

## CARDTRONICS PLC

### WHISTLEBLOWER POLICY FOR ACCOUNTING AND COMPLIANCE MATTERS

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

#### I. Statement of Principles

The Board of Directors (the “Board”) of Cardtronics plc (the “Company”) has constituted and established an Audit Committee with the authority, responsibility and specific duties as described in the Company’s Audit Committee Charter. Pursuant to the Audit Committee Charter, the requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission, the Audit Committee is required to establish the procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters (“Accounting Matters”); (b) the receipt, retention and treatment of complaints regarding potential violations of applicable laws, rules and regulations or of the Company’s codes, policies and procedures, including criminal activity, failure to comply with any legal or professional obligation or regulatory requirements, miscarriages of justice, danger to health and safety, damage to the environment, breaches of data protection laws or the deliberate concealment of any of these matters (“Compliance Matters”); and (c) the confidential, anonymous submissions by staff of concerns regarding questionable Accounting Matters and Compliance Matters. In order to facilitate the reporting of staff complaints the Audit Committee has adopted this Whistleblower Policy for Accounting and Compliance Matters (this “Policy”). For the purpose of this Policy, “staff” includes all directors, officers, employees and other individuals who are engaged by Cardtronics plc or any of its subsidiaries, including, but not limited to, agency workers, independent contractors, consultants, volunteers, interns and casual workers.

The aims of this Policy are:

- to encourage staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected;
- to provide staff with guidance as to how to raise those concerns; and
- to reassure staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.

This Policy covers all directors, employees, officers, consultants, contractors, volunteers, interns, casual workers and agency workers.

This Policy does not form part of any employee’s contract of employment and the Company may amend it at any time.

#### II. Reporting Responsibility

It is the responsibility of all staff of the Company and the Company’s subsidiaries to comply with this Policy and to raise a genuine concern relating to any questionable Accounting Matters and Compliance Matters (including any genuine concern relating to suspected wrongdoing or danger affecting any of the Company’s activities) in accordance with this Policy. Any person who notifies the Company of a genuine concern relating to any questionable Accounting Matters or Compliance Matters under this Policy is protected from any detrimental treatment by the Company.

No person who notifies the Company of a genuine concern relating to any questionable Accounting Matters or Compliance Matters under this Policy shall suffer any detrimental treatment as a result. “Detrimental treatment” includes dismissal, disciplinary action, threats, harassment, discrimination, victimization or other retaliation or unfavorable treatment connected with raising a concern. Additionally, any person who imposes detrimental treatment on a person who has raised a concern may be subject to their own discipline by the Company, up to and including the termination of their employment. This Policy is intended to encourage and enable staff and others to raise concerns about questionable Accounting Matters and Compliance Matters within the Company rather than seeking resolution outside the Company.

This Policy should not be used for complaints relating to a staff member's own personal circumstances, such as treatment at work. In those cases the Company's grievance procedure should be used.

### **III. Scope of Matters Covered**

This Policy covers staff complaints relating to any questionable Accounting Matter, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any of the financial statements of the Company or its subsidiaries;
- fraud or deliberate error in the recording and maintaining of the financial records of the Company or its subsidiaries;
- deficiencies in or noncompliance with the internal accounting controls of the Company or its subsidiaries;
- misrepresentation or a false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial statements or audit reports of the Company or its subsidiaries; and
- deviation from full and fair reporting of the financial condition of the Company or its subsidiaries.

In addition, this Policy covers staff complaints relating to any questionable Compliance Matter, including, without limitation, the following:

- applicable laws, rules and regulations;
- listing standards of The NASDAQ Stock Market LLC;
- the Company's Code of Business Conduct and Ethics (the "Code") and any Staff Handbook;
- the Company's Financial Code of Ethics; and
- the Company's Related Persons Transaction Policy.

The Code requires all directors, officers and employees of the Company and its subsidiaries to adhere to the highest standards of business ethics and personal integrity in the conduct of their duties and responsibilities. This Policy governs the actions of such persons as it relates to violations or perceived violations of such Code. Accordingly, reference should be made to the Company's Code when reading this Policy.

### **IV. Reporting Procedures**

Staff with concerns regarding questionable Accounting Matters or Compliance Matters should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, a staff member's direct supervisor is in the best position to address an area of concern. However, if a staff member is not comfortable speaking with his or her supervisor, or if he or she is not satisfied with the supervisor's response, the staff member is encouraged to speak with someone in the Human Resources department, or anyone in management with whom they are comfortable approaching. Supervisors and managers are required to report questionable Accounting Matters and Compliance Matters to the Company's executive officers, including the Company's Chief Executive Officer, Chief Financial Officer, or General Counsel, as applicable. In turn, such executive officers are required to report questionable Accounting Matters and Compliance Matters to the Chairman of the Audit Committee of the Board and General Counsel. Upon receipt of such report, the General Counsel shall determine whether the report involves Accounting Matters or Compliance Matters. Under the authorization and with the oversight of the Audit Committee, the General Counsel, together with appropriate designees, shall review reports relating to Accounting Matters.

For suspected fraud, accounting and auditing, or securities law violations, or when a staff member is not satisfied or comfortable with the above stated escalation policy, staff should report complaints to the Audit Committee directly through an anonymous whistleblower hotline. The hotline number is **1-800-963-5731**, and can be reached 24 hours a day, seven days a week. Additionally, staff can access the hotline online at [www.ethicspoint.com](http://www.ethicspoint.com).

## **V. Procedures for Investigations and outcome**

Copies of each complaint submitted shall be sent to counsel to the Company. Each complaint will be tracked and handled by the counsel to the Company at the direction of the General Counsel, as appropriate. The staff member who made the complaint may be required to attend meetings in order to provide further information. The Audit Committee shall receive periodic updates on the status of each complaint from the designated recipient. The Audit Committee has the right to request alternative treatment for any complaint. Such alternative treatment may include the retention of outside counsel or other advisers to participate in any part of the process of resolving the complaint.

The Company will aim to keep the staff member who made the complaint informed of the progress of the investigation and its expected timescale. However, confidentiality concerns, if any, may prevent the Company from providing specific details of the investigation or any disciplinary action taken as a result. All staff should treat any information about the investigation as confidential.

If the Company concludes that a staff member has made false allegations maliciously or with a view to personal gain, the staff member will be subject to disciplinary action.

## **VI. Confidentiality**

The Company will treat all complaints by reporting persons as confidential, privileged and anonymous to the fullest extent permitted by law. If such confidentiality results in the inability to conduct a fair investigation or law requires disclosure, the person making the complaint will be informed in advance of being identified.

However, the Company does not encourage staff to make disclosures anonymously. Proper investigation may be more difficult or impossible if the Company cannot obtain additional information from the appropriate staff member. It is also more difficult to establish whether any allegations are credible. If a staff member is concerned about possible reprisals if their identity is revealed, he or she should come forward to their direct supervisor or someone in the Human Resources department and appropriate measures can then be taken to preserve confidentiality.

## **VII. External Disclosures**

The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases, it should not be necessary to alert anyone externally. The law recognizes that in some circumstances it may be appropriate to report concerns to an external body such as a regulator. It will very rarely, if ever, be appropriate to alert the media. The Company strongly encourages staff to seek advice before reporting a concern to anyone external. Whistleblowing concerns usually relate to the conduct of staff, but they may sometimes relate to the actions of a third party, such as a customer, supplier or service provider. In some circumstances, the law will protect a staff member if he or she raises the matter with the third party directly. However, the Company encourages staff to first report such concerns internally.

## **VIII. Policy Review**

This Policy will be reviewed regularly by the Audit Committee, taking into account the effectiveness of this Policy in promoting the submission of complaints regarding questionable Accounting Matters and Compliance Matters to the Company, with a view to minimizing the submission of improper complaints and resulting investigations.

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