

Risk Factors Comparison 2025-02-25 to 2024-03-08 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text** Section

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. Although the risks are organized by headings, and each risk is discussed separately, many are interrelated. Readers should not interpret the disclosure of any risk factor to imply that the risk has not already materialized. 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. Strategic and Operational Risks. **Cost savings from our initiatives may not..... cash flows may be adversely affected.** New service and product developments may be unsuccessful. The Company is constantly looking to develop new services and products that complement or leverage its core competencies and expand its business potential. For example, the Company launched its DN Series banking solutions portfolio in 2019, its DN Series EASY family of retail checkout solutions in 2020, its EV charging stations services in 2021 and its DN Series TM EASY ONE checkout platform in 2023. The Company makes significant investments in service and product technologies and anticipates expending significant resources for new cloud software, digitally enabled 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 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 may not be successful executing on its digitally enabled hardware, services and software strategy. As part of its broader business strategy, the Company is delivering digitally enabled hardware, services and software to its customers to address their evolving demand for greater flexibility and optionality to meet the demands of the market, drive improvement to performance levels and provide a more scalable cost structure. The Company's digital strategy extends to its own internal capabilities, as well, to ensure the Company becomes more efficient and delivers better capabilities to its employees. ~~The~~ **Across its internal finance, information technology, human resources and sales departments, the** Company is deploying digital tools **across functional areas of its business** to enhance its operating efficiency through the use of cloud- based applications, self- service portals and automation. Executing on a digitally enabled strategy presents risks and challenges to both the Company and its customers, and there can be no assurances that the Company will be successful in its endeavors. 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 **has made and** must **continue to** make significant capital investments in **lean** 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. **Cost savings from our initiatives may not be sustainable** ~~adversely affected~~. While the Company achieved significant savings from its DN Now initiatives that concluded in 2021, as well as from the incremental \$ 150.0 plus cost savings plan which commenced in 2022 ~~and concluded in the fourth quarter of 2023~~, these savings may not be sustainable, which may adversely affect its operating results and cash flow. The Company's initiatives consisted of a number of work streams designed to improve operational efficiency and sustainably increase profits and cash flows. Although the Company achieved a substantial amount of annual cost savings through ~~2023~~ **2022**, it may be unable to sustain the annual cost savings from the work streams that it has previously implemented ~~;~~ and its results of operations and cash flows may be adversely **affected**. Risks Related to Our Multi- National Business Operations. 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~~ **United States**. ~~In~~ **S. Revenue from international operations amounted to approximately 73.4 percent of total revenue in the Successor Period of August 12, 2023 through December 31, 2023 and 74.0 percent of total revenue in the Predecessor Period of January 1, 2023 through August 11, 2023. Predecessor revenue from international operations amounted to approximately 75 %** ~~1 percent in 2022 and 77.1 percent in 2021 of total Predecessor 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), ~~Great Britain~~ **United Kingdom** (pound sterling), Mexico (peso), Thailand (baht) and Brazil (real); • transportation and supply chain delays and interruptions; • **political geopolitical** 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 and capital controls; • the imposition of duties, tariffs and other taxes; • **sanctions and** 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) ~~;~~ **and** the U. K. Bribery Act ~~;~~ **and applicable laws and regulations in other**

jurisdictions; • ensuring compliance with anti-trust laws and regulations; • increasingly complex laws and regulations concerning privacy and data security, including the 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 partnerships 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; and • disruptions in our business, or the businesses of our suppliers or customers, due to cybersecurity incidents, terrorist activity, armed conflict, war, public health concerns, 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 **laws, sanctions**, 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 recent and potential changes in U. S. trade policies, trade policies of other countries, or the issuance of sanctions forbidding or restricting trade where the Company has operations could have a material adverse effect on the Company and its financial condition and results of operations. Tariffs, and other governmental action relating to international trade agreements or policies, the adoption and expansion of trade restrictions, the requirement for licenses 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 or may adversely impact the Company's ability to select a preferred supplier and, as a result, adversely impact its business. The U. S. government may renegotiate, or potentially terminate, existing bilateral or multi-lateral trade agreements and treaties with foreign countries, including countries such as China. The Company manufactures **certain a substantial amount** of its products in China and has joint ventures with Chinese entities. On March 2, 2023, the U. S. Department of Commerce updated the Export Administration Regulation (EAR) list to include a Chinese entity that is **the part-parent** of one of the Company's joint ~~ventures~~ **venture partners**. In the future, if the EAR list is updated and any joint ventures to which the Company is a partner **or any partner in the joint venture** becomes subject to the export regulations, the Company's ability to ship U. S.- origin goods may adversely affect the Company's ability to manufacture products. 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. Furthermore, the Company's global operations, including in China, subject it to **sanctions and** laws in the countries where it trades and to U. S. sanctions. ~~The Company's operations in Russia have been affected by sanctions by a number of governments on the Russian financial sector, including the United States, the European Union, and the United Kingdom. These sanctions have the effect of disrupting the Company's collection of outstanding accounts receivable and ability to generate revenue in Russia. Based on the effect of these sanctions or the imposition of additional sanctions, the Company is no longer doing business in Russia.~~ It remains unclear what the **United States** U. S.- or foreign governments will or will not do with respect to sanctions, tariffs, international trade agreements and policies on a short- term or long- term basis. ~~The Company cannot predict future~~ **implementation of more restrictive** trade policy or **policies, including the terms imposition of any further tariffs in connection with the Trump administration in the United States, and retaliatory tariffs in response thereto, or the renegotiated-renegotiation of existing trade agreements and with their-- the impacts United States or countries where we sell our products and services, procure materials incorporated into our products, manufacture products or recruit and employ employees, could have a material adverse effect** on ~~its~~ **our** business, **results of operations and financial condition**. Economic Risks and Market Contingencies. 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 **United States** 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. The COVID- 19 pandemic accelerated consumer transition towards non- cash payment alternatives driving an increase in digital, mobile and contactless payment methods. 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, digital 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 business may be affected by general economic conditions, cyclical 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, economic difficulties in certain 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. Increased energy, raw material and labor costs could reduce the Company's operating results. Energy prices, particularly petroleum prices, and raw materials (e. g., steel) 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 and affect the Company's ability to operate in specific markets. 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. These suppliers, particularly those of electric components serve many large customers across several industries. The price of these materials can fluctuate under the supply contracts in tandem with the pricing of raw materials, which are increasing due to inflationary pressures. Current price increases in steel and resin are being mitigated by long- term contracts and joint work with suppliers on general productivity improvement and supply chain optimization. Most supplier agreements include long- term productivity improvements that serve as the basis for absorbing the potential raw materials increases. The Company cannot assure that its labor costs going forward will remain competitive or will not increase, including as a result of the current high inflation environment and the competitive environment for labor. 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.

Risks Related to Competition. The Company faces competition in global markets 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. 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. 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. In addition, some of these companies may have a dominant market share in their territories and may be owned by local stakeholders. 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. 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 or result in the loss of major customers. 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. 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. 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.

Data Privacy, Cybersecurity and Artificial Intelligence Risks. Cybersecurity incidents or vulnerabilities could disrupt the Company's internal operations or services provided to customers, which could adversely affect revenue, increase costs, and harm its reputation, customer relationships, and stock price. To reduce these risks, the Company has programs and measures in place designed to detect and help safeguard against cybersecurity attacks. Although we have implemented cybersecurity measures designed to detect and limit the risk of unauthorized access to our systems and acquisition of, loss, modification of, use, access to, or disclosure of our data, threat actors are using evolving, sophisticated, and ever- changing techniques to obtain unauthorized access to systems and data. The types and motivations of threat actors that may attempt to access our systems also are evolving and expanding, and include sophisticated nation- state sponsored and organized cyber- criminals, who are targeting the financial services and manufacturing industries. Our position as a product and solution provider to the financial services industry may cause an attacker to attempt to infiltrate our systems in order to carry out supply chain attacks against the industry. As a result, the risk of cyberattack is increasing. An attack, disruption, intrusion, denial of service, theft or other data or cybersecurity incident (such as phishing attack, virus, ransomware, or other malware installation), or an inadvertent act by an employee or contractor, could result in unauthorized access to, acquisition of, loss, disclosure, or modification of, our systems, products, and data (or our third- party service provider's systems, products, and data), which may result in operational disruption, loss of business, claims (including by customers, financial institutions, cardholders, and consumers), costs and reputational harm that could negatively affect our operating results. The Company could incur significant expenses in investigating and addressing cybersecurity incidents, including the expenses of deploying additional personnel, enhancing or implementing additional protection measures, training employees or hiring consultants, and such incidents could divert the attention of our management and key personnel from our business operations. Further, remedial measures may later prove inadequate to prevent or reduce the impact of new or emerging threats. The Company may face regulatory investigations or litigation relating to cybersecurity incidents, which may be costly to defend and which, if successful, may require the Company to pay damages and fines, incur expenses to comply with consent orders or injunctions, and / or change its business practices. The Company also is subject to risks associated with cyberattacks involving our own supply chain. We may also detect, or may receive notice from third parties (including governmental agencies and those in our supply chain) of potential vulnerabilities in our information technology systems, our products, or third- party products used in conjunction with our products. Even if these potential vulnerabilities do not affect our products, services, data, or

systems, their existence or claimed existence could adversely affect customer confidence and our reputation in the marketplace, causing us to lose existing or potential customers. To the extent such vulnerabilities require remediation, such remedial measures could require significant resources, may not be implemented before such vulnerabilities are exploited, and may not prevent or reduce the risk. As the cybersecurity landscape evolves, we may also find it necessary to make significant further investments to protect data and infrastructure. We maintain cybersecurity insurance intended to cover some of these risks, but this insurance may not be sufficient to cover all of our losses from future cybersecurity incidents the Company may experience. 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, reputation, operations or products. The Company routinely investigates security events that may or may not turn into a cybersecurity incident. We have in place various information technology protections designed to detect and reduce cybersecurity incidents, although there can be no assurance that our protections will be successful. The Company also regularly evaluates its protections against cybersecurity incidents, including through self- assessments and third- party assessments, and takes steps to enhance those protections in response to specific threats and as part of the Company' s information security program. There can be no assurance, however, that the Company will be able to prevent, reduce the risk of, or remediate all future cybersecurity incidents or that the cost associated with responding to any such incident or impact of such incident will not be significant or material. 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 the Company' s 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. The Company' s actual or perceived failure to comply with increasing and increasingly stringent laws, regulations and contractual obligations relating to privacy, data protection and information security could harm the Company' s reputation, subject the Company to significant fines and liability or loss of business, and decrease demand for the Company' s services. The Company and its customers are subject to privacy, data protection, and information security laws and regulations (Data Protection Laws) in the United States and in jurisdictions around the globe that restrict the collection, use, disclosure, transfer and processing of personal data, including financial data. For example, the Company and its customers are subject, without limitation, to the ~~European Union General Data Protection Regulation (GDPR)~~, the U. K. General Data Protection Regulation, the California Consumer Privacy Act (CCPA) and its amendments, and the Brazilian Lei Geral de Proteção de Dados. Failure to comply with these laws could result in material legal exposure and business impact, including the loss of customers and decreased demand for our products and services. The GDPR, for example, imposes onerous accountability obligations on companies, with penalties for non- compliance of up to the greater of € 20 and four percent of annual global revenue. The GDPR, and other Data Protection Laws, also grant corrective powers to supervisory authorities, including the ability to impose a limit on processing personal data or ability to order companies to cease operations. The Data Protection Laws are part of an evolving global data protection landscape in which the number, complexity, requirements, and consequences of non- compliance with these laws are increasing. This landscape includes legislative proposals recently adopted or currently pending in the United States, at both the federal and state levels (including by banking agencies), as well as in other jurisdictions, implementing new or additional requirements for data protection that could increase compliance costs, the cost and complexity of delivering our services, and significantly affect our business. Additionally, the interpretation and application of new data protection laws and regulations in many cases is uncertain, and our legal and regulatory obligations in such jurisdictions are subject to frequent and unexpected changes, including the potential for various regulatory or other governmental bodies to enact new or additional laws or regulations, to issue rulings that invalidate prior laws or regulations, or to increase penalties significantly. Complying with these evolving and varying standards, and implementing the required operational changes as a result of such standards, could require significant expense and effort and may require us to change our business practices or the functionality of our products and services in a manner adverse to our customers and our business. In addition, violations of these laws can result in governmental investigations, significant fines, penalties, claims by regulators or other third parties, imposition of limits on the processing of data, and damage to our brand and business. Like other global companies, to conduct its operations, the Company transfers data across international borders. Transferring personal data across international borders is complex and subject to legal and regulatory requirements. In many cases, the laws and regulations governing such transfers apply not only to transfers between unrelated third parties but also to transfers between the Company and its subsidiaries. Other companies have been subject to active litigation and enforcement with respect to data transfers in a number of jurisdictions around the world, ~~the~~. ~~The~~ decisions resulting ~~form~~ ~~from~~ these actions could have an adverse impact on our ability to process and transfer personal data as part of our business operations. Some countries have also enacted or are enacting data localization laws that prohibit or significantly restrict the transfer of data out of the country. If, as a result of changing laws or regulatory decisions, we cannot transfer data from some jurisdictions or implement valid mechanisms for cross- border data transfers, we may face increased exposure to regulatory actions, substantial fines, injunctions against processing or transferring personal data from Europe or elsewhere, and we may be required to increase our personal data or other data processing capabilities in the Europe Union and / or elsewhere at significant expense. In addition to our legal obligations, our contractual obligations relating to privacy, data protection and information security have become increasingly prevalent and stringent due to changes in laws and regulations, requirements in the financial services industry. Certain Data Protection Laws, such as the GDPR and the CCPA, require our customers to impose specific contractual restrictions on their service providers. If we are unable to comply with our contractual obligations, this could impact our reputation and result in liabilities and loss of business. We may use ~~AI~~ ~~artificial intelligence~~ in our business, and challenges with properly managing its use could result in reputational harm, competitive harm,

legal liability, or adversely affect our results of operations. We may incorporate artificial intelligence (“AI”) solutions into some of our platforms, offerings, services, and features, and these applications may become more important in our operations over time. Our competitors or other third parties may incorporate AI into their products more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, if our AI applications are based on data, algorithms or other inputs that are flawed, or if they assist in producing content, analyses or recommendations that are or are alleged to be deficient, inaccurate or biased, our business, financial condition and results of operations may be adversely affected. The use of AI applications may in the future result in cybersecurity incidents. Any such cybersecurity incidents related to our use of AI applications could adversely affect our reputation and results of operations. AI also presents emerging ethical issues, and if our use of AI becomes controversial we may experience brand, reputational or competitive harm, or legal liability. The rapid evolution of AI, including the potential regulation of AI by government or other regulatory agencies, may require the Company to incur significant resources to develop, test, and maintain our platforms, offerings, services, and features in order to implement AI ethically and minimize any unintended, harmful impacts.

Related to Reliance on Performance of Third Parties. 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, 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 in Paderborn, Germany, and Manaus, Brazil. In addition, certain of our products are manufactured in China and India. Any damage suffered by these critical locations and manufacturing plants could negatively impact our business and results of operations. While the Company maintains insurance policies that provide coverage up to certain limits for some of the potential risks and liabilities associated with its business, it does not maintain insurance policies for all risks and liabilities. The Company relies on third parties to provide security systems and systems integration. Sophisticated hardware and operating system software and applications that the Company 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. The Company relies on third parties to provide outsourced business processes and other financial services. The Company engages other companies to provide certain business process outsourcing services and other financial services to the Company. Any service disruption from one of these suppliers, either due to circumstances beyond the supplier’s control, as a result of performance or financial problems by those companies, or due to a failure of the Company to properly utilize or scope those services, could have a material adverse impact on the Company’s business process operations, increase the Company’s operating costs or cause other exposures.

Workforce Operations Risks. 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. ~~In addition, we have seen a decline in the qualified labor applicant pool since the start of the COVID- 19 pandemic and increased competition for qualified labor.~~ The failure to hire or loss of key employees could have a significant impact on the Company’s operations.

Tax Liability Risks. Additional tax expense or additional tax exposures could affect the Company’s future profitability. The Company is subject to income taxes in both the **United States** 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 the valuation of deferred tax assets and liabilities, the results of audits and examinations of previously filed tax returns continuing assessments of its income tax exposures and changes in tax legislation. 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 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. In October 2021, the Organization for Economic Co- operation and Development (the “OECD”) announced the OECD / G20 Inclusive Framework on Base Erosion and Profit Shifting (the “Framework”), which agreed to a two- pillar solution to address tax challenges arising from digitalization of the economy. In December 2021, the OECD released Pillar Two Model Rules defining the global minimum tax rules, which contemplate a

minimum tax rate of 15 %. To date, various jurisdictions have enacted or are in the process of enacting legislation on these rules, and the OECD continues to release additional guidance. While it is uncertain whether the **United States** U.S. will enact legislation to adopt the minimum tax directive, certain countries in which we operate have adopted legislation and other countries are in the process of introducing legislation to implement the minimum tax directive. **As of December 31, 2024, among the jurisdictions where the Company operates, the following jurisdictions have enacted such legislation: Australia; Austria; Bahamas; Bahrain; Belgium; Brazil; Bulgaria; Canada; Croatia; Curacao; Czech Republic; Denmark; Finland; France; Germany; Greece; Hungary; Ireland; Italy; Japan; Kenya; Luxembourg; Macedonia; Malaysia; Mauritius; the Netherlands; New Zealand; Norway; Oman; Poland; Portugal; Qatar; Romania; Singapore; Slovakia; Slovenia; South Africa; South Korea; Spain; Sweden; Switzerland; Thailand; Turkey; the United Kingdom; Vietnam and Zimbabwe. Many of these jurisdictions enacted the relevant legislation as a result of the unanimous vote to adopt a directive implementing the Pillar Two rules by the European Union member states in December of 2022.** Further, the OECD has issued administrative guidance providing transition and safe harbor rules. We will continue to monitor the implementation of the Framework by the countries in which we operate. We currently do not expect the Framework to have a material impact on our effective tax rate or our consolidated results of operation, financial position, and cash flows.

Risks Related to Our Pension Plan Obligations. 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 funded with assets 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.

Risks Related to Our Indebtedness. ~~We have substantial indebtedness following our emergence from the Restructuring Proceedings and may be unable to~~ **Capital Structure. If we do not generate sufficient cash flows from operations to meet our or debt are unable to refinance our indebtedness prior to their maturity, we may be unable to service all of our and other obligations.** We have substantial consolidated indebtedness. On the Effective Date **December 18, 2024**, we **issued \$ 950. 0 aggregate principal amount of 7. 750 % Senior Secured Notes due 2030 (the Notes) and** entered into a new credit agreement (the **New Exit Credit Agreement**) governing a \$ 1, 250. 0 senior secured loan credit facility (the **Exit Facility**) with certain financial institutions party thereto, as lenders, GLAS USA LLC, as administrative agent, and GLAS Americas LLC, as collateral agent. On February 13, 2024, we entered into a new credit agreement (the **Revolving Credit Agreement**) with certain financial institutions party thereto, as lenders, and **PNC Goldman Sachs Bank USA**, National Association, as administrative agent and collateral agent, **governing providing for, among other things, a new \$ 310. 0 revolving credit facility maturing on in 2029 (the New Revolving Credit Facility).** We used the net proceeds of the offering of the Notes, together with borrowings under the **New Revolving Credit Facility** and cash on hand, to (i) repurchase all of the term loans under our prior \$ 1, 250. 0 senior secured loan credit facility, (ii) repay all of the borrowings outstanding under our prior \$ 200. 0 superior- priority senior secured revolving credit facility, and (iii) pay all related premiums, fees and expenses. To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash, make scheduled payments on or refinance our debt obligations depends on our successful financial and operating performance, which will be affected by a range of economic, competitive and business factors, many of which are outside of our control. If our cash flow and capital resources are insufficient to fund our debt service obligations or to repay our debt as it becomes due, including ~~the Notes and the New Revolving Credit Facility~~, we may have to undertake alternative financing plans, such as refinancing or restructuring our debt, selling assets or operations, reducing or delaying capital investments or seeking to raise additional capital. Any refinancing of our debt could be at higher interest rates and may require us to comply with more restrictive covenants that could further restrict our business operations and the ability of subsidiaries to make cash available to us, by dividend, debt repayment or otherwise, to enable us to repay the amounts due. Our ability to implement successfully any such alternative financing plans will be dependent on a range of factors, including general economic conditions, the level of activity in capital markets generally and the terms of our various debt instruments then in effect. If we are able to refinance maturing indebtedness, the terms of any refinancing or alternate credit arrangements may contain terms and covenants that restrict our financial and operating flexibility. If we are unable to refinance our indebtedness prior to or when it matures, it would result in an event aggregate principal amount of \$ 200 million default. Moreover, the occurrence which includes a \$ 50 million letter of credit sub-limit and an event of default a \$ 20 million swing loan sub-limit. Our obligations under the ~~Exit Facility~~ **any of our indebtedness would likely result in and an event of default under our other indebtedness.** In addition, the Notes and the ~~New Revolving Credit Facility~~ are guaranteed by certain of our subsidiaries that are organized in the United States and secured by perfected security interests and liens on substantially all of our assets and the assets of our subsidiaries that guarantee that indebtedness, and any successor credit facilities or additional secured notes are likely to be secured on a similar basis. As such, our ability to refinance ~~the guarantors Notes and the New Revolving Credit Facility~~, seek additional financing or our subsidiaries' ability to make cash available to us, by dividend, debt repayment or otherwise, to enable us to repay the amounts due under the Notes and the **New Revolving Credit Facility** could be impaired as a result of such security interests and the agreements governing such security interests. Our ability ~~inability~~ to generate sufficient cash flows ~~flow~~ from operations to **satisfy our** make payments for scheduled debt service and other obligations depends on a range of economic, competitive and business factors, many of which are outside of our ~~or~~ control. Weakness in economic conditions and our performance beyond our expectations would exacerbate these risks. Our

business may generate insufficient cash flows from operations to meet **refinance** our debt service and other obligations, and currently anticipated cost savings, working capital reductions and operating improvements may not be realized on schedule, or at all. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to sell assets, seek additional capital or seek to restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of sufficient operating results and resources, we could face substantial liquidity problems and might be required to sell material assets or operations to attempt to meet our debt service and other obligations. Our indebtedness restricts our ability to sell assets outside of the ordinary course of business and restricts the use of the proceeds from any such sales. We may not be able to complete those sales or obtain the proceeds which we could realize from them, and these proceeds may not be adequate to meet any debt service obligations then due. In addition, the terms of our indebtedness provide that if we cannot meet our debt service obligations, the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation. Despite our and our subsidiaries' indebtedness, we may still be able to incur substantially more debt, including secured debt. This could further increase or intensify the other risks associated with our substantial indebtedness. We and our subsidiaries may be able to incur substantial additional indebtedness in the future, including additional secured debt. Although covenants in the Exit Credit Agreement and Revolving Credit Agreement limit our ability to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions can be substantial. In addition, the Exit Credit Agreement and Revolving Credit Agreement do not limit us from incurring obligations that do not constitute indebtedness as defined therein. The terms of the Exit Credit Agreement and Revolving Credit Agreement impose restrictions that may limit our operating and financial flexibility. The Exit Credit Agreement and Revolving Credit Agreement contain certain restrictions and covenants which restrict our ability to incur liens and / or debt or provide guarantees in respect of obligations of any other person, which could adversely affect our ability to operate our business, as well as significantly affect our liquidity, and therefore could adversely affect our results of operations. The Exit Credit Agreement and Revolving Credit Agreement also contain mandatory prepayment provisions providing that certain amounts of Net Cash Proceeds (as defined in the respective credit agreements) must be utilized to make payments on the outstanding balance under the facilities. The covenants restrict, among other things, our ability to: • incur, assume or guarantee additional indebtedness; • pay dividends on or make distributions in respect of stock or make certain other restricted payments or investments; • enter into agreements that restrict distributions from certain subsidiaries; • sell or otherwise dispose of assets; • make investments beyond a specified amount; • enter into transactions with affiliates; • create or incur liens; • merge, consolidate or sell all or substantially all of our assets; and • place restrictions on the ability of subsidiaries to pay dividends or make other payments to us. Our ability to comply with these covenants may be affected by events beyond our control and we may need to refinance our existing indebtedness in the future. A breach of any of these covenants together with the expiration of any cure period, if applicable, could result in a default under the facilities. If any such default occurs, subject to any applicable grace periods, the lenders may terminate or suspend their obligations under the facilities and may declare all unpaid principal and interest, together with any other amounts due under the facilities, immediately due and payable. If the obligations under the facilities were to be accelerated, our financial resources may be insufficient to repay the amounts due in full and we may not be able to borrow sufficient funds to refinance it. Even if we are able to obtain new financing, it may not be on commercially reasonable terms or **could have a material adverse effect** on terms that are acceptable to us. If our indebtedness is in default for any reason, our business, including our financial condition and results of operations, as well as on our subsidiaries' ability to make cash available to us, by dividend, debt repayment or otherwise, to enable us to satisfy our obligations under the Notes or the New Revolving Credit Facility. Our substantial level of indebtedness could be materially and adversely affected -- affect our financial condition and prevent us from making payments on our debt obligations. In addition We have a substantial amount of debt. As of December 31, complying with these covenants may 2024, we had approximately \$ 966. 0 of total indebtedness (exclusive of unamortized discounts, issuance costs and deferred financing fees), substantially all of which was secured indebtedness. Our substantial level of indebtedness could have important consequences. For example, it could: • make it more difficult for us to satisfy our obligations; • increase our vulnerability to adverse economic and industry conditions; • limit our ability to obtain additional financing for future working capital, capital expenditures, materials, strategic acquisitions and other general corporate requirements; • expose us to interest rate fluctuations because the interest on the debt under the New Revolving Credit Facility will be imposed at variable rates; • require us to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing the availability of our cash flow for operations and other purposes, including making cash available to us, by dividend, debt repayment or otherwise to enable us to make payments on the Notes and the New Revolving Credit Facility; • make it more difficult for us to satisfy our obligations to our lenders, resulting in possible defaults on and acceleration of such indebtedness; • limit our ability to refinance indebtedness or increase the associated costs; • require us to sell assets to reduce debt or influence our decision about whether to do so; • limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate or prevent us from carrying out capital spending that is necessary or important to our growth strategy and efforts to improve operating margins or our business; and • place us at a competitive disadvantage compared to any competitors that have less debt or comparable debt at more favorable interest rates and that, as a result, may be better positioned to withstand economic downturns. Restrictive covenants in the indenture for the Notes (the Indenture) and the New Credit Agreement could restrict our operating flexibility. The Indenture and the New Credit Agreement contain covenants that limit our and our subsidiaries' ability to engage in activities that may be in our long- term best interests. These restrictions may limit our ability to operate our businesses and may prohibit or limit our ability to enhance our operations or take advantage of potential business opportunities as they arise. The Indenture and the New Credit Agreement contain restrictive covenants that, among other things, limit

our and our restricted subsidiaries' ability to: • incur additional indebtedness or issue certain preferred stock; • pay dividends, redeem stock or make other distributions; • make other restricted payments or investments; • create liens on assets; • sell, transfer or otherwise dispose of assets; • create restrictions on payment of dividends or other amounts by our restricted subsidiaries; • engage in certain mergers, consolidations or amalgamations; • engage in certain transactions with affiliates; and • designate our subsidiaries as unrestricted subsidiaries. Our ability to comply with the covenants and restrictions contained in the Indenture and the New Credit Agreement may be affected by economic conditions and by financial, market and competitive factors, many of which are beyond our control. Our ability to comply with these covenants in future periods will also depend substantially on the pricing and sales volume of our products, our success at implementing cost reduction initiatives and our ability to successfully execute our overall business strategy. The breach of any of these covenants or ~~and compete against companies who are not subject to such restrictions~~ could result in a default under the Indenture or the New Credit Agreement that would permit the holders or applicable lenders to declare all amounts outstanding thereunder to be due and payable, together with accrued and unpaid interest and any applicable premium. In addition, if a breach occurs, we may be unable to borrow under the New Revolving Credit Facility, incur additional debt or be able to repay the amounts due under the Notes or the New Revolving Credit Facility. This could have serious consequences to our financial position, results of operations and cash flows and could cause us to become bankrupt or insolvent.

Risks Related to Our Common Stock. Anti-takeover provisions in our charter and bylaws could make it more difficult for a third party to acquire us. Certain provisions of our charter and bylaws may ~~make it~~ make it more difficult for a third party to gain control of our Board of Directors and may have the effect of delaying or preventing changes in our management. These provisions provide for, among other things: • the ability of our Board of Directors to issue, and determine the rights, powers and preferences of, one or more series of preferred stock in order to implement a shareholders' rights plan; • advance notice for nominations of directors by shareholders and for shareholders to include matters to be considered at our annual meetings; and • certain limitations on convening special shareholder meetings. These anti-takeover provisions could discourage, delay or prevent a transaction involving a change in control, including actions that our shareholders may deem advantageous, or negatively affect the trading price of our common stock. These provisions could also discourage proxy contests and make it more difficult for our shareholders to elect directors of their choosing and to cause us to take other corporate actions. The price of our common stock may be volatile. The price of our common stock may fluctuate due to a variety of market and industry factors that may materially reduce the market price of our common stock regardless of our operating performance, including, among others: • actual or anticipated fluctuations in our quarterly and annual results and those of other public companies in our industry; • industry cycles and trends; • mergers and strategic alliances in our industry; • changes in government regulation; • potential or actual military conflicts or acts of terrorism; • the failure of securities analysts to publish research about us following our emergence from the Restructuring Proceedings, or shortfalls in our operating results from levels forecast by securities analysts; • the limited trading history of our common stock; • changes in accounting principles; • announcements concerning us or our competitors; and • the general state of the securities market. In addition, the price of our common stock may fluctuate due to the following factors, among others: • our results of operation and financial condition; • quarterly variations in the rate of growth of certain financial indicators; • the public reaction to our press releases, our other public announcements and our filings with the SEC; • strategic decisions by us, our clients or competitors, such as acquisitions, divestitures, spin-offs, joint ventures, investments or changes in business strategy; • claims against us by third-parties; • future sales of our common stock by us, significant shareholders or our directors or executive officers; and • the realization of any risk described under this "Risk Factors" section or those incorporated by reference. In addition, the stock market in general has experienced significant volatility that often has been unrelated to the operating performance of companies whose shares are traded. These market fluctuations could adversely affect the trading price of our common stock, regardless of our actual operating performance. As a result of all of these factors, investors in our ~~Common common Stock stock~~ may not be able to resell their stock at or above the price they paid or at all. Further, we could be the subject of securities class action litigation due to any such stock price volatility, which could divert management's attention and have a material adverse effect on our results of operation. There may be circumstances in which the interests of our significant shareholders could be in conflict with your interests as a shareholder. Funds associated with Capital World Investors ~~and~~ Millstreet Capital Management LLC, ~~Hein Park Capital Management LP and Beach Point Capital Management LP~~ beneficially own approximately ~~33.31~~ **31.47**%, ~~18.5~~%, ~~9.2~~% and ~~8.16~~ **9.0**% of our outstanding common stock, respectively. Circumstances may arise in which these shareholders may have an interest in exerting influence to pursue or prevent acquisitions, divestitures or other transactions, including the issuance of additional shares of common stock or incurrence of debt, that, in their judgment, could enhance their investment in us or another company in which they invest. Such transactions might adversely affect us or other holders of our common stock. Furthermore, our significant concentration of share ownership may adversely affect the trading price of our common stock because investors may perceive disadvantages in owning shares in companies with significant shareholders. The potential payment of dividends on our common stock or repurchases of our common stock is dependent on a number of factors, and future payments and repurchases cannot be assured. Although we have paid dividends on our previously outstanding common stock in the past, it is uncertain whether or when we will pay cash dividends or other distributions with respect to our common stock in the foreseeable future. ~~Our Restrictive covenants in our credit facilities limit our ability to pay cash dividends and repurchase shares~~ **is limited by restrictive covenants in the New Credit Agreement and the Indenture**. Other debt instruments to which we or our subsidiaries may be a party may also contain restrictive covenants that limit our ability to pay dividends **or repurchase shares** or for us to receive dividends from our subsidiaries, any of which may negatively impact the trading price of our common stock. In addition, holders of common stock will only be entitled to receive such cash dividends as our Board of Directors may declare out of funds legally available for such payments, and our Board of Directors may only authorize us to repurchase shares of our common stock with funds legally available for such

repurchases. The payment of future cash dividends and future repurchases will depend upon our earnings, economic conditions, liquidity and capital requirements, and other factors, including our debt leverage. Accordingly, we cannot make any assurance that future dividends will be paid or future repurchases will be made. Reports published by analysts, including projections in those reports that exceed our actual results, could adversely affect the price and trading volume of our common stock. We currently expect that securities research analysts will establish and publish their own periodic projections for our business. These projections may vary widely and may not accurately predict the results we actually achieve. Our stock prices may decline if our actual results do not match the projections of these securities research analysts. Similarly, if one or more of the analysts who write reports on us downgrades our common stock or publishes inaccurate or unfavorable research about our business, our stock prices could decline. If one or more of the analysts ceases coverage of us or fails to publish reports on us regularly, our stock prices or trading volumes could decline. While we expect research analyst coverage, if no analysts commence coverage of us, the trading prices and volumes for our common stock could be adversely affected. Risks Related to Acquisitions, Divestitures and Partnerships. The Company may not be successful in executing potential acquisitions, investments or partnerships, or divestitures. **The As the Company's financial performance improves, it** may evaluate and consider acquisitions, investments or partnerships in companies, products, services and technologies, which could support the Company's strategy and growth. Acquisitions, investments and partnerships inherently involve risks, which may include: the risk of integrating business operations, cultures, retaining key personnel and maintaining appropriate systems and controls; the potential for unknown liabilities; the possibility that acquisitions, investments or partnerships may not yield the targeted financial or strategic benefits to the Company. Furthermore, the Company **may has, from time to time, been divesting** **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 all or **further any** such **any** assets. **If The Company** 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 the Company** is unable to effectively manage the process, its business, financial condition and results of operations could be adversely affected. **If The Company** 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 the Company's 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. The Company may be unable to successfully and effectively manage acquisitions, divestitures, partnerships, and other significant transactions, which could harm its operating results, business and prospects. **The As the Company expects to improves its financial performance and promotes its business strategy, it will** continue to engage in discussions and potentially enter into agreements with third parties regarding possible investments, acquisitions, strategic partnerships, joint ventures, divestitures and outsourcing arrangements. 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. Acquisitions and partnerships inherently involve risks. The Company may specifically evaluate and consider investments or partnerships in companies, products, services and technologies. 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 with business operations, support systems, workplace cultures and the retention of personnel. There is also the potential for unknown liabilities and the possibility that the acquisitions or partnerships may not yield financial strategic benefits to the Company. Risks of these transactions can be more pronounced in larger and more complicated transactions, or if multiple transactions are pursued simultaneously. Risks Related to Shareholder Appraisal Proceedings. The Company is exposed to additional litigation risk and uncertainty with respect to the former minority shareholders of Diebold Nixdorf AG. Diebold Nixdorf Holding Germany GmbH, formerly Diebold Nixdorf Holding Germany Inc. & Co. KGaA (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. The first appraisal proceeding, which relates to the Domination and Profit/Loss Transfer Agreement (DPLTA) entered into by Diebold KGaA and former Diebold Nixdorf AG, which became effective on February 17, 2017, is pending at the Higher Regional Court (Oberlandesgericht) of Düsseldorf (Germany) as the court of appeal. 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 million 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 and is currently pending at the same Chamber for Commercial Matters (Kammer für Handelssachen) at the District Court (Landgericht) of Dortmund (Germany) that was originally competent for the DPLTA appraisal proceedings. The squeeze-out appraisal proceeding was filed by former 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 million 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. The District Court of Dortmund dismissed in 2022 all claims to increase the cash compensation and the annual recurring compensation in the DPLTA appraisal proceeding and rejected in 2023 all claims to increase the cash compensation in the merger squeeze-out appraisal

proceeding. These first instance decisions, however, are not final as some of the **respective** plaintiffs filed appeals in both the DPLTA appraisal proceeding and the squeeze- out appraisal proceeding. The Company believes that the compensation offered in connection with the DPLTA and the merger squeeze- out was in both cases fair and that the decisions of the District Court of Dortmund in the DPLTA and merger squeeze- out appraisal proceedings validate its position. 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 a court may increase the cash compensation in these appraisal proceedings. The Company, however, is convinced that its defense in both appraisal proceedings is supported by strong sets of facts and the Company will continue to vigorously defend itself in these matters.

Risks Related to Our Restructuring Proceedings. ~~We recently emerged from Restructuring Proceedings, which could adversely affect our business and relationships. It is possible that our having filed for bankruptcy and our recent emergence from the Restructuring Proceedings could adversely affect our business and relationships with customers, employees and suppliers. Due to uncertainties, many risks exist, including the following: • our suppliers could terminate their relationship or require financial assurances or enhanced performance ; • our ability to renew existing contracts and compete for new business may be adversely affected ; • our ability to attract, motivate and / or retain key executives and employees may be adversely affected ; • employees may be distracted from performance of their duties or more easily attracted to other employment opportunities; • competitors may take business away from us, and our ability to attract and retain customers may be negatively impacted; and • we have four new directors on our Board of Directors that have limited experience with the Company or our management team, and as a result go- forward operations plans and strategy may differ materially from past practice. The occurrence of one or more of these events could have a material and adverse effect on our operations, financial condition and reputation. We cannot assure you that having been subject to the Restructuring Proceedings will not adversely affect our operations in the future. Our actual financial results may vary significantly from the projections that were filed with the U. S. Bankruptcy Court .~~

On June 1, 2023, the Company and certain of its U. S. and Canadian subsidiaries (collectively, the Debtors) filed voluntary petitions in the U. S. Bankruptcy Court for the Southern District of Texas (the U. S. Bankruptcy Court) seeking relief under chapter 11 of title 11 of the U. S. Code (the U. S. Bankruptcy Code). The cases were jointly administered under the caption In re: Diebold Holding Company, LLC, et al. (Case No. 23- 90602) (the Chapter 11 Cases). Additionally, on June 1, 2023, Diebold Nixdorf Dutch Holding B. V. (Diebold Dutch) filed a scheme of arrangement relating to certain of the Company’ s other subsidiaries (the Dutch Scheme Parties) and commenced voluntary proceedings (the Dutch Scheme Proceedings and, together with the Chapter 11 Cases, the Restructuring Proceedings) under the Dutch Act on Confirmation of Extrajudicial Plans (Wet homologatie onderhands akkoord) (the Dutch Act) in the District Court of Amsterdam (the Dutch Court). In addition, on June 12, 2023, Diebold Dutch filed a voluntary petition for relief under chapter 15 of the U. S. Bankruptcy Code in the U. S. Bankruptcy Court seeking recognition of the Dutch Scheme Proceedings as a foreign main proceedings and related relief (the Chapter 15 Proceedings). On July 13, 2023, the U. S. Bankruptcy Court entered an order (the Confirmation Order) confirming the Debtors’ Second Amended Joint Prepackaged Chapter 11 Plan of Reorganization (the U. S. Plan). On August 2, 2023, the Dutch Court entered an order (the WHOA Sanction Order) sanctioning the Netherlands WHOA Plan of Diebold Dutch and the Dutch Scheme Companies (the WHOA Plan) in the Dutch Scheme Proceedings. On August 7, 2023, the U. S. Bankruptcy Court entered an order in the Chapter 15 Proceedings recognizing the WHOA Plan and the WHOA Sanction Order. On August 11, 2023 (the Effective Date or Fresh Start Reporting Date), the U. S. Plan and WHOA Plan (together, the Plans) became effective in accordance with their terms and the Debtors and the Dutch Scheme Parties emerged from the Chapter 11 Cases and the Dutch Scheme Proceedings. Following filing the notice of the Effective Date with the U. S. Bankruptcy Court, the Chapter 15 Proceedings were closed .

In connection with our Disclosure Statement relating to the Plans (the Disclosure Statement), we prepared projected financial information to demonstrate to the U. S. Bankruptcy Court and the Dutch Court the feasibility of the Plans and our ability to continue operations upon our emergence from the Restructuring Proceedings. This projected financial information was prepared by, and is the responsibility of, our management. Our independent registered public accounting firm, KPMG LLP, neither examined, compiled nor performed any procedures with respect to the projected financial information and, accordingly, KPMG LLP has expressed no opinion or any other form of assurance with respect thereto. Those projections were prepared solely for the purpose of the Restructuring Proceedings and have not been, and will not be, updated on an ongoing basis. Those projections should not be relied upon in connection with the purchase or sale of our common stock. At the time they were prepared, the projections reflected numerous assumptions concerning our anticipated future performance and with respect to prevailing and anticipated market and economic conditions that were and remain beyond our control and that may not materialize. Projections are inherently subject to substantial and numerous uncertainties and to a wide variety of significant business, economic and competitive risks and the assumptions underlying the projections and / or valuation estimates may prove to be wrong in material respects. Actual results may vary significantly from those contemplated by the projections that were prepared in connection with the Disclosure Statement and the hearing to consider confirmation or sanctioning of the Plans. We are subject to claims that were not discharged in the Chapter 11 Cases and the Dutch Scheme Proceedings. The U. S. Bankruptcy Code provides that the effectiveness of a plan of reorganization discharges a debtor from substantially all debts arising prior to petition date, other than as provided in the plan of reorganization or the confirmation order. For example, the U. S. Plan provides that ~~holders of~~ allowed general unsecured claims were **, with limited exceptions,** reinstated and paid in the ordinary course of business in accordance with the terms and conditions of the particular transaction or agreement giving rise to such allowed general unsecured claim. These claims, and any other claims not ultimately discharged through the Plans, could be asserted against us and may have an adverse effect on our financial condition and results of operations on a post- reorganization basis. As a result of our emergence from the Restructuring Proceedings, our historical financial information will not be indicative of our future financial performance and realization of assets and liquidation of liabilities are subject to uncertainty. Our capital structure has been

significantly altered through the implementation of the Restructuring Proceedings. As a result, we are subject to the Fresh Start Accounting reporting rules required under the Financial Accounting Standards Board Accounting Standards Codification Topic 852, Reorganizations. Under applicable Fresh Start Accounting reporting rules, our assets and liabilities have been adjusted to fair values and our accumulated deficit has been restated to zero. Accordingly, our consolidated financial condition and results of operations from and after the Fresh Start Reporting Date will not be comparable to the financial condition or results of operations reflected in our consolidated historical financial statements **in the Predecessor Periods**. The allocation of fair value is dependent upon a number of estimates and assumptions. Whether actual future results and developments will be consistent with our estimates and assumptions depends on a number of factors, including but not limited to: (i) prices received for our products; (ii) our ability to maintain customers' confidence in our viability as a continuing entity and to attract and retain sufficient business from them; and (iii) the overall strength and stability of general economic conditions of our industry, both in the **United States U.S.** and in the global markets in which we operate. To the extent that our estimates, assumptions, valuations, appraisals and the financial projections used to develop the allocation of fair value are not realized, we may be required to record impairment charges in the future. It is also possible that additional restructuring and related charges may be identified and recorded in future periods. Such sales, disposals, liquidations, settlements, or charges could be material to our consolidated financial position and the results of operations in any given period. ~~Upon our emergence from the Restructuring Proceedings, the composition of our Board of Directors changed significantly. Pursuant to the Plans, the composition of our Board of Directors changed significantly. Our current Board of Directors is made up of eight directors, four of which had not previously served on the Board of Directors. The new directors have different backgrounds, experiences and perspectives from those individuals who previously served on the Board of Directors and, thus, may have different views on the issues that will determine our future strategies and plans. As a result, our future strategy and plans may differ materially from those of the past.~~

Non- Cash Impairment Loss Risks. 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, ~~2023~~ **2024**, the Company had \$ ~~616,586,741~~ **74** of goodwill. 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. General Risks. 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 stock. 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 stock. 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, 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. We may be exposed to certain regulatory and financial risks related to climate change. Growing concerns about climate change may result in the imposition of additional regulations or restrictions to which we may become subject. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to climate change, including regulating greenhouse gas emissions. The outcome of new legislation or regulation in the **United States U.S.** and other jurisdictions in which we operate may result in new or additional requirements, additional charges to fund energy efficiency activities, and fees or restrictions on certain activities. **This includes, for example, the European Union' s Corporate Sustainability Reporting Directive**. Compliance with these climate change initiatives may also result in additional costs to us, including, among other things, increased production costs, additional taxes, reduced emission allowances or additional restrictions on production or operations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Even without such regulation, increased public awareness and adverse publicity about potential impacts on climate change emanating from us or our industry could harm us. We may not be able to recover the cost of compliance with new or more stringent laws and regulations, which could adversely affect our results of operations, financial position or cash flows. An adverse determination that the Company' s services, products or manufacturing processes infringe the intellectual property rights of others, 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 also seeks to enforce its intellectual property rights against infringement. 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. The Company may be exposed to liabilities under the FCPA or other worldwide anti- bribery laws, 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 worldwide anti- bribery laws. Anti- bribery laws generally prohibit companies, and third parties acting on their behalf, from engaging in bribery or making or receiving other improper payments to another person or entity, including government officials for the purpose of obtaining or retaining business or gaining an unfair business advantage or inducing a person to act improperly or rewarding them for doing so. The FCPA also requires proper record keeping and characterization of such payments in the Company's reports filed with the SEC. The Company, **its employees and third parties acting on the Company's behalf** 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. Non- ~~US~~ **U. S.** companies, including some that may compete with the Company, may not be subject to the FCPA or other anti- bribery laws and may follow local customs and practices. Accordingly, such companies may be more likely to engage in activities prohibited by the anti- bribery laws which apply to the Company, 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 third parties**. 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. 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 tariffs on foreign imports into increase in U. S. corporate income tax rates, legislation and regulatory initiatives relating to climate change and environmental policy and other the United States** changes relating to the Biden Administration transition, 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 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.