



## CARDTRONICS PLC

### COMPENSATION COMMITTEE CHARTER

Adopted July 1, 2016

#### **Purpose**

The Compensation Committee (the "Committee") is established by the Board of Directors (the "Board") of Cardtronics plc (the "Company") to: (a) oversee the responsibilities of the Board relating to compensation of the directors and executive officers<sup>1</sup> of the Company; (b) produce an annual report on compensation for inclusion in the Company's Annual Report on Form 10-K or the Company's proxy statement for its annual general meeting of shareholders ("proxy statement"), as applicable, in accordance with applicable rules and regulations; and (c) design, recommend and evaluate the director and executive compensation plans, policies and programs of the Company.

The Committee should promote policies and procedures such that the Company's compensation program is effective in attracting, retaining and incentivizing key employees. The Committee should endeavor to promote a compensation policy that (a) creates a relationship between pay levels and corporate performance and returns to shareholders and (b) monitors the results of such policy to review whether the compensation payable to the Company's executive officers provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, and is justified by the returns available to shareholders.

The Committee has the authority to form and delegate its authorities and responsibilities to subcommittees as it deems appropriate and to delegate responsibility for the day-to-day management of compensation to the executive officers of the Company.

#### **Organization, Composition and Qualification**

The Committee will be selected by the Board based on the recommendation of the Nominating & Governance Committee and comprised of no fewer than three members of the Board. Each member of the Committee must be "independent," as such term is defined from time to time by the listing standards of any applicable stock exchange and by applicable regulations of the Securities and Exchange Commission (the "SEC") and meet any other applicable independence requirements of the SEC and any applicable stock exchange, subject to any applicable exceptions and transition provisions. Each member will serve at the pleasure of the Board and for such term or terms as the Board determines. Any or all members of the Committee may be removed by the Board at any time. A Chairperson will be designated by the Board from among the members of the Committee or, if no such designation is made by the Board, a Chairperson will be selected by the affirmative vote of the majority of the Committee. Committee members should be chosen based on their competence, availability and ability to manage and add substance to the deliberations of the Committee. In addition, all members of the Committee will be "Non-Employee Directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act"), as in effect from time to time ("Rule 16b 3"), and "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time ("Section 162(m)"), and members of the Committee must not have any relationship to the Company that would interfere with the exercise of their independence from management and the Company with respect to compensation matters. The Committee's composition will be reviewed periodically to determine whether each of its members meets the criteria set forth in any applicable rules and regulations.

Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

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<sup>1</sup> The term "executive officers" is defined in Rule 3b-7 of the Exchange Act.



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### Authority and Responsibilities

The Committee is responsible for developing and overseeing the Company's overall compensation philosophy and objectives, and has specific responsibility for developing, implementing and monitoring compensation strategies, plan design, guidelines and practices as they relate to the executive officers annually designated by the Board of Directors as the Company's "Section 16 officers" (in accordance with Rule 16a-1(f) of the Exchange Act) (collectively, the "Executive Officers") and directors. The Committee will review and establish corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. The Committee will at least annually review and approve the compensation of the Executive Officers. Without limiting the generality of the preceding statements, the Committee has authority, and is entrusted with the responsibility, to do the following actions:

#### A. *Compensation*

1. Determine the Company's policy with respect to the application of Section 162(m) of the Internal Revenue Code of 1986, as amended, and when compensation may be paid by the Company that is not deductible for federal income tax purposes.
2. Determine the Company's remuneration and loss of office payment policy with respect to its directors in accordance with the requirements of Part 15 of the U.K. Companies Act 2006 (the "Companies Act") and the U.K. Large and Medium-Sized Companies and Groups Regulations 2008 (the "U.K. Regulations") and ensure that such policy is appropriately approved by shareholders in accordance with the requirements of the Companies Act.
3. Approve cash or equity incentive or bonus plans applicable to the Executive Officers.
4. Approve the total allocation (or pool) of grants and awards of equity-based compensation under the long-term incentive plans including the 2007 Stock Incentive Plan and any other similar or successor plans for non-Executive Officer employees.
5. Administer awards under and make recommendations to the Board and the Company's shareholders with respect to incentive-compensation and equity-based plans (or any material amendments to any such plans), including the Company's 2007 Stock Incentive Plan and any other similar or successor plans.
6. Select an appropriate peer group or peer groups against which the Company's executive compensation program is measured.
7. Review and approve major changes to, and take administrative actions associated with, any other forms of non-salary compensation, including company car policy, travel policy, vacation policy, severance policy and other perquisites that apply only to Executive Officers.
8. Monitor the Company's Stock Ownership Policy and periodically assess the need for changes to the Policy.
9. Review compensation risk to determine whether compensation policies and practices for employees are reasonably likely to have a material adverse effect on the Company, including whether the design or operation of the Company's compensation programs encourages employees to engage in excessive risk-taking, is aligned to the interests of shareholders, and appropriately awards pay for performance.
10. Review whether the compensation plans, policies, and programs are competitive and consistent with the Company's long-term strategy, corporate values and accepted legal



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practices.

11. Review and approve the amounts and design of outside director compensation, including cash, equity and other compensation components.
12. Review and approve, as and when appropriate, any special or supplemental compensation and benefits for individuals who formerly served as Executive Officers or directors, including supplemental retirement benefits and perquisites provided to them during and after employment.

### **B. Other Duties**

13. Review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis" (the "CD&A") required by Item 402(b) of Regulation S-K, and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's Annual Report on Form 10-K or the Company's proxy statement, as applicable, in accordance with applicable rules and regulations.
14. Oversee the Company's compliance with the Companies Act and the SEC rules and regulations regarding: (i) shareholder approval of certain compensation matters, including advisory votes on executive compensation; (ii) the frequency of such votes; (iii) recommending to the Board the Company's response on the outcome of such advisory votes; and (iv) the requirement under NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.
15. Produce an annual report of the Committee on executive compensation for inclusion in or incorporation by reference into the Company's Annual Report on Form 10-K or the Company's proxy statement, as applicable, in accordance with applicable rules and regulations.
16. Ensure that all provisions regarding the disclosure of information as set out in Part 15 of the Companies Act and in the U.K. Regulations are complied with, including produce an annual report for shareholders to be included in the Company's annual report in compliance with such provisions.
17. Review, as it deems necessary, appropriate matters related to the Company's compliance with applicable laws and regulations affecting employee and director compensation and benefits, including, but not limited to, Rule 16b-3, Section 162(m) and Section 13(k) of the Exchange Act.
18. Review and make recommendations to the Board regarding management development and succession planning.
19. Have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of legal counsel, compensation consultants, as well as other experts and advisers (collectively, "Committee Advisers"), as it deems appropriate, without seeking approval of the Board or management; and, without limiting the foregoing, have the sole authority to retain, terminate and approve the fees and retention terms with respect to, one or more compensation consultants to assist the Committee in carrying out its duties and exercising its powers, including in connection with the Committee's evaluation of compensation to the CEO and the Executive Officers. The Company must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any Committee Advisers employed by the Committee and (b) ordinary administrative expenses of the Committee that



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are necessary or appropriate in carrying out its duties. The Committee may, in its sole discretion, retain or obtain the advice of advisers only if prior to such retention or obtaining such advice, the Committee takes into consideration the factors relevant to adviser independence as set forth in NASDAQ Listing Rule 5605(d)(3). The Committee shall conduct the independence assessment at least annually or as often as required under Rule 5605(d)(3) and shall also consider other factors required by the SEC or applicable law, or other factors the Committee determines are relevant with respect to each such retained advisors. The Committee will be directly responsible for the oversight of its advisers.

20. Review and approve, or review and recommend to the Board for its approval of, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934.
21. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
22. Annually review and provide the Board a report for review and evaluation of the Committee's performance and discharge of responsibilities.
23. Make regular reports to the Board, directly or through the Chairperson.
24. Perform such other duties and functions as the Board may from time to time delegate or as may be required under any applicable law, rule or regulation, including the regulations of any applicable stock exchange or national market system (or, if no such requirements are applicable, NASDAQ).

## Meetings and Structure

Regular meetings of the Committee will be held at least four times per year. Thereafter, the Committee will hold meetings at such times as is determined by resolution of the Board or the Committee. A special meeting of the Committee may be called by resolution of the Board or by the Secretary or Assistant Secretary of the Company upon the request of the Chairperson or a majority of the members of the Committee. The Chairperson will preside, when present, at all meetings of the Committee. A majority of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet in person or by telephone or video conference and may take action by written consent. The Committee will appoint a Secretary to record the minutes and/or agendas of all Committee meetings. The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, at any meeting thereof.

The CEO may not be present during voting or deliberations concerning his or her compensation.

## Review of Committee Charter

At least annually, the Committee will review and reassess the adequacy of this Charter. The Committee will report the results of the review to the Nominating & Governance Committee, who if necessary, will make recommendations to the Board to amend this Charter.

## Posting Requirement

The Company will post this Charter on the Company's website as required by applicable rules and regulations.



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In addition, the Company will disclose in its proxy statement for its annual general meeting of shareholders that a copy of this Charter is available on the Company's website.

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*While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law.*