



CARDTRONICS PLC

POLICY ON COMPLIANCE WITH SHORT-SWING TRADING AND REPORTING LAWS

Adopted July 1, 2016

THIS SHORT-SWING TRADING AND REPORTING POLICY APPLIES TO ALL DIRECTORS AND SECTION 16 OFFICERS OF CARDTRONICS PLC AND TO ALL EMPLOYEES WHO BENEFICIALLY OWN 10% OR MORE OF CARDTRONICS PLC'S ORDINARY SHARES.

The Board of Directors (the "Board") of Cardtronics plc (the "Company") has adopted this Policy on Compliance with Short-Swing Trading and Reporting Laws (this "Policy") to apply to each director and Section 16 officer (as defined below) of the Company. This Policy also applies to each employee of the Company ("10% shareholder") who beneficially owns 10% or more of the Company's Ordinary Shares, nominal value US\$.01 per share ("Ordinary Shares"). The individuals to whom this Policy applies are referred to in this Policy as "insiders." As part of this Policy, the Company has also adopted a program to assist insiders to meet their compliance responsibilities. All insiders of the Company must comply strictly with this Policy.

"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 will 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.

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
Attention: General Counsel**

The Company's General Counsel has assumed the role and duties of the "Compliance Officer." If you have any questions, please contact the Compliance Officer.

I. Statements of Policy

A. Reporting of Ordinary Shares Transactions

1. *Policy:* Each insider must file with the Securities and Exchange Commission (the "SEC") and the Company's records all reports required ("Required Reports") of the insider under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The reports must be completed accurately and filed on time. In addition, the Company must post the reports on its website. Once a year, each insider must certify in writing to the Company that all reports required of the insider were filed accurately and on time, or the insider must disclose in writing any failures to timely file all reports.

2. *Explanation:* Insiders are required to report to the SEC their ownership of and transactions in the Company's equity securities. They must also report their ownership of and transactions



Policy on Compliance with Short-Swing Trading and Reporting Laws

in other instruments (such as options) that derive their value from the Company's equity securities (these other instruments are called "derivative securities"). The reports also must disclose all equity securities and derivative securities of the Company held by the insider's spouse, children, and any other relative who lives in the insider's house.

The Company is required to disclose the names of all insiders who have filed a Required Report late or have failed to file a Required Report in the Company's Annual Report on Form 10-K and the proxy statement for its annual general meetings of shareholders. Disclosure of such filing delays or failures can result in significant public embarrassment for the insider and the Company.

The SEC can fine persons who violate these reporting obligations. These fines can be up to US\$120,000 per day for each filing violation by an individual and up to US\$650,000 per day for each filing violation by the Company. The SEC can also issue "cease and desist" orders against violators. Cease and desist orders, which are widely published, may result in significant embarrassment to the violator and Company, and may affect the violator's ability to be an insider of a public company. In addition, the SEC has been granted broad authority to seek any equitable relief that may be appropriate or necessary for the benefit of investors for violations of any provisions of the securities laws.

Currently, three kinds of reports are required under Section 16(a) of the Exchange Act:

- **Form 3:** Each insider must file an initial statement of beneficial ownership on Form 3 within 10 days of becoming an insider. Form 3 calls for a listing of all equity securities and derivative securities of the Company beneficially owned by the insider at the time the insider became subject to Section 16. All directors and Section 16 officers must file a Form 3 regardless of whether they beneficially own any securities of the Company.
- **Form 4:** A Form 4 generally must be filed before the end of the second business day following the day on which a transaction resulting in a change in the insider's beneficial ownership has been executed. The changes that must be reported include not only purchases or sales of stock, but also stock and option grants and exercises, restricted stock grants and exercises and most other equity compensation transactions, discretionary transactions in the Company's Ordinary Shares, sales of the Company's Ordinary Shares to the Company and other changes in the nature of a covered person's ownership (such as transfers to a family trust). Some transactions are exempt from immediate reporting on Form 4 and may be reported after the end of the year on a Form 5 (as discussed below). In addition to reports due while a person is an insider, officers and directors (but not 10% shareholders) must report any changes that occur after they are no longer insiders if the changes take place within six months of any transaction that occurred while they were insiders. (See "Prohibition Against Short-Swing Trading" below.)

In the case of a transaction effected pursuant to a Rule 10b5-1 Plan (as described in the Company's Insider Trading Policy) with respect to which an insider does not select the date of execution, the transaction is deemed to have been executed on the date the executing broker, dealer or plan administrator notifies the insider that the transaction has been executed, except that the insider must make specific arrangements with his or her broker, dealer or plan administrator to be notified of any such transaction within three business days after the trade date. With regard to discretionary transactions through the Company's employee benefits plans where the insider does not select the date of execution, the transaction is deemed to have been executed on the date the applicable plan administrator notifies the insider that the transaction has been executed assuming the insider has made specific arrangements with the plan administrator to be notified of any such transaction within three business days after the trade date.

- **Form 5:** A Form 5 must be filed within 45 days after the end of the Company's fiscal



Policy on Compliance with Short-Swing Trading and Reporting Laws

year to report any exempt transactions not already reported on a Form 4 (such as gifts and inheritances). The Form 5 must also report failures to file previously due reports. No Form 5 is necessary if all transactions and holdings subject to reporting during the fiscal year have been previously reported. Insiders who do not file a Form 5 will be required to certify in writing to the Company that no Form 5 filing is due (that is, that there were no unreported transactions in the previous year).

The filing of these forms under Section 16(a) does not relieve the insider from filing other required forms, such as Form 144 in connection with the sale of restricted securities or Schedule 13D or 13G, required by persons who own greater than 5% of the Company's Ordinary Shares.

B. Prohibition Against Short-Swing Trading

1. Policy: No insider may engage in a transaction that gives rise to liability to disgorge profits under Section 16(b) of the Exchange Act. If an insider engages in such a transaction, the insider must promptly notify the Company of the transaction and pay to the Company the profits for which the insider is liable under Section 16(b) of the Exchange Act.

2. Explanation: Under Section 16(b) of the Exchange Act, insiders are liable for any profits they receive upon the sale and purchase, or purchase and sale, of the Company's Ordinary Shares within any six-month period. In other words, if an insider both buys and sells Ordinary Shares within any six-month period, the insider will be liable to the Company for the excess of the sales price over the purchase price. This liability can exist regardless of the order of the transactions. For example, if an insider purchased 1,000 Ordinary Shares for US\$20 per share, and then, less than six months later, sold 1,000 Ordinary Shares for US\$25 per share, the profit of US\$5,000 (1,000 shares X US\$5) would be recoverable by the Company. This liability is known as a "short-swing profit." This liability does not depend on whether the insider has inside information when he or she makes one of the trades. It also does not matter whether the transactions are in the public market or are privately negotiated transactions. The liability simply depends on whether the transactions occur within six months of each other. Some lawyers and law firms specialize in identifying short-swing transactions and bringing lawsuits to recover the short-swing profits and obtain payment for their fees. Also, the Internal Revenue Service generally treats short-swing profits as part of an insider's taxable income, even if the insider has to disgorge the profits.

Liability under Section 16(b) is imposed in a mechanical fashion without regard to the insider's intent. Good faith, therefore, is not a defense. All that is necessary for a successful claim is to show that the insider realized profits on a short-swing transaction. When computing recoverable profits on multiple purchases and sales within a six-month period, the courts maximize the recovery by matching the lowest purchase price with the highest sale price, the next lowest purchase price with the next highest sale price, and so on. The use of this method makes it possible in some instances for the Company to recover profits under Section 16(b) even though the insider sustained a net loss on the transactions. By law, the Company cannot waive or release any claim it may have under Section 16(b), or enter into an enforceable agreement to provide indemnification for amounts recovered under Section 16(b).

The terms "purchase" and "sale" are construed to cover a broad range of transactions. For example, the acquisition of a derivative security and the disposition of the underlying security could be matched as a "purchase" and "sale." Moreover, purchases and sales by an insider may be matched with transactions by any person (such as certain family members) whose securities are deemed to be beneficially owned by the insider.

The SEC has exempted a few transactions from short-swing liability. For example, the purchase of stock by exercising a stock option will usually not create liability. On the other hand, the sale of those same shares of stock after the exercise of a stock option will be treated as a transaction that can create liability if a non-exempt purchase occurs within six months. Insiders should assume that each transaction can be matched with all other transactions within six months before or after the transaction unless he or she has received



Policy on Compliance with Short-Swing Trading and Reporting Laws

competent legal advice that it is an exempt transaction.

Please note that while Section 16(b) of the Exchange Act contains certain exemptions from short-swing liability, trading pursuant to a Rule 10b5-1 Plan is not exempt from short-swing liability.

C. Prohibition Against Short Sales and Option Transactions

1. *Policy:* No insider, no immediate family member of an insider (such as the insider's spouse, children, grandchildren, parents, grandparents, siblings, in-laws, and persons with adoptive relationships), and no other relative of an insider living in the insider's home may make any short sales of any securities of the Company. Also, no such person may buy or sell puts, calls or options in respect of the Company's securities at any time.

2. *Explanation:* Section 16(c) of the Exchange Act prohibits the Company's directors, officers, and 10% owners from making short sales of any equity securities of the Company, regardless of whether that class of securities is itself registered under the Exchange Act. Short sales are sales of securities that the seller does not own at the time of the sale or, if owned, that will not be delivered within 20 days of the sale. A person usually sells short when he or she believes the market is going to decline substantially or the stock will otherwise drop in value. If the stock falls in price as expected, the person selling short can then buy the stock at a lower price for delivery at the earlier sale price (this is called "covering the short") and pocket the difference in price as profit. In addition to the fact that it is illegal for insiders to sell the Company's securities short, the Company believes it is inappropriate for its insiders to bet against the Company's securities in this manner. Because puts, calls and options for the Company's securities (other than employee benefit plan options) also afford the opportunity for insiders to profit from a market view that is adverse to the Company, and because these securities carry a high risk of inadvertent short-swing trading and other securities law violations, transactions in these types of securities are prohibited.

II. Section 16 Compliance Program

The insider is solely responsible for preparing and filing Forms 3, 4 and 5 and complying with the other rules in Section 16 of the Exchange Act. Because the laws, rules and forms are complicated, insiders will need legal advice or the assistance of another trained person to comply with their obligations. Because it may be impractical and costly for each of the Company's insiders to have separate assistance, the Company has established a program to help its insiders comply with Section 16 of the Exchange Act. Each insider must follow the procedures of this program unless the Board approves otherwise. However, each insider is free to engage legal counsel of the insider's choice (at the insider's own expense) to assist the insider in complying with the program and Section 16 of the Exchange Act. The Section 16 compliance program is intended to assist insiders, not to shift compliance responsibility to the Company or the Compliance Officer. Neither the Company nor its Compliance Officer assumes liability for an insider's compliance with securities laws; the insider must ensure his or her compliance with securities laws.

The highlights of the Company's Section 16 compliance program are:

- designation of a "Compliance Officer" to assist all insiders in preparing all Form 3, Form 4 and Form 5 filings;
- creation of a Short-Swing Profit Checklist (See Annex B.) to serve as a reference to help insiders avoid short-swing profits; and
- use of a knowledgeable broker to assist in preventing inadvertent short-swing profit and filing violations.

A. Filing Compliance Procedures

1. *Compliance Officer:* The Company's General Counsel is the Compliance Officer designated to assist all insiders in preparing and reviewing all Form 3, Form 4 and Form 5 filings.



Policy on Compliance with Short-Swing Trading and Reporting Laws

Following receipt of notice of a transaction that results in a change in an insider's beneficial ownership, the Compliance Officer is responsible for preparing the appropriate form for the insider's signature, and filing the form with the SEC. The Compliance Officer must also maintain records of all insider filings, including originally signed copies of each form and proof of the filing date of each form. The Compliance Officer may seek assistance within the Company or from outside counsel as he or she deems appropriate. The Compliance Officer is also responsible for ensuring that insiders execute and return to the Compliance Officer the certification included at the end of this Policy.

2. *Faxed Signatures; Power of Attorney:* The SEC permits Forms 3, 4 and 5 to be filed with original, duplicated or facsimile signatures, as long as the Company or the insider retains an originally signed version of the form in its files for five years. The Company expects that almost all filings will be made under the insider's signature; however, the SEC permits each form to be signed by another person holding a power of attorney, as long as the power of attorney is sent to the SEC with the form or "as soon as practicable." The Company has designed a standing power of attorney giving the Compliance Officer the authority to sign Forms 3, 4 and 5 on behalf of each insider (see [Annex A](#)). Thus, for those rare cases when it may not be possible for the insider to execute a form, the Compliance Officer will be able to execute such form on the insider's behalf.

If you have not already done so, please sign and return the enclosed power of attorney at your convenience to the Compliance Officer.

3. *Transaction Notification:* The SEC must receive the Form 4 by the end of the second business day following the day on which a transaction resulting in a change in the insider's beneficial ownership has been executed. Therefore, all Section 16 officers and directors must notify the Compliance Officer of any intended transaction at least two business days before they intend to execute the transaction, with the exception of transactions under Rule 10b5-1 Plans. All Section 16 officers and directors must also comply with the Company's pre-clearance requirements as set forth in the Company's Insider Trading Policy. Finally, all Section 16 officers and directors must notify the Compliance Officer of any transaction on the same day that the transaction is executed. Section 16 officers and directors must be available to sign and file reports of their own transactions or must make arrangements satisfactory to the Compliance Officer to have such reports signed and filed on their behalf.

B. Short-Swing Profit Preventive Procedures

1. *Transaction Pre-Clearance:* Under the Company's Insider Trading Policy, the Compliance Officer must clear in advance each insider's transactions in the Company's securities and derivative securities (acquisitions, dispositions, transfers, gifts, etc.). Once clearance is received from the Compliance Officer, the insider must initiate the transaction within two business days or repeat the clearance procedure. The procedures must be followed for all transactions involving the Company's equity securities or derivatives, including employee and director stock option exercises, gifts, and open market sales or purchases.

Any sale made pursuant to a Rule 10b5-1 Plan will be deemed to have received the required clearance if the Rule 10b5-1 Plan is reviewed and approved by the Compliance Officer before the Rule 10b5-1 Plan is put into force.

2. *Short-Swing Profit Rule Checklist:* Insiders should review the checklist enclosed with this Policy to help prevent the most common short-swing violations (see [Annex B](#)). Insiders may obtain additional copies of the short-swing profit rule checklist if they desire to furnish the checklist to financial advisers, accountants, personal lawyers, brokers and members of their household.

3. *Knowledgeable Broker:* Each insider should use only a broker who is familiar with the requirements of Section 16 of the Exchange Act, Rule 144 of the Securities Act of 1933, as amended, the Company's Insider Trading Policy and this Policy. The Compliance Officer will maintain the name,



Policy on Compliance with Short-Swing Trading and Reporting Laws

address and phone number of a broker who the Compliance Officer believes meets these requirements. Insiders whose brokers do not meet these requirements are encouraged to use the broker identified by the Compliance Officer, but, in any case, should change brokers in order to have a knowledgeable broker. Insiders should remember that a broker has no legal responsibility for a client's Section 16 filings or short-swing profit rule violations.

III. Potential Criminal and Civil Liability and/or Disciplinary Action

In addition to the potential SEC enforcement actions set forth above, persons who violate this Policy are also subject to disciplinary action by the Company, which may include termination or other appropriate action.

IV. Waivers

Exceptions to this Policy may be made only by the written approval by the Board, the Board committee or persons to whom the Board may delegate authority to waive compliance.

* * *

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



Policy on Compliance with Short-Swing Trading and Reporting Laws

**POLICY ON COMPLIANCE WITH SHORT-SWING TRADING AND REPORTING LAWS
CERTIFICATION**

I have read and understand the Policy on Compliance with Short-Swing Trading and Reporting Laws (the "Policy") 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 have 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.

Signature

Type or Print Name

Date

ANNEX A

**POWER OF ATTORNEY
FOR EXECUTING FORM ID, FORMS 3, FORMS 4 AND FORMS 5, FORM 144 AND
SCHEDULE 13D AND SCHEDULE 13G**

The undersigned hereby constitutes and appoints the Company's General Counsel, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) Execute for and on behalf of the undersigned a Form ID (including amendments thereto), or any other forms prescribed by the Securities and Exchange Commission, that may be necessary to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission of the forms referenced in clause (2) below;
- (2) Execute for and on behalf of the undersigned any (a) Form 3, Form 4 and Form 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (b) Form 144 (including amendments thereto) and (c) Schedule 13D and Schedule 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act, but only to the extent each form or schedule relates to the undersigned's beneficial ownership of securities of Cardtronics plc or any of its subsidiaries;
- (3) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any Form ID, Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and timely file the forms or schedules with the Securities and Exchange Commission and any stock exchange or quotation system, self-regulatory association or any other authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
- (4) Take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in the form and will contain the terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers granted herein, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact lawfully does or causes to be done by virtue of this Power of Attorney and the rights and powers granted herein. The undersigned acknowledges that the attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming (nor is Cardtronics plc assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless Cardtronics plc and the attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by or at the direction of the undersigned, or upon the lack of timeliness in the delivery of information by or at the direction of the undersigned, to the attorney-in fact for purposes of executing, acknowledging, delivering or filing a Form ID, Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and agrees to reimburse Cardtronics plc and the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney remains in full force and effect until the undersigned is no longer required to file Form ID, Form 3, Form 4, Form 5, Form 144, Schedule 13D and Schedule 13G (including amendments thereto) with respect to the undersigned's holdings of and transactions in securities issued by Cardtronics plc, unless earlier revoked by

the undersigned in a signed writing delivered to the attorney-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Signature

Type or Print Name

Date

ANNEX B

SHORT-SWING PROFIT CHECKLIST

Any combination of a PURCHASE AND SALE or a SALE AND PURCHASE within six months of each other may result in a violation of Section 16(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the profit must be recovered by Cardtronics plc (the “Company”). It makes no difference how long the shares being sold have been held, that you were not in possession of material nonpublic information or that one of the two matching transactions occurs after you are no longer a Section 16 insider. In addition, the highest priced sale will be matched with the lowest priced purchase.

Remember: Before proceeding with a purchase or sale, you should consider whether you are aware of material nonpublic information that could affect the price of the stock. Irrespective of whether the transaction is subject to Section 16 of the Exchange Act, you may not trade while in the possession of material nonpublic information until the expiration of two full trading days after the Company has publicly disclosed such information as required by the Company’s Insider Trading Policy.

“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.

ALL TRANSACTIONS IN THE COMPANY’S SECURITIES AND DERIVATIVE SECURITIES MUST BE PRE-CLEARED BY THE COMPANY’S COMPLIANCE OFFICER.

SALES

If a sale is to be made by a Section 16 officer, director or 10% shareholders (or any member of his or her immediate family or other relative living in the insider’s home):

1. Have there been any purchases by the insider or family members within the past six months?
2. Are any purchases anticipated or required within the next six months?
3. Has the person responsible for preparing the Form 4 been advised?
4. Has a Form 144 been prepared and has the broker been reminded to sell pursuant to Rule 144?

PURCHASES

If a purchase is to be made by a Section 16 officer, director or 10% shareholders (or any member of his or her immediate family or other relative living in the insider’s home):

1. Have there been any sales by the insider or family members within the past six months? Are any sales anticipated or required within the next six months (such as tax-related or year-end transactions)? Note: Even though an option exercise is not considered a purchase, the sale of the underlying stock following the exercise of an option is matchable against other purchases of stock within six months before or after the sale.
2. Has the person responsible for preparing the Form 4 been advised.

* * *