



## CARDTRONICS PLC

### FINANCE COMMITTEE CHARTER

Amended August 22<sup>nd</sup>, 2019

#### **Purpose**

The Finance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Cardtronics plc (the “Company”) primarily to assist the Board in fulfilling its responsibilities, and in certain instances acting on behalf of the Board, on matters relating to the Company’s investment policies, financing activities and financial risk management. In particular, the purpose of the Committee is to assist management with respect to:

- corporate insurance programs;
- significant financing arrangements and investment decisions;
- reviewing and approving certain acquisitions and/or investments above management’s approval level;
- the development and oversight of comprehensive plans to mitigate interest rate exposure and foreign currency exposure;
- oversight of derivative instruments;
- such other functions as the Board may assign to the Committee from time to time.

#### **Organization**

The Committee will be comprised of no fewer than three Board members who will be selected by the Board based on the recommendation of the Nominating & Governance Committee. 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. 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.

Members of the Committee shall have no relationship to the Company that could interfere with the exercise of their independent judgment in carrying out his or her responsibilities as a member of the Committee. As such, members of the Committee must meet the independence standards set forth under the NASDAQ listing rules. The Committee’s composition will be reviewed periodically to determine whether each of its members meets the needs of the Committee and the Board.

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; and
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## Charter of the Finance Committee

- Treasurer.

### Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may delegate some or all of its authority to one or more subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee has authority, and is entrusted with the responsibility, to:

- (i) Recommend action and provide advice to the Board regarding all matters affecting the review and approval of any proposed debt, equity or hybrid financing transaction of the Company and review any such proposed transaction for compliance with any applicable law.
- (ii) Review and recommend to the Board of Directors an Interest Rate Risk Management Policy and any changes thereto at least annually.
- (iii) Periodically review with management and make recommendations to the Board regarding the Company's capital allocation and indebtedness.
- (iv) Consult with management on loss mitigation strategies, including by obtaining and maintaining insurance coverage and policies from time to time to insure the Company from financial losses.
- (v) Advise, approve or otherwise authorize entry into derivative arrangements up to amounts set forth by the Board of Directors in its delegation of authority tables and generally oversee the Company's hedging policy, including by receiving periodic reports on the Company's implementation of such positions.
- (vi) Review and assess the adequacy of, as necessary, and generally advise management on the Company's foreign currency management practices (including programs to manage foreign currency risk), assess whether the Company's guidelines for such activities are appropriate for the Company and comply with applicable law.
- (vii) Review and assess the Company's capital structure and liquidity. Periodically review with Management compliance with the Company's debt covenants.
- (viii) Consult with management on significant financing arrangements and investment decisions.
- (ix) Review and be available to consult with management on matters relating to any proposed dividend policies and programs for the repurchase of Company shares.
- (x) Review and make recommendations to the Board for approval of certain mergers, acquisitions, divestitures or other investments above management's approval level, as appropriate.
- (xi) Review, assess the adequacy of, as necessary, and generally advise management with respect to policies regarding the financial affairs of the Company.
- (xii) Periodically discuss with management the Company's investor relations strategy and plan.
- (xiii) The Committee also has authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.



## Charter of the Finance Committee

### 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. 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.

### 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 Board and, if necessary, make recommendations to the Board to amend this Charter.

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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.*