDER THE INVESTOR RELATIONS SECTION, REGARDING THE PROPOSED BUSINESS COMBINATION AND THE OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT**

**INFORMATION.** You may obtain a free copy of the prospectus, an English translation of the offer document, and other related documents filed by Diebold with the SEC on the SEC s website at [www.sec.gov](http://www.sec.gov). The prospectus and other documents relating thereto may also be obtained for free by accessing Diebold s website at [www.diebold.com](http://www.diebold.com) under the Investor Relations section. You may obtain a free copy of the offer document on BaFin s website at [www.bafin.de](http://www.bafin.de), and, along with an English translation thereof, at Diebold s website at [www.diebold.com](http://www.diebold.com) under the Investor Relations section. Further, you may obtain a copy of the offer document free of charge from Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany, or by e-mail to [dct.tender-offers@db.com](mailto:dct.tender-offers@db.com) or by telefax to +49 69 910 38794.

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

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

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

Certain statements contained in this communication regarding matters that are not historical facts are forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995). These include statements regarding management s intentions, plans, beliefs, expectations or forecasts for the future including, without limitation, the proposed business combination with Wincor Nixdorf and the offer. Such forward-looking statements are based on the current expectations of Diebold and involve risks and uncertainties; consequently, actual results may differ materially from those expressed or implied in the statements. Such forward-looking statements may include statements about the business combination and the offer, the likelihood that such transaction is consummated and the effects of any

transaction on the businesses and financial conditions of Diebold or Wincor Nixdorf, including synergies, pro forma revenue, targeted operating margin, net debt to EBITDA ratios, accretion to earnings and other financial or operating measures. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and actual results of operations, financial condition and liquidity, and the development of the industries in which Diebold and Wincor Nixdorf operate may

differ materially from those made in or suggested by the forward-looking statements contained in this document. In addition, risks and uncertainties related to the contemplated business combination between Diebold and Wincor Nixdorf include, but are not limited to, the expected timing and likelihood of the completion of the contemplated business combination, including the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the contemplated business combination that could reduce anticipated benefits or cause the parties not to consummate, or to abandon the transaction, the ability to successfully integrate the businesses, the occurrence of any event, change or other circumstances that could give rise to the termination of the business combination agreement or the contemplated offer, the risk that the parties may not be willing or able to satisfy the conditions to the contemplated business combination or the contemplated offer in a timely manner or at all, risks related to disruption of management time from ongoing business operations due to the contemplated business combination, the risk that any announcements relating to the contemplated business combination could have adverse effects on the market price of Diebold's common shares, and the risk that the contemplated transaction or the potential announcement of such transaction could have an adverse effect on the ability of Diebold to retain and hire key personnel and maintain relationships with its suppliers, and on its operating results and businesses generally. These risks, as well as other risks associated with the contemplated business combination, are more fully discussed in the prospectus that is attached as Annex 4 to the German offer document and has been filed with the SEC. Additional risks and uncertainties are identified and discussed in Diebold's reports filed with the SEC and available at the SEC's website at [www.sec.gov](http://www.sec.gov). Any forward-looking statements speak only as at the date of this document. Except as required by applicable law, neither Diebold nor Wincor Nixdorf undertakes any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.