



CARDTRONICS PLC

INSIDER TRADING POLICY

Adopted November 10, 2016

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 receive or become 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. This Policy also applies to any person who receives Material Nonpublic Information from an insider. All insiders and persons who receive Material Nonpublic Information from insiders must comply strictly with this Policy.

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.

I. Definitions and Explanations

A. *Material Nonpublic Information*

1. What Information is “Material”?

It is not possible to define all categories of material information. Materiality, however, involves a relatively low threshold. 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);



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- unpublished projections of future earnings or losses;
- 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; 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;



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- trusts of which the insider is a trustee; and
- estates of which the insider is an executor.

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.



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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.

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.



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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 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 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.

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. Blackout Period and Trading Window

The period beginning at the close of market on the 25th 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



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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 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 25th 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 begins or ends. While it is the practice of the Company to notify the Window Group when the Blackout Period begins, it is the responsibility of each member of the Window Group to ensure that he or she knows when a Blackout Period begins and ends to ensure that he or she conducts no transactions in the Company’s securities during any such Blackout Period.

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, 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.



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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 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

A. *Rule 10b5-1*

Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides an affirmative defense to an allegation that a trade has been made on the basis of Material Nonpublic Information. Under the affirmative defense, insiders may purchase and sell securities even when aware of Material Nonpublic Information. To meet the requirements of Rule 10b5-1, each of the following elements must be satisfied:

- the purchase or sale of securities was effected pursuant to a pre-existing plan; and
- the insider adopted the plan while unaware of any Material Nonpublic Information.

B. *Requirements*

The general requirements of the defense under Rule 10b5-1 are as follows:

- At a time when the insider was not aware of any Material Nonpublic Information, the insider (a) entered into a binding contract to purchase or sell the Company's securities, (b) provided instructions to another person to execute the trade for his or her account or (c) adopted a written plan for trading the Company's securities (each of which is referred to as a "Rule 10b5-1 Plan").

- 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.

Rule 10b5-1 Plans are designed to provide flexibility to those who would like to plan transactions in the Company's securities in advance at a time when they are not aware of Material Nonpublic Information, and then carry out those pre-planned transactions at a later time, even if they later become aware of Material Nonpublic Information after the Rule 10b5-1 Plan is implemented but before the trade is executed. It is not a violation of this Policy to execute trades in the Company's securities while you are aware of any Material Nonpublic Information if: (a) the trades are made pursuant to a Rule 10b5-1 Plan; (b) the plan is put into force during an open Trading Window and at a time when you are not aware of Material Nonpublic Information about the Company; (c) 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; and (d) the plan was approved in writing in advance by either the Chairperson of the Compensation Committee of the Board or the Chairperson of the Board **and** the General Counsel. The General Counsel will report on the adoption or modification of any plan to the Compensation Committee of the Board.

C. Guidelines

To help demonstrate that a Rule 10b5-1 Plan was entered into in good faith and not as part of an insider-trading scheme, the Company has adopted the following guidelines for such plans:

- *Adoption.* Since adopting a plan is tantamount to an investment decision, the Rule 10b5-1 Plan may be adopted only during an open Trading Window when both (a) insider purchases and sales are otherwise permitted under this Policy and (b) the insider does not possess any Material Nonpublic Information. As discussed above, all Rule 10b5-1 Plans must be pre-cleared in writing in advance of adoption by the General Counsel and the Chairperson of the Compensation Committee of the Board. Insiders are not permitted to have multiple Rule 10b5-1 Plans in operation. Further, the Rule 10b5-1 Plan should be designed such that that it (a) causes a number of smaller sales over a period of time versus a large number of sales over a short period of time and (b) is consistent with the insider's prior trading history to minimize the appearance of sales timed with Material Nonpublic Information. **Please note that the Company retains the right to reject and not permit the adoption of a Rule 10b5-1 Plan for any reason. Further, please note that if trading in the Company's stock is suspended for any reason, such suspension will take effect notwithstanding the existence of a Rule 10b5-1 Plan.**
- *Initial Trading.* The longer the elapsed time between the adoption of the Rule 10b5-1 Plan and the commencement of trading under such plan, the harder it will be for the SEC to show that the plan was based on Material Nonpublic Information. Accordingly, trades in the Company's securities under the Rule 10b5-1 Plan may not be made until (a) the first day that the Trading Window opens after the announcement of the results for the quarter in which the Rule 10b5-1 Plan was adopted or (b) the 30th day after adoption of the Rule 10b5-1 Plan, whichever is later.
- *Plan Alterations.* The SEC has differentiated between plan deviations and plan modifications. Rule 10b5-1 states that the affirmative defense is not available if the insider altered or deviated from the Rule 10b5-1 Plan. On the other hand, modifications to Rule

10b5-1 Plans are permitted as long as the insider, acting in good faith, does not possess Material Nonpublic Information at the time of the modification and meets all of the elements required at the inception of the plan. Although not forbidden by Rule 10b5-1, plan modifications, even if made at a time when the insider does not have Material Non-Public information, may create the perception that the insider is manipulating the plan to benefit from Material Nonpublic Information, which jeopardizes the good faith element and the availability of the affirmative defense. Therefore, any plan modifications should, at minimum, comply with the requirements set forth above for the adoption of a new plan, including the pre-approval of the modified plan requirement and the requirement that initial trades not be made under the modified plan until after the waiting period described above. Further, the insider should avoid frequent modifications of Rule 10b5-1 Plans.

- *Early Plan Terminations.* Rule 10b5-1 does not expressly forbid the early termination of a Rule 10b5-1 Plan. However, the SEC has made clear that once a Rule 10b5-1 Plan is terminated, the affirmative defense may not apply to any trades that were made pursuant to that plan if such termination calls into question whether the good faith requirement was met or whether the plan was part of a plan or scheme to evade Rule 10b5-1. The risk associated with terminating a plan increases if the insider promptly engages in market transactions or adopts a new plan. Such behavior could arouse suspicion that the insider is modifying trading behavior in order to benefit from nonpublic information. Accordingly, it is not advisable for insiders to terminate Rule 10b5-1 Plans except in unusual circumstances. Insiders are required to provide prompt notice of termination of any Rule 10b5-1 Plan to the General Counsel. Furthermore, the Company requires that the insider refrain from engaging in new transactions in the Company's securities or adopting a new Rule 10b5-1 Plan for 60 days following the termination of a prior plan.
- *Transactions Outside the Plan.* Trading in securities of the Company outside of a Rule 10b5-1 Plan should be considered carefully for several reasons: (a) the Rule 10b5-1 affirmative defense will not apply to trades made outside of the plan; and (b) buying or selling securities outside a Rule 10b5-1 Plan could be interpreted as a hedging transaction. Hedging transactions with respect to securities bought or sold under the Rule 10b5-1 Plan will nullify the affirmative defense. Further, insiders should not sell securities that have been designated as Rule 10b5-1 Plan securities because any such sale may be deemed a modification of the plan. If the insider is subject to the volume limitations of Rule 144, the sale of securities outside the Rule 10b5-1 Plan could effectively reduce the number of shares that could be sold under the plan, which could be deemed an impermissible modification of the plan. Because trading securities outside of a Rule 10b5-1 Plan poses numerous risks, insiders are discouraged from engaging in transactions in the Company's securities outside Rule 10b5-1 Plans once they are established.

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 November 10, 2016 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.

Signature

Type or Print Name

Date