



CARDTRONICS PLC

RELATED PERSONS TRANSACTIONS POLICY

Adopted August 22nd, 2019

I. Statement of Principles

The Board of Directors (the "Board") of Cardtronics plc (the "Company") recognizes that related person transactions present a heightened risk of conflicts of interest and, therefore, has adopted this Related Persons Transactions Policy (this "Policy"), which shall be followed in connection with all related person transactions involving the Company.

II. Definitions

For purposes of this Policy, a "Related Party Transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- the aggregate amount involved will or may be expected to exceed US\$120,000 in any calendar year;
- the Company is a participant; and
- any Related Person has or will have a direct or indirect material interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity).

For purposes of this Policy, a "Related Person" means:

- a director or director nominee of the Company;
- each executive officer and officer of the Company that is subject to reporting under Section 16 of the Securities Exchange Act of 1934, as amended;
- a shareholder owning more than 5% of the Company or its controlled affiliates ("5% Shareholder");
- a person who is an immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a director, director nominee, executive officer or 5% Shareholder, and any person (other than a tenant or employee) sharing the household of the director, director nominee, executive officer or 5% Shareholder; or
- an entity that is owned or controlled by someone listed above, or an entity in which someone listed above has a substantial ownership interest or control of the entity.



Related Persons Transactions Policy

III. Reporting and Approval Procedures

All persons subject to this Policy are responsible for bringing any potential Related Party Transaction to the attention of the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and/or General Counsel (collectively, the "Company's management team") prior to the entering into the proposed transaction. The Company's management team is responsible for reviewing and determining whether the reported transaction could be a Related Party Transaction. If it is determined that a proposed transaction could be a Related Party Transaction, the Company's management team shall report the transaction and present the material facts of the proposed transaction to the Audit Committee of the Board (the "Committee") for review. The Committee shall review the material facts of the potential Related Party Transaction and either (A) approve or ratify such transaction, as applicable, (B) request that the transaction be modified as a condition to the Board's approval or ratification, or (C) reject the transaction. Any member of the Company's management team who is involved in a potential Related Party Transaction shall not participate in the assessment process other than to provide to the Committee material information concerning the potential transaction.

In determining whether to approve, disapprove or ratify a Related Party Transaction, the Committee will take into account, among other factors it deems appropriate: (1) whether the Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances; (2) the extent of the Related Person's interest in the transaction; (3) whether the Related Party Transaction is material to the Company; (4) the position within or relationship of the Related Person with the Company; (5) the business rationale for and reasonableness of the transaction; (6) whether the transaction is in the ordinary course of the Company's business and was proposed and considered in the ordinary course of business; (7) the effect of the transaction on the Company's business and operations, including on the Company's internal control over financial reporting and system of disclosure controls and procedures and any additional conditions or controls that should be applied to such transaction; (8) the potential for the transaction to lead to an actual or apparent conflict of interest and any safeguards imposed to prevent such actual or apparent conflicts; and (9) the overall fairness of the transaction to the Company.

The Committee shall have the authority to (i) approve in advance certain transactions or categories of transactions, including as set forth in Section IV below from time to time, that need not be individually reported to, reviewed by, and/or approved or ratified by the Committee but that will instead be reported to and reviewed by the Committee collectively on a periodic basis, which shall be at least annually and (ii) determine certain transactions or categories of transactions including as set forth in Section V below from time to time that are not considered Related Party Transactions for the purposes of this Policy given their nature, size and/or degree of significance to the Company and/or the immateriality of such transaction to the relevant Related Person, and not required to be individually reported to, reviewed by, and/or approved or ratified by the Committee. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Party Transaction deemed pre-approved under Section IV below shall be provided by the Company's management team to the Committee for its review. The Company's management team will be responsible for presenting the details of all pre-approved transactions to the Committee during such meetings.

If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company's management team to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, should review and assess ongoing relationships with the Related Person to confirm that they are in compliance with the Committee's guidelines and that the Related Party Transaction remains appropriate.

In the event the Company and/or a Related Person enters into or otherwise participates in a Related Party Transaction without the pre-approval of the Committee, such transaction shall promptly be presented to the Company's management team, which shall evaluate the transaction and prepare a presentation to the Committee for it to consider, as appropriate, whether to (i) ratify such transaction, (ii) direct the

Related Persons Transactions Policy

management team to rescind or modify the transaction, and/or (iii) make changes to the Company's controls and procedures in connection with such error.

IV. Standing Pre-Approval for Certain Related Party Transactions

The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following Related Party Transactions are deemed pre-approved by the Committee under the terms of this Policy.

A. *Certain Transactions with Other Companies*

Any transaction with another company at which a Related Person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares is pre-approved or ratified (as applicable) if the aggregate amount involved does not exceed the greater of US\$200,000 or 5% of that company's total annual revenues.

V. Exceptions: Transactions That Need Not Be Reported

The following transactions or arrangements are not considered Related Party Transactions for purposes of this Policy given their nature, size and/or degree of significance to the Company and/or the immateriality of such transaction to the relevant Related Person, and are not required to be reported to, reviewed by, and approved or ratified by the Committee under this Policy, but may still be subject to public disclosure or other policies of the Company:

A. *Employment of Executive Officers*

Any employment by the Company of an executive officer of the Company if:

1. the related compensation is required to be reported in the Company's proxy statement for its annual general meeting of shareholders ("Proxy Statement") or Annual Report on Form 10-K (as applicable) under Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission (the "SEC"); or
2. the executive officer is not an immediate family member of another executive officer or director of the Company, the related compensation would be reported in the Company's Proxy Statement or Annual Report on Form 10-K (as applicable) under Item 402 of Regulation S-K if the executive officer was a "named executive officer" and the Compensation Committee of the Board approved (or recommended that the Board approve) the compensation.

B. *Director Compensation*

Any compensation paid to a director if the compensation is required to be reported in the Company's Proxy Statement or Annual Report on Form 10-K (as applicable) under Item 402 of Regulation S-K and the compensation is approved by the Board or the Compensation Committee of the Board.

C. *Certain Company Charitable Contributions*

Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than an executive officer) or a director if the aggregate amount involved does not exceed the greater of US\$200,000 or 5% of the charitable organization's total annual receipts.

D. *Transactions where All Shareholders Receive Proportional Benefits*



Related Persons Transactions Policy

Any transaction where the Related Person's interest arises solely from the ownership of the Company's ordinary shares and all holders of the Company's ordinary shares received the same benefit on a pro rata basis (*e.g.*, dividends).

E. Transactions Involving Competitive Bids

Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.

F. Regulated Transactions

Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

G. Certain Banking-Related Services

Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services.

VI. Other Policies and Procedures

All transactions involving Related Persons or the Company are subject to the Company's Code of Business Conduct and Ethics, which contains provisions regarding potential conflicts of interest. This Policy is in addition to any similar policies or procedures applicable to all employees contained in the Company's Code of Business Conduct and Ethics or other policies, and the requirements set forth herein are in addition to, and not in substitution for, any other similar policies, procedures or requests.

The Company's management team will be responsible for obtaining formal signed acknowledgements from other Company personnel on a regular basis in an effort to identify all potential Related Party Transactions. Furthermore, the Company's management team will be responsible for distributing this Policy on a regular basis to all directors and Company employees and obtaining their signatures (via e-mail or otherwise) acknowledging the receipt and understanding of such Policy.

VII. Disclosure Requirement

All Related Party Transactions that are required to be disclosed in the Company's filings with the SEC shall be so disclosed in accordance with applicable laws, rules and regulations. Furthermore, the material features of this Policy shall be disclosed in the Company's Annual Report on Form 10-K or in the Proxy Statement as required by applicable laws, rules and regulations. All Related Party Transactions of which management is aware shall be disclosed to the Committee.

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