

DIEBOLD, INCORPORATED

EXECUTIVE COMMITTEE CHARTER

Purposes

The Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Diebold, Incorporated (the “Company”) acts on behalf of the full Board between regularly scheduled Board meetings. The Committee has and may exercise all of the powers and authority of the Board, subject to such limitations as the Board and/or applicable law may from time to time impose.

Composition

Size. The size of the Committee shall be determined by the Board.

Appointment and Removal. The Board selects Committee members. The Committee will select a Committee Chair from among its members. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

- The Committee shall exercise the powers of the Board in the management of the business and affairs of the Company when the Board is not in session to the extent not prohibited by law.
- The Committee shall take action with respect to matters of an administrative or ministerial nature.
- The Committee shall perform such other functions as assigned to it by the Board from time to time.
- The Committee shall report its activities to the Board in such manner and at such times as the Committee or the Board deems appropriate.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board will constitute a quorum.

for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's Articles of Incorporation, its Code of Regulations, or this Charter.

The Committee may request any officer or other employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Action may also be taken by the Committee without a meeting by a writing or writings signed by all of its members, pursuant to Section 1702.25 of the Ohio Revised Code.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or, to the extent permitted by applicable law, to any other body or individual.

Resources and Authority

The Committee shall have the resources and authority appropriate, in the Committee's discretion, to discharge its responsibilities and to engage consultants, independent counsel and other independent advisors. By adoption of this Charter, the Board authorizes funding for the Committee appropriate, in the Committee's discretion, for the discharge of the Committee's functions and responsibilities.

This Charter will be included on the Company's website and will be made available in print to any shareholder of the Company who submits a request to the Company's Secretary for a copy of this Charter. The Company's annual report to shareholders will state that this Charter is available on the Company's website and will be available in print to any shareholder of the Company who submits to the Company's Secretary a request for a copy of this Charter.