



Diebold, Incorporated



DBD NYSE

Computer Hardware

Market Capitalization USD:

\$1,766.31 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Thomas W. Swidarski

Age: 53

CEO Since: 2005

	2009	2010	2011
Base Salary	\$750,000	\$800,000	\$840,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$921,000	\$800,000	\$1,000,000
Benefits and Perquisites	\$114,410	\$164,603	\$200,680
TOTAL ANNUAL COMPENSATION	\$1,785,410	\$1,764,603	\$2,040,680
Increase in Post-Retirement Benefits	\$474,000	\$787,477	\$1,075,308
Stock Option Awards	\$1,177,440	\$1,222,725	\$1,522,800
Stock Awards	\$1,158,000	\$1,756,440	\$2,408,475
TOTAL COMPENSATION	\$4,594,850	\$5,531,245	\$7,047,263
Median of Other Named Executive Officers Total Compensation	\$1,302,315	\$1,612,543	\$1,869,176
Value Realized on Exercise of Stock Option	\$6,675	\$0	\$0
Value Realized on Vesting of Stock	\$312,280	\$306,680	\$1,599,750
TOTAL REALIZED EQUITY COMPENSATION	\$318,955	\$306,680	\$1,599,750

Proxy Date: 14 Mar 2012

Annual Meeting Date: 26 Apr 2012

Equity Reserves: 12.07%

Stock Option Run Rate: 0.67%

Diebold, Incorporated

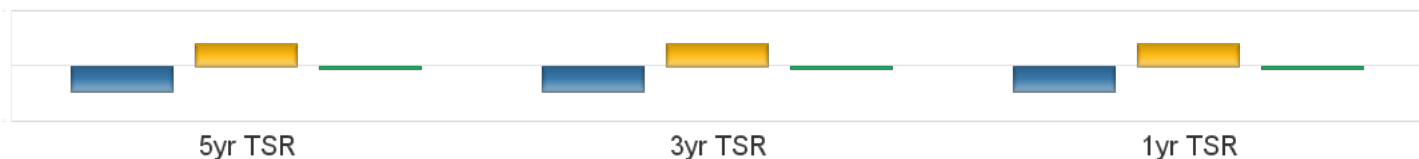
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ DBD



Peer Comparisons (TRBC) =Computer Hardware

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DBD	Diebold, Incorporated	\$4,594,850	\$5,531,245	\$7,047,263	\$1,766,314,377
IM	Ingram Micro Inc.	\$7,917,273	\$6,398,868		\$2,597,374,639
PANL	Universal Display Corporation	\$1,187,749	\$6,362,757		\$2,184,001,860
LXK	Lexmark International, Inc.	\$2,449,277	\$9,647,724	\$5,017,251	\$2,142,197,048
CATM	Cardtronics, Inc.	\$250,000	\$4,875,822		\$998,253,027
SNX	SYNNEX Corporation	\$2,216,450	\$2,996,412	\$3,802,443	\$956,000,429
SCSC	ScanSource, Inc.	\$3,623,024	\$3,529,900		\$802,023,604

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Actuant Corp., Affiliated Computer Services, Inc., Agilent Technologies Inc., Ametek, Inc., Benchmark Electronics, Inc., Brady Corp., Cooper Industries plc, Corning Inc., Crane Co., Curtiss-Wright Corp., Deluxe Corp., Donaldson Company, Inc., Dover Corp., Fiserv, Inc., Flowserve Corp., FMC Technologies, Inc., Goodrich Corp., Harman International Industries Inc., Harris Corp., Hubbell Inc., International Game Technology, Itron, Inc., Lennox International Inc., ManTech International Corp., Mettler-Toledo International Inc., Moog Inc., NCR Corp., Pall Corp., Pentair, Inc., PerkinElmer, Inc., Pitney Bowes Inc., Rockwell Automation, Rockwell Collins, Inc., Roper Industries, Inc., Sauer-Danfoss Inc., SPX Corp., Teledyne Technologies Inc., Teleflex Inc., The Brink's Company, The Timken Company, Thomas & Betts Corp., Unisys Corp., Varian Medical Systems, Inc., Waters Corp.

Performance Peer Group

S&P MidCap 400 Index, Actuant Corp., Affiliated Computer Services, Inc., Agilent Technologies Inc., Ametek, Inc., Benchmark Electronics, Inc., Brady Corp., Cooper Industries plc, Corning Inc., Crane Co., Curtiss-Wright Corp., Deluxe Corp., Donaldson Company, Inc., Dover Corp., Fiserv, Inc., Flowserve Corp., FMC Technologies, Inc., Goodrich Corp., Harman International Industries Inc., Harris Corp., Hubbell Inc., International Game Technology, Itron, Inc., Lennox International Inc., ManTech International Corp., Mettler-Toledo International Inc., Moog Inc., NCR Corp., Pall Corp., Pentair, Inc., PerkinElmer, Inc., Pitney Bowes Inc., Rockwell Automation, Rockwell Collins, Inc., Roper Industries, Inc., Sauer-Danfoss Inc., SPX Corp., Teledyne Technologies Inc., Teleflex Inc., The Brink's Company, The Timken Company, Thomas & Betts Corp., Unisys Corp., Varian Medical Systems, Inc., Waters Corp.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Phillip R. Cox	Chairman	64	Male	7	Outside
Gale S. Fitzgerald	Member	62	Female	13	Outside Related
John N. Lauer	Member	73	Male	20	Outside Related
Patrick W. Allender	Member	65	Male	1	Outside
Richard L. Crandall	Member	68	Male	16	Outside Related