

Wincor Nixdorf AG / ADR
Form 425
March 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

March 1, 2016

Exhibit 99.1

How to Successfully Lead a Geographically Dispersed Company

By Susie Gharib | @susiegharib | February 24, 2016, 1:34 PM EST

Diebold CEO Andy Mattes explains.

[Transcript of Interview with CEO Andy Mattes for Fortune.com](#)

Susie Gharib: Andy, you have a tough job as CEO of Diebold. You are based in your headquarters in Canton, Ohio, but most of your other employees are far away from that headquarters. Why did you allow this kind of situation to develop?

Andy Mattes: In the 21st century, people don't move to corporate headquarters anymore. You have to provide an environment, especially if you're a mid-size company, where we can embrace talent wherever it exists, wherever people want to contribute to our organization, and give them a platform to work from there.

Our customers are the largest financial institutions. They're all over the map. The important thing is not where does the leadership team reside, the important thing is, how open of a level of communication do you have amongst the leadership, and do you make time for that communication?

Susie Gharib: How do you effectively lead in a situation like that?

Andy Mattes: We're extremely virtual, we're on weekly calls with the management team, we've got videoconferencing going, we get ahold of each other basically 24/7. I can drum up my management team at any given point in time with a 30-minute notice to discuss whatever we need to discuss.

Susie Gharib: You know, when people talk about leadership, they always talk about the corporate culture. You've got a lot of different cultures going on in your company, because you have some of your employees are on the East Coast, some are on the West Coast, some are in Canton, Ohio, and some are in Asia. How- and soon, you have people who are going to be in Germany as well. How do you make all of these cultures work together as a leader?

Andy Mattes: I grew up in Germany. There is a great term in the German language, it's called Streitkultur, the culture to argue and to debate with each other, to be tough on a topic but never, ever make it personal, and we've worked really hard to develop that culture, of debating topics openly in our company, anybody in the leadership team can take a contrarian view on just about anything that we discuss to make sure that we come to the best outcome, to the best results for the organization, and it's amazing how that gels a team together.

Susan Gharib: Andy, you've worked at many different places in your career. You were at Siemens of Germany for many years, then you went to Hewlett-Packard. Along the way, what would you say was the best advice that you got on leadership?

Andy Mattes: One of my old bosses told me very early that if you stare at numbers long enough, they will confess the truth. If you really look at the numbers and you try to connect the dots between the numbers, it cuts through a lot of noise, it cuts through a lot of conversation, and it grounds a leadership team in reality and you may not like the fact pattern, but once you have it, then you can deal with it.

[Link to <http://fortune.com/video/2016/02/24/diebold-andy-mattes-leadership/>]

Diebold Social Media Communications, Twitter

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

- Tweet 1: INTERVIEW w/ @FortuneMagazine: Leading a geographically dispersed company
Details: <http://dbdinc.co/1HhohL6> important info <http://dbdinc.co/21cfGQa>
[Link to <https://twitter.com/DieboldInc/status/704732970007932928>]
- Tweet 2: Embrace talent wherever it exists, Andy Mattes tells @FortuneMagazine.
<http://dbdinc.co/1HhohL6> important info <http://dbdinc.co/21cfGQa>
[Link to <https://twitter.com/DieboldInc/status/704758174583132162>]
- Tweet 3: INTERVIEW: How to successfully lead a diverse and dispersed company:
<http://dbdinc.co/1HhohL6> important info <http://dbdinc.co/21cfGQa>
[Link to <https://twitter.com/DieboldInc>]
- Tweet 4: Andy Mattes talks business philosophy w/ @susiegharib from #Fortune:
<http://dbdinc.co/1HhohL6> important info <http://dbdinc.co/21cfGQa>
[Link to <https://twitter.com/DieboldInc>]
- Tweet 5: #Diebold CEO explains streitkulture to @FortuneMagazine:
<http://dbdinc.co/1HhohL6> important info <http://dbdinc.co/21cfGQa>
[Link to <https://twitter.com/DieboldInc>]

English Translation of a Print Advertisement to be Published in *Suddeutsche Zeitung*, *FAZ*, *Handelsblatt* and *Borsen-Zeitung*

Advertisement

An important message for shareholders in Wincor Nixdorf

Act now on your shares by 22 March 2016*

The future of money starts right now

Diebold, Inc. and Wincor Nixdorf AG intend to combine to shape the future of banking and retail solutions. If you hold shares in Wincor Nixdorf, find out more now, the end of the acceptance period is 22 March 2016.*

Don't miss out

Call now: 00 800 3816 3816

diebold.com/dieboldwincor

Diebold

* A statutory additional acceptance period may apply following the acceptance period. **IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS:** This document is neither an offer to sell nor a solicitation of an offer to purchase shares of Wincor Nixdorf or Diebold. In connection with the proposed business combination, Diebold has filed an effective Registration Statement on Form S-4 with the U.S. Securities and Exchange Commission (SEC) 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 which also includes a prospectus of Diebold in connection with the offer. Diebold has published the German offer document on February 5, 2016. The offer is exclusively based on those documents. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN AND WILL BE FILED WITH THE SEC OR BaFin AND PUBLISHED AT DIEBOLD'S WEBSITE (www.diebold.com) UNDER THE INVESTOR RELATIONS SECTION AND WILL BE KEPT AVAILABLE FOR DISTRIBUTION FREE OF CHARGE FOR ALL WINCOR NIXDORF**

SHAREHOLDERS THROUGH DEUTSCHE BANK AKTIENGESELLSCHAFT, TAUNUSANLAGE 12, 60325 FRANKFURT AM MAIN, GERMANY (INQUIRIES BY FACSIMILE AT +49 69 910 38794 OR BY EMAIL AT dct.tender-offers@db.com), REGARDING THE PROPOSED BUSINESS COMBINATION AND THE OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. No offering of securities will be made except in compliance with the laws of the jurisdictions in which an offer is made. This advertisement contains forward-looking statements, which 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. Diebold is solely responsible for the content of this advertisement.

English Translations of Online Advertisements to be Placed on Suddeutsche Zeitung, FAZ, Handelsblatt, Die Zeit, Wirtschaft Woche, Stern.de, Der Spiegel, Focus.de, Onvista, Finance Magazin, Boerse Online, Finanzen.net, Wall Street Online, Axel Springer Network, Welt.de and Capital.de

(Advertisement Version 1)

Advertisement

Wincor Nixdorf shareholders:

Shape the future of money*

Diebold

* Important information
Find out more

Advertisement

Wincor Nixdorf shareholders:

Diebold and Wincor Nixdorf intend to combine*

Diebold

* Important information
Find out more

Advertisement

Wincor Nixdorf shareholders:

Act now on your shares by 22 March 2016*

Diebold

* Important Information

Find out more

- * A statutory additional acceptance period may apply following the acceptance period. **IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS:** This document is neither an offer to sale nor a solicitation of an offer to purchase shares of Wincor Nixdorf or Diebold. In connection with the proposed business combination, Diebold has filed an effective Registration Statement on Form S-4 with the U.S. Securities and Exchange Commission (SEC) 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 which also includes a prospectus of Diebold in connection with the offer. Diebold has published the German offer document on February 5,

2016. The offer is exclusively based on those documents. INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN AND WILL BE FILED WITH THE SEC OR BaFin AND PUBLISHED AT DIEBOLD S WEBSITE (www.diebold.com) UNDER THE INVESTOR RELATIONS SECTION AND WILL BE KEPT AVAILABLE FOR DISTRIBUTION FREE OF CHARGE FOR ALL WINCOR NIXDORF SHAREHOLDERS THROUGH DEUTSCHE BANK AKTIENGESELLSCHAFT, TAUNUSANLAGE 12, 60325 FRANKFURT AM MAIN, GERMANY (INQUIRIES BY FACSIMILE AT +49 69 910 38794 OR BY EMAIL AT dct.tender-offers@db.com), REGARDING THE PROPOSED BUSINESS COMBINATION AND THE OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. No offering of securities will be made except in compliance with the laws of the jurisdictions in which an offer is made. This advertisement contains forward-looking statements, which 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. Diebold is solely responsible for the content of this advertisement.

(Advertisement Version 2)

Advertisement

Wincor Nixdorf shareholders:

The future of money starts right now*

Diebold

* Important information
Find out more

Advertisement

Wincor Nixdorf shareholders:

Diebold and Wincor Nixdorf intend to combine*

Diebold

* Important information
Find out more

Advertisement

Wincor Nixdorf shareholders:

Act now on your shares by 22 March 2016*

Diebold

* Important Information
Find out more

* A statutory additional acceptance period may apply following the acceptance period. **IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS:** This document is neither an offer to sale nor a solicitation of an offer to purchase shares of Wincor Nixdorf or Diebold. In connection with the proposed business combination, Diebold has filed an effective Registration Statement on Form S-4 with the U.S. Securities and Exchange Commission (SEC) 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 which also includes a prospectus of Diebold in connection with the offer. Diebold has published the German offer document on February 5, 2016. The offer is exclusively based on those documents. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN AND WILL BE FILED WITH THE SEC OR BaFin AND PUBLISHED AT DIEBOLD S WEBSITE (www.diebold.com) UNDER THE INVESTOR RELATIONS SECTION AND WILL BE KEPT AVAILABLE FOR DISTRIBUTION FREE OF CHARGE FOR ALL WINCOR NIXDORF SHAREHOLDERS THROUGH DEUTSCHE BANK AKTIENGESELLSCHAFT, TAUNUSANLAGE 12, 60325 FRANKFURT AM MAIN, GERMANY (INQUIRIES BY FACSIMILE AT +49 69 910 38794 OR BY EMAIL AT dct.tender-offers@db.com), REGARDING THE PROPOSED BUSINESS COMBINATION AND THE OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.** No offering of securities will be made except in compliance with the laws of the jurisdictions in which an offer is made. This advertisement

contains forward-looking statements, which 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. Diebold is solely responsible for the content of this advertisement.

(Advertisement Version 3)

Advertisement

Wincor Nixdorf shareholders:

Shape the future of money*

Diebold

* Important information
Find out more

Advertisement

Wincor Nixdorf shareholders:

Diebold and Wincor Nixdorf intend to combine*

Diebold

* Important information
Find out more

Advertisement

Wincor Nixdorf shareholders:

Diebold and Wincor Nixdorf intend to combine*

Act now on your shares by 22 March 2016*

Diebold

* Important Information
Find out more

* A statutory additional acceptance period may apply following the acceptance period. **IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS:** This document is neither an offer to sale nor a solicitation of an offer to purchase shares of Wincor Nixdorf or Diebold. In connection with the proposed business combination, Diebold has filed an effective Registration Statement on Form S-4 with the U.S. Securities and Exchange Commission (SEC) 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 which also includes a prospectus of Diebold in connection with the offer. Diebold has published the German offer document on February 5, 2016. The offer is exclusively based on those documents. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN AND WILL BE FILED WITH THE SEC OR BaFin AND PUBLISHED AT DIEBOLD S WEBSITE (www.diebold.com) UNDER THE INVESTOR RELATIONS SECTION AND WILL BE KEPT AVAILABLE FOR DISTRIBUTION FREE OF CHARGE FOR ALL WINCOR NIXDORF SHAREHOLDERS THROUGH DEUTSCHE BANK AKTIENGESELLSCHAFT, TAUNUSANLAGE 12, 60325 FRANKFURT AM MAIN, GERMANY (INQUIRIES BY FACSIMILE AT +49 69 910 38794 OR BY EMAIL AT dct.tender-offers@db.com), REGARDING THE PROPOSED BUSINESS COMBINATION AND THE**

OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. No offering of securities will be made except in compliance with the laws of the jurisdictions in which an offer is made. This advertisement contains forward-looking statements, which 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. Diebold is solely responsible for the content of this advertisement.

(Advertisement Version 4)

Advertisement

Wincor Nixdorf shareholders:

The future of money starts right now*

Diebold

* Important information
Find out more

Advertisement

Wincor Nixdorf shareholders:

Diebold and Wincor Nixdorf intend to combine*

Diebold

* Important information
Find out more

Advertisement

Wincor Nixdorf shareholders:

Diebold and Wincor Nixdorf intend to combine*

Act now on your shares by 22 March 2016*

Diebold

* Important Information
Find out more

* A statutory additional acceptance period may apply following the acceptance period. **IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS:** This document is neither an offer to sale nor a solicitation of an offer to purchase shares of Wincor Nixdorf or Diebold. In connection with the proposed business combination, Diebold has filed an effective Registration Statement on Form S-4 with the U.S. Securities and Exchange Commission (SEC) 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 which also includes a prospectus of Diebold in connection with the offer. Diebold has published the German offer document on February 5, 2016. The offer is exclusively based on those documents. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN AND WILL BE FILED WITH THE SEC OR BaFin AND PUBLISHED AT DIEBOLD S WEBSITE (www.diebold.com) UNDER THE INVESTOR RELATIONS SECTION AND WILL BE KEPT AVAILABLE FOR DISTRIBUTION FREE OF CHARGE FOR ALL WINCOR NIXDORF SHAREHOLDERS THROUGH DEUTSCHE BANK AKTIENGESELLSCHAFT, TAUNUSANLAGE 12, 60325 FRANKFURT AM MAIN, GERMANY (INQUIRIES BY FACSIMILE AT +49 69 910 38794 OR BY EMAIL AT dct.tender-offers@db.com), REGARDING THE PROPOSED BUSINESS COMBINATION AND THE**

OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. No offering of securities will be made except in compliance with the laws of the jurisdictions in which an offer is made. This advertisement contains forward-looking statements, which 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. Diebold is solely responsible for the content of this advertisement.

IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS

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

INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROSPECTUS AND THE OFFER DOCUMENT, AS WELL AS OTHER DOCUMENTS THAT HAVE BEEN OR WILL BE FILED WITH THE SEC OR BAFIN OR PUBLISHED AT DIEBOLD S WEBSITE AT WWW.DIEBOLD.COM UNDER THE INVESTOR RELATIONS SECTION, REGARDING THE PROPOSED BUSINESS COMBINATION AND THE OFFER BECAUSE THESE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. You may obtain a free copy of the prospectus, an English translation of the offer document, and other related documents filed by Diebold with the SEC on the SEC s website at www.sec.gov. The prospectus and other documents relating thereto may also be obtained for free by accessing Diebold s website at 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, and, along with an English translation thereof, at Diebold s website at 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 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. 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.