



## CARDTRONICS PLC

### CHARTER OF THE FINANCE COMMITTEE

Adopted August 17, 2017

#### **Purpose**

The Finance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Cardtronics plc (the “Company”) to assist the Company’s management with respect to corporate insurance programs, derivative arrangements, significant financing arrangements, investment decisions, reviewing and approving certain acquisitions / investments above management’s approval level, and the development and oversight of comprehensive plans to mitigate interest rate and foreign exchange exposures.

#### **Authority and Responsibilities**

Accordingly, the Committee is delegated all authority of the Board that is specified in the attached Delegation of Authority Table as may be required or advisable to do the following actions:

- (i) consult with management on obtaining and maintaining insurance coverage and policies from time to time to insure the company from financial losses;
- (ii) advise and approve entry into derivative arrangements;
- (iii) consult with management on significant financing arrangements and investment decisions; and
- (iv) approve certain acquisitions / investments above management’s approval level.

The Finance Committee will review and recommend to the Board of Directors an Interest Rate Risk Management Policy and a Foreign Exchange Risk Management Policy and any changes thereto at least annually.

#### **Organization**

The members of the Committee shall be selected by the Board and comprised of no fewer than four members of the Board. Each member shall serve at the pleasure of the Board and for such term or terms as the Board shall determine. Any or all members of the Committee may be removed by the Board at any time. A Chairperson shall be designated by the Board from among the members of the Committee or, if no such designation is made by the Board, a Chairperson shall be selected by the affirmative vote of the majority of the Committee.

Members of the Committee shall have no relationship to the Company that could interfere with the exercise of their independence from management and the Company with respect to compensation matters.

The Committee shall appoint a Secretary to record the minutes and/or agendas of all Committee meetings. 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.

To assist the Committee, the following members of Management shall be invited to all meetings (except executive sessions) at the discretion of the Chairperson:

- Chief Executive Officer
- Chief Financial Officer



## **Charter of the Finance Committee**

- Chief Accounting Officer
- Treasurer

## **Meetings and Structure**

The Committee shall meet on a quarterly basis or more frequently as required; with such meeting being called by the Chairperson of the Finance Committee, the Chief Executive Officer or the Chief Financial Officer. 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 by telephone or video conference and may take action by written consent.

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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.*