



**CARDTRONICS PLC**

**INSIDER TRADING POLICY**

**Adopted March 8, 2018**

The Board of Directors (the “Board”) of Cardtronics plc (the “Company”) has adopted this Insider Trading Policy (this “Policy”) to provide guidelines to the Company’s directors, officers, employees and consultants with respect to transactions in the Company’s securities for the purpose of promoting compliance with applicable securities laws. This policy applies to all trading or other transactions in the Company’s securities, including ordinary shares, options to buy or sell ordinary shares and any other securities that the Company may issue, such as preferred shares, notes, bonds, warrants and convertible securities, as well as derivative securities relating to any of the Company’s securities, whether or not issued by the Company (such as exchange-traded options).

This Policy applies to directors, officers, employees and consultants (referred to herein as “insiders”) who are aware of Material Nonpublic Information (as defined below) regarding (a) the Company and (b) certain other companies with publicly-traded securities, including the Company’s customers, joint-venture or strategic partners, vendors and suppliers (“business partners”), obtained in the course of employment by or in association with the Company. All insiders must comply strictly with this Policy. This Policy also applies to Related Persons (as defined below).

The Company reserves the right to amend or rescind this Policy or any portion of it at any time and to adopt different policies and procedures at any time, consistent with requirements of applicable laws, rules and regulations. In the event of any conflict or inconsistency between this Policy and any other materials distributed by the Company, this Policy will govern. If a law conflicts with this Policy, you must comply with the law.

You should read this Policy carefully and sign and return the attached certification to:

**Cardtronics plc  
3250 Briarpark, Suite 400  
Houston, Texas 77042, USA  
Attention: General Counsel**

If you have any questions, please contact the General Counsel (or an authorized designee, together the “General Counsel”).

**I. Definitions and Explanations**

**A. *Material Nonpublic Information***

**1. *What Information is “Material”?***

It is not possible to define all categories of material information. Information is generally regarded as “material” if it has market significance, that is, if its public dissemination is likely to affect the market price of securities, or if it otherwise is information that a reasonable investor would want to know before making an investment decision. However, information may be material even if it would not impact the trading price of the Company’s shares or if it would not change an investor’s decision. It is also important to remember that both positive and negative information may be material.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material information. Common examples of material information include:

- unpublished financial results (annual, quarterly or otherwise);
- unpublished projections of future earnings or losses;



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- proposals, plans or agreements, even if preliminary in nature, involving mergers, acquisitions, divestitures, recapitalizations, strategic alliances, licensing arrangements, or purchases or sales of substantial assets;
- impending announcements of bankruptcy or financial liquidity problems;
- extraordinary borrowings;
- gain or loss of a substantial customer or supplier;
- changes in the Company's distribution or dividend policy;
- stock splits;
- changes in the Company's credit ratings;
- new equity or debt offerings;
- significant developments in litigation or regulatory proceedings, or material cybersecurity incidents; and
- changes in management.

The above list is for illustration purposes only. If transactions in the Company's securities become the subject of scrutiny, they will be viewed after-the-fact and with the benefit of hindsight. Therefore, before engaging in any transaction in the Company's securities, you should consider carefully how the Securities and Exchange Commission (the "SEC") and others might view your transaction in hindsight and with all of the facts disclosed. If you are unsure whether information is material, you should consult with the General Counsel before making any decisions or taking further action.

### 2. *What Information is "Nonpublic"?*

Information is "nonpublic" if it has not been previously disclosed to the general public and is otherwise not generally available to the investing public. In order for information to be considered "public," it must be widely disseminated in a manner making it generally available to the investing public and the investing public must have had time to absorb the information fully. Generally, one should allow two full trading days (as defined below) following publication as a reasonable waiting period before information is deemed to be public. If you are unsure whether information is considered public, you should consult with the General Counsel or assume that the information is nonpublic and treat it as confidential.

#### ***B. Related Person***

"Related Person" means, with respect to the Company's insiders:

- any family member living in the insider's household (including a spouse, minor child, minor stepchild, parent, stepparent, grandparent, sibling, in-law) and anyone else living in the insider's household;
- family members who do not live in the insider's household but whose transactions in Company securities are directed by the insider or subject to the insider's influence or control;
- partnerships in which the insider is a general partner;
- trusts of which the insider is a trustee; and
- estates of which the insider is an executor.



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Although a person's parent or sibling may not be considered a Related Person (unless living in the same household), a parent or sibling may be considered a "tippee" for securities law purposes.

### *C. Trading Day*

"Trading day" means a day on which U.S. national stock exchanges or the Over-The-Counter Bulletin Board Quotation System are open for trading and a trading day begins at the time trading begins.

## **II. General Policy**

This Policy prohibits insiders from trading, or "tipping" others who may trade in the Company's securities, while aware of Material Nonpublic Information about the Company. Insiders are also prohibited from trading in the securities of another company, or tipping others who may trade in the securities of another company, if they learn Material Nonpublic Information about the other company in connection with their employment by or relationship with the Company. These activities are illegal. They are commonly referred to as "insider trading."

All insiders should treat Material Nonpublic Information about the Company's business partners with the same care required with respect to Material Nonpublic Information related directly to the Company.

### *A. Trading on Material Nonpublic Information*

Except as otherwise specified in this Policy, no insider or Related Person may engage in any transaction involving a purchase or sale of the Company's securities, including any offer to purchase or offer to sell, during any period commencing with the date that he or she is aware of Material Nonpublic Information concerning the Company, and ending at the beginning of the third trading day following the date of public disclosure of the Material Nonpublic Information, or at the time that the information is no longer material.

### *B. Tipping Others of Material Nonpublic Information*

No insider may disclose or tip Material Nonpublic Information to any other person (including Related Persons) where the Material Nonpublic Information may be used by that person in trading in the securities of the company to which the Material Nonpublic Information relates, nor may the insider or the Related Person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company's securities.

Insiders are not authorized to recommend the purchase or sale of the Company's securities to any other person regardless of whether the insider is aware of Material Nonpublic Information.

### *C. Confidentiality of Material Nonpublic Information*

Material Nonpublic Information relating to the Company is the Company's property and the unauthorized disclosure of Material Nonpublic Information is prohibited. If an insider receives any inquiry from outside the Company (such as from a securities analyst) for information that may be Material Nonpublic Information (particularly financial results and/or projections), the inquiry should be referred to the Company's Chief Financial Officer, who is responsible for coordinating and overseeing the release of that information to the investing public, securities analysts and others in compliance with applicable laws and regulations.

### *D. Special and Prohibited Transactions*

Because the Company believes it is improper and inappropriate for its insiders to engage in short-term or speculative transactions involving certain securities, it is the Company's policy that its insiders may not engage in any of the transactions specified below.

#### *1. Transactions in Company Debt Securities.*



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The Company believes that it is inappropriate for its insiders to be creditors of the Company due to actual or perceived conflicts of interest that may arise in connection therewith. Therefore, transactions in Company debt securities, whether or not those securities are convertible into Company ordinary shares, are prohibited by this Policy.

### 2. *Hedging Transactions and Other Transactions Involving Company Derivative Securities.*

Hedging or monetization transactions can permit an individual to hedge against a decline in stock price, while at the same time eliminating much of the individual's economic interest in any rise in value of the hedged securities. Because hedging transactions can present the appearance of a bet against the Company, hedging or monetization transactions, whether direct or indirect, involving the Company's securities are prohibited, regardless of whether you are in possession of Material Nonpublic Information. A "short sale," or sale of securities that the seller does not own at the time of sale or, if owned, that will not be delivered within 20 days of the sale, is an example of a prohibited hedging transaction.

Transactions involving derivative securities, whether or not entered into for hedging or monetization purposes, may also create the appearance of impropriety in the event of any unusual activity in the underlying equity security. Transactions involving Company-based derivative securities are prohibited, regardless of whether or not you are in possession of Material Nonpublic Information. "Derivative securities" are options, warrants, stock appreciation rights, convertible notes or similar rights whose value is derived from the value of an equity security, such as Company ordinary shares. Transactions in derivative securities include, but are not limited to, trading in Company-based option contracts, transactions in straddles or collars, and writing puts or calls. Transactions in debt that may be convertible into Company ordinary shares would also constitute a transaction in derivative securities prohibited by this Policy. This Policy does not, however, restrict holding, exercising, or settling awards such as options, restricted stock, restricted stock units, or other derivative securities granted under a Company equity incentive plan as described in more detail below under "Exempted Transactions."

### 3. *Purchases of Company Stock on Margin.*

Any of the Company's ordinary shares purchased in the open market should be paid for in full at the time of purchase. Purchasing the Company's ordinary shares on margin (e.g., borrowing money from a brokerage firm or other third party to fund the stock purchase) is prohibited by this Policy.

### 4. *Margin Accounts and Pledges of Company Securities.*

Company stock pledged as collateral, including shares held in a margin account, may be sold without your consent by the lender in foreclosure if you default on your loan. A foreclosure sale that occurs when you are aware of Material Nonpublic Information may, under some circumstances, result in unlawful insider trading. Because of this risk, pledging Company securities as collateral is prohibited by this Policy.

### 5. *Standing and Limit Orders.*

Standing and limit orders (except standing and limit orders under approved Rule 10b5-1 Plans, as discussed below) are prohibited by this Policy. Standing instructions and limit orders relinquish control over the timing of the transaction to the broker. The broker could execute a transaction when the insider is in possession of Material Nonpublic Information.

## ***E. Exempted Transactions***

This Policy does not apply in the case of the following transactions, except as specifically noted:

### 1. *Stock Option Exercises.*

This Policy does not apply to the exercise of an employee stock option acquired pursuant to the Company's stock option or benefit plans, or to the exercise of a tax withholding right pursuant to which the insider elects to have the Company withhold shares of stock to satisfy tax withholding requirements. This Policy does apply, however, to any



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sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

### 2. *Restricted Stock Awards.*

This Policy does not apply to the vesting of restricted stock or the exercise of a tax withholding right pursuant to which the insider elects to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock. The Policy does apply, however, to any trading in restricted stock.

### 3. *Other Similar Transactions.*

Any other purchase of Company equity securities from the Company or sales of Company equity securities to the Company are not subject to this Policy.

#### ***F. Transactions Not Involving a Purchase or Sale***

Bona fide gifts are not transactions involving the purchase or sale of securities subject to this Policy, unless the person making the gift has reason to believe that the recipient intends to sell the Company securities while the insider is aware of Material Non-Public Information, or the person making the gift is subject to the trading restrictions specified below under the heading “Additional Trading Guidelines and Requirements for Certain Insiders” and the sales by the recipient of the Company securities occur during a blackout period. Charitable contributions shall be pre-cleared in accordance with Section III.B below.

Transactions in mutual funds that are invested in Company securities are not transactions subject to this Policy.

#### ***G. Post Termination Transactions***

The guidelines set forth in this Section II continue to apply to transactions in the Company’s securities even after the insider has terminated employment or other service relationship with the Company as follows: if the insider is aware of Material Nonpublic Information when his or her employment or service relationship terminates, the insider may not trade in the Company’s securities until that information has become public or is no longer material.

#### ***H. No Hardship Waivers***

The guidelines set forth in this Section II may not be waived.

### **III. Additional Trading Guidelines and Requirements for Certain Insiders**

#### ***A. Quiet Period, Blackout Period and Trading Window***

The period beginning at the close of market on the 14th calendar day prior to the end of each fiscal quarter or year and ending after two full trading days following the date of public disclosure of the financial results for that fiscal quarter (“Blackout Period”) is a particularly sensitive period of time for transactions in the Company’s securities from the perspective of compliance with applicable securities laws. This sensitivity is due to the fact that certain insiders identified by the Company will, during the Blackout Period, often be aware of Material Nonpublic Information about the expected financial results for the quarter. Certain insiders identified by the Company who have been notified that they have been so identified (the “Window Group”) are prohibited from trading during the Blackout Period. Insiders who have not been identified as being in the Window Group should adhere to the general prohibitions set forth in this Policy. If you are not certain whether you are in the Window Group, contact the General Counsel before taking any action.

To ensure compliance with this Policy and applicable federal and state securities laws, the Company requires that the Window Group refrain from executing transactions involving the purchase or sale of the Company’s securities during the Blackout Period. For the avoidance of doubt, the Window Group may only execute transactions involving the purchase or sale of the Company’s securities during the period commencing at the open of market after the expiration



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of two full trading days following the date of public disclosure of the financial results for a particular fiscal quarter or year and continuing until the close of market on the 14th calendar day prior to the end of each fiscal quarter or year (“Trading Window”). The safest period for trading in the Company’s securities, assuming the absence of Material Nonpublic Information, is generally the first 10 days of the Trading Window.

From time to time, the Company may also prohibit the Window Group from trading the Company’s securities because of developments known to the Company and not yet disclosed to the public. In this event, the Window Group may not engage in any transaction involving the purchase or sale of the Company’s securities until the information has been known publicly for at least two full trading days and may not disclose to others the fact of the trading suspension.

It should be noted that even during the Trading Window, any person aware of Material Nonpublic Information concerning the Company must not engage in any transactions in the Company’s securities until the information has been known publicly for at least two full trading days, whether or not the Company has recommended a suspension of trading to that person. Trading in the Company’s securities during the Trading Window should not be considered a “safe harbor,” and all insiders should use good judgment at all times.

Except as discussed above, the Company has no obligation to publish information about when any Blackout Period or Quiet Period (as defined below) begins or ends. While it is the practice of the Company to notify the Window Group when the Blackout Period and Quiet Period begins, it is the responsibility of each member of the Window Group to ensure that he or she knows when a Blackout Period and the Quiet Period begins and ends to ensure that he or she conducts no transactions in the Company’s securities during any such Blackout Period.

In addition, commencing on the same day as the Blackout Period and ending on the date that financial results for the fiscal period are publicly disclosed (“Quiet Period”), the Company, its directors, members of the Company’s executive management team or any other person who may otherwise be authorized to speak on behalf of the Company shall observe the Quiet Period and shall refrain from meeting with or engaging in dialogue with analysts and investors and will not comment on earnings information or operational results to ensure they do not make comments that could influence expectations about the impending financial results. This Quiet Period includes but is not limited to attendance at investor conferences, group meetings and one-on-one meetings.

### ***B. Pre-Clearance of Trades***

The Company has determined that the Window Group must not trade in the Company’s securities, even during a Trading Window, without first complying with the Company’s “pre-clearance” process. Each member of the Window Group should contact and receive clearance from the Company’s General Counsel prior to commencing any transaction in the Company’s securities. The General Counsel will consult, as necessary, with senior management before clearing any proposed trade.

Please note that clearance of a proposed trade by the Company’s General Counsel does not constitute legal advice regarding or otherwise acknowledge that a member of the Window Group does not possess Material Nonpublic Information. Insiders must ultimately make their own judgments regarding, and are personally responsible for determining, whether they are in possession of Material Nonpublic Information. Insiders are also personally responsible for complying with this policy.

### ***C. Hardship Waivers***

The guidelines specified in this Section III may be waived, at the discretion of the Company’s General Counsel, but only if compliance would create severe hardship or prevent an insider within the Window Group from complying with a court order, as in the case of a divorce settlement. Any exception approved by the Company’s General Counsel must be reported immediately to the Audit Committee of the Board.

## **IV. Additional Information for Directors and Officers**

The Company’s directors and Section 16 officers (as defined below) are required to file Section 16 reports with the SEC when they engage in transactions in the Company’s securities. Although the Company may generally assist its



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directors and Section 16 officers in preparing and filing the required reports, directors and Section 16 officers retain responsibility for the reports.

“Section 16 officer” means the Company’s president, principal financial officer, principal accounting officer (or if none, the controller) any vice-president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), and any other officer who performs a policy-making function, as determined from time to time by the Board, or any other person who performs similar policy-making functions of the Company, as determined from time to time by the Board. Officers of the Company’s subsidiaries may also be deemed officers of the Company if they perform policy-making functions for the Company, as determined from time to time by the Board.

Directors and Section 16 officers must also comply with the policies and procedures set forth in the Company’s Policy on Compliance with Short-Swing Trading and Reporting Laws.

Further, directors and Section 16 officers may be subject to trading blackouts pursuant to Regulation Blackout Trading Restriction (“Regulation BTR”) under the federal securities laws. In general and with certain limited exemptions, Regulation BTR prohibits any director or Section 16 officer from engaging in certain transactions involving Company securities during periods when participants are prevented from purchasing, selling or otherwise acquiring or transferring an interest in certain securities held in individual account plans. The rules encompass a variety of pension plans, including Section 401(k) plans, profit-sharing and savings plans, stock bonus plans and money purchase pension plans. Any profits realized from a transaction that violates Regulation BTR are recoverable by the Company, regardless of the intentions of the director or officer effecting the transaction. In addition, individuals who engage in such transactions are subject to sanction by the SEC as well as potential criminal liability. The Company will notify directors and Section 16 officers if they are subject to a blackout trading restriction under Regulation BTR. Failure to comply with an applicable trading blackout in accordance with Regulation BTR is a violation of law and this Policy.

## V. Planned Trading Programs

Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), provides an affirmative defense, under certain conditions, against allegations that an insider traded in the Company’s securities while aware of Material Nonpublic Information. In order to invoke the affirmative defense the following conditions must be satisfied with respect to a Rule 10b5-1 Plan (as defined below):

- At a time when the insider was not aware of any Material Nonpublic Information, the insider adopted a written plan for trading the Company’s securities (each of which is referred to as a “Rule 10b5-1 Plan”) and the plan was entered into in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1.
- With respect to the purchase or sale of the Company’s securities, the Rule 10b5-1 Plan either: (a) expressly specified the amount of the securities (whether a specified number of securities or a specified dollar value of securities) to be purchased or sold on a specific date and at a specific price; (b) included a written formula or algorithm, or computer program, for determining the amount of the securities (whether a specified number of securities or a specified dollar value of securities), price and date; or (c) provided an employee or third party who is not aware of Material Nonpublic Information with discretion to purchase or sell the securities without any subsequent influence from the insider over how, when or whether to trade.
- Trades were made pursuant to the Rule 10b5-1 Plan.

All Rule 10b5-1 plans must be pre-cleared in writing by the General Counsel in advance of adoption. The Company has developed guidelines for adopting Rule 10b5-1 Plans (the “Guidelines”), which insiders who establish Rule 10b5-1 Plans are required to follow. The Guidelines may be requested from the General Counsel. **Please note that the Company retains the right to reject and not permit the adoption of a Rule 10b5-1 Plan for any reason.**

**VI. Potential Criminal and Civil Liability and/or Disciplinary Action**

**A. SEC Enforcement Action**

The adverse consequences of insider trading violations can be staggering and currently include, without limitation, the following:

1. For individuals who trade on Material Nonpublic Information (or tip information to others):
  - a civil penalty of up to the greater of US\$1.0 million or three times the profit gained or loss avoided resulting from the violation;
  - a criminal fine of up to US\$5.0 million (no matter how small the profit); and/or
  - a jail term of up to 20 years.
  
2. For a company (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading:
  - a civil penalty of up to the greater of US\$1.525 million or three times the profit gained or loss avoided as a result of the insider's violation;
  - a criminal penalty of up to US\$25.0 million; and/or
  - the civil penalties may extend personal liability to the Company's directors, officers and other supervisory personnel if they fail to take appropriate steps to prevent insider trading.

**B. Disciplinary Action by the Company**

Persons who violate this Policy are subject to disciplinary action by the Company, which may include termination or other appropriate action.

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*This document states a policy of Cardtronics plc and is not intended to be regarded as the rendering of legal advice.*



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**INSIDER TRADING POLICY CERTIFICATION**

I have read and understand the Insider Trading Policy (the “Policy”) dated March 8, 2018 of Cardtronics plc (the “Company”). I agree that I will comply with the policies and procedures set forth in the Policy. I understand and agree that, if I am an employee of the Company or one of its subsidiaries or other affiliates, my failure to comply in all respects with the Company’s policies, including the Policy, is a basis for termination for cause of my employment with the Company and any subsidiary or other affiliate to which my employment now relates or may in the future relate.

I further acknowledge and agree that I am solely responsible for complying with all applicable securities laws and that neither the Company nor any of its counsel has any responsibility should I be accused (or convicted) of violating any such law by any applicable governmental authority.

I am aware that this signed Certification will be filed with my personal records in the Company’s Human Resources Department.

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Signature

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Type or Print Name

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Date