



## CARDTRONICS PLC

### CORPORATE GOVERNANCE PRINCIPLES

Adopted August 23<sup>rd</sup>, 2018

The Board of Directors (the “Board”) of Cardtronics plc (the “Company”) is responsible for ensuring that the Company is managed in such a way as they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Board must regularly monitor the management of the Company to ensure that it is effectively executed. The following principles are intended to serve as a flexible framework that provides guidance for the Board as it undertakes its responsibilities; it is not a set of legally binding obligations.

#### **Director Selection and Qualification Standards**

The Nominating and Governance Committee of the Board is responsible for establishing criteria for selecting new directors and actively seeking individuals to become Board members. The Nominating and Governance Committee considers various qualifications in the selection process, including independence, diversity, age, skills and experience, in each case, in the context of the needs of the Board. The Nominating and Corporate Governance Committee recommends director nominees to the Board for approval and is responsible for reviewing, on an annual basis, the appropriateness of the composition and size of the Board.

The Board will monitor the number of public company boards on which each of the directors serves and may establish limitations on such service as appropriate to ensure the ability of each Board member to fulfill his or her duties as a Board member and as may be otherwise required or limited by applicable securities laws or the regulations of the NASDAQ Stock Market LLC (“NASDAQ”). In advance of accepting an invitation to serve on another public company board, directors should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee to allow an assessment to be made of, among other things, the potential impact of such service on the director’s time and availability, potential conflict of interest issues and the director’s status as an independent director.

The Board believes that the Board needs to periodically refresh its membership to ensure that board composition remains appropriate given the Company’s needs over time; however, the Board does not believe it should establish term or age limits for its directors. While term limits could help ensure that there are fresh ideas and viewpoints represented on the Board, they have the disadvantage of eliminating the valuable contributions of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations.

The Board may renominate a director based on the recommendation of the Nominating and Corporate Governance Committee. See “*Annual Performance Evaluation of the Board and its Committees*” below.

#### **Director Responsibilities**

The basic responsibility of the directors is to exercise their business judgment to act as they reasonably believe to promote the success of the Company for the benefit all of its shareholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors. The directors are also entitled to (a) coverage under reasonable directors’ liability insurance purchased by the Company on their behalf, (b) the benefits of indemnification to the fullest extent permitted by law and the Company’s Articles of Association and any Company corporate governance agreements, and (c) limitations on liability as provided by English law and the Company’s Articles of Association. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are

important to the Board's understanding of the business to be conducted at a Board or committee meeting should be distributed in writing to the directors before the meeting, and directors are required to review these materials in advance of the meeting. Attendance at Board and committee meetings will be considered by the Board in assessing each Board member's performance.

### **Director Resignation Policy**

Any director whose appointment is terminated, including by resignation, vacation of office under the Company's Articles of Association or by operation of law and/or removal by ordinary resolution under section 168 of the Companies Act 2006, shall promptly tender his or her resignation to the Board by signing a customary resignation letter and will continue to perform any continuing duties under the Companies Act 2006 and continuing confidentiality obligations.

### **Independent Board Leadership**

The Board has determined that, in light of its current strategic plans and operations, having a non-executive director serve as Chairman of the Board promotes the success of the Company for the benefit of its shareholders as a whole. The Nominating & Governance Committee will periodically review whether this policy promotes the success of the Company for the benefit of its shareholders as a whole in light of the Company's then-current strategy, operations and future business plans.

The Chairman of the Board will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

### **Meetings of Independent Directors**

The independent directors, as defined by the standards established by NASDAQ rules and applicable securities laws, will meet in executive session at least quarterly. The Chairman will be responsible for preparing an agenda for the meeting of the independent directors in executive sessions.

### **Succession Planning**

The Board will be responsible for all matters relating to succession of the Chief Executive Officer ("CEO") and other key executives. The Board may consult with the CEO as it deems reasonable and necessary with regard to such succession planning. The Chairman, in consultation with the Compensation Committee, shall be responsible for ensuring that such succession planning occurs.

### **Board Committees**

The Board will have at all times an Audit Committee, a Nominating and Governance Committee, Finance Committee, and a Compensation Committee. All of the members of these committees will be "independent" subject to any applicable exceptions and transition periods. Committee members will be appointed by the Board upon recommendation of the Nominating and Governance Committee. Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance and charter.

The chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

### **Director Access to Management and Independent Advisors**

The Board and each committee have the power to hire legal, financial or other advisors, as applicable, as they may deem necessary, without consulting with or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business or operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer or employee of the Company to the extent such communication relates to the business or affairs of the Company.

### **Director Compensation**

The Compensation Committee will be solely responsible for developing, implementing and monitoring the compensation, whether cash or equity, of all directors as more particularly set forth in its charter. The Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

### **Director Orientation and Continuing Education**

The Board will take such measures as it deems appropriate to ensure that its members may act on a fully informed basis, including making available to all members of the Board the opportunity to, from time-to-time, attend continuing educational courses on the duties, responsibilities and liabilities of serving on the board of a public company. Each new Board member will be provided with information regarding and the opportunity to fully review the Company's business, personnel and operations in conjunction with accepting a seat on the Board. In addition, the officers of the Company as well as the Board will take steps to ensure that Board members remain fully informed as to the operation of the Company as well as their duties and responsibilities as members of the Board. Additional steps with respect to director orientation and continuing education will be taken as necessary to comply with securities laws and NASDAQ regulations.

### **Share Ownership Guidelines**

To further align the interests of senior executives and outside directors with that of the Company's shareholders, the Board has established minimum share ownership guidelines that apply to all non-employee directors and executive officers as set forth in the Company's Share Ownership Policy. Such policy will be reviewed annually to determine if any design modifications are warranted.

### **Board Member Attendance at the Annual General Meetings of Shareholders**

Directors are encouraged to attend and duly prepare for the Company's annual general meeting of shareholders.

### **Board Interaction with Stakeholders; Shareholder Communications**

In general, the Board believes that the CEO and his or her Management designees speak for the Company. From time to time, individual Directors may meet or otherwise communicate with various external constituencies that are interested in the Company. However, it is expected that Directors would do so after consultation with the Chairman of the Board and CEO and with full adherence to appropriate public disclosure requirements.

The Board welcomes communications from our shareholders and other interested parties and is committed to open and clear communication with its stakeholders. As such, shareholders and other stakeholders may contact an individual Director, the Board as a group, or a specified Board committee or group by the following means:

Mail: Board of Directors – Cardtronics plc



## Corporate Governance Principles

3250 Briarpark Drive, Suite 400  
Houston, TX 77042  
Attn: General Counsel

Email: [CATM\\_Legal@Cardtronics.com](mailto:CATM_Legal@Cardtronics.com)

The Company's Secretary (or any successor to the duties thereof) will review each such communication received from shareholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if (a) the communication complies with the requirements of any applicable policy adopted by the Company relating to the subject matter of the communication and (b) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated to a committee of the Board or to an executive officer, the Secretary may forward such communication to the executive or the chairman of the committee to which such matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive does not imply or create any fiduciary duty of Board members or executive to the person submitting the communications.

### **Evaluation of the CEO's Performance and Compensation**

The Compensation Committee annually will review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the compensation of the CEO based on this evaluation.

### **Annual Performance Evaluation of the Board and its Committees**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The assessment should focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board and its committees could improve. The Nominating and Governance Committee will take the lead and be responsible to ensure such evaluation takes annually as part of its recommendation of director nominees to the Board.

### **Business Conduct and Ethics**

All of the Company's employees and each of its directors are expected to act in accordance with the principles set forth in the Company's Code of Business Conduct and Ethics. The Code reflects the Company's expectation that its business will be conducted with honesty and integrity and in accordance with the highest ethical and legal standards.

Each of the Company's CEO, Chief Financial Officer, Chief Accounting Officer and other senior financial officers is expected to conduct themselves when carrying out their duties and responsibilities in accordance with the principles set forth in the Company's Financial Code of Ethics.

### **Review of Corporate Governance Principles**

On an annual basis, the Nominating and Governance Committee will review and reassess the adequacy of these Corporate Governance Principles. The Nominating and Governance Committee will report the results of the review to the Board and, if necessary, make recommendations to the Board to amend these Corporate Governance Principles.

\* \* \*