

## **DIEBOLD, INCORPORATED**

### **CATEGORICAL INDEPENDENCE STANDARDS FOR DIRECTORS**

Any director of Diebold, Incorporated (the “Company”) who satisfies all of the following criteria shall be determined to be an independent director of the Company:

- (i) he or she is not, and during the past three years was not, an employee of the Company and none of his or her immediate family members is, or during the past three years was, an executive officer of the Company;
- (ii) he or she has not received, and none of his or her immediate family members has received (other than as a non-executive employee), more than \$100,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), during the last three years;
- (iii) he or she has not been affiliated with or employed by, and none of his or her immediate family members has been affiliated with or employed in a professional capacity by, a present or former internal or external auditor of the Company during the last three years;
- (iv) he or she has not been employed, and none of his or her immediate family members has been employed, as an executive officer of another company where any of the Company’s present officers concurrently served on that company’s compensation committee during the last three years;
- (v) he or she is not an executive officer or an employee, and none of his or her immediate family members is an executive officer, of another company that makes payments to or receives payments from, or during the last three years has made payments to or received payments from, the Company for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other company’s consolidated gross revenues;
- (vi) he or she has not engaged in a transaction with the Company for which the Company has been or will be required to make a disclosure under Item 404(a) of Regulation S-K of the Securities Exchange Commission as currently in effect; and
- (vii) he or she has no other material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company;

*provided, however*, that during the first year immediately following approval by the Securities and Exchange Commission of the New York Stock Exchange listing standards relating to corporate governance matters, each three-year “look back” period referenced in items (i) through (v) shall instead be a one-year “look-back” period.

As used in these Categorical Independence Standards for Directors, an “immediate family member” includes a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person’s home; *provided, however*, that individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated shall not be considered an “immediate family member” for purposes hereof.

In making a determination regarding a proposed director’s independence, the Board of Directors of the Company shall consider all relevant facts and circumstances, including the director’s commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships.