



CARDTRONICS PLC

AUDIT COMMITTEE CHARTER

Adopted August 22nd, 2019

Purpose

The Audit Committee (the “Committee”) was established by the Board of Directors (the “Board”) of Cardtronics plc (the “Company”) to: (a) assist the Board in fulfilling its oversight responsibilities with respect to (i) the Company’s accounting and financial reporting process (including management’s development and maintenance of a system of internal accounting and financial reporting controls) and audits of the Company’s financial statements, (ii) the integrity of the Company’s financial statements, (iii) the Company’s compliance with legal and regulatory requirements, (iv) qualifications, independence and performance of the Company’s independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (the “Auditors”), and (v) the effectiveness and performance of the Company’s internal audit function; (b) prepare for inclusion in the Company’s proxy statement for its annual general meeting of shareholders (“proxy statement”) the report required by the Securities and Exchange Commission (the “SEC”); and (c) perform such other functions as the Board may assign to the Committee from time to time.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. The Company’s management (“Management”) is responsible for preparing the Company’s financial statements, and the Auditors are responsible for auditing those financial statements. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to set the overall corporate “tone” for quality financial reporting, sound business risk practices, and ethical behavior.

Organization, Composition and Qualification

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 and Governance Committee. All members 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 rules and regulations of the SEC, subject to any applicable exceptions and transition provisions.

No Committee member may serve on an audit committee of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee. The members of the Committee must meet the experience requirements of the applicable NASDAQ rules, with at least one member being an “audit committee financial expert” as defined from time to time by applicable rules and regulations of the SEC. In addition, each Committee member must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

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 Chairman will be designated by the Board from among the members of the Committee or, if no such designation is made by the Board, a Chairman 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. 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.



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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.

Meetings and Structure

The Committee will meet at least four times per year (prior to the filing of the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K with the SEC) to review the financial information of the Company, consistent with its duties and responsibilities, and as many additional times as the members deem necessary. The Committee should meet separately, periodically, with Management, internal auditors (or other personnel responsible for the internal audit function) and the Auditors to discuss any matters that the Committee or each of these groups believes should be discussed privately. Management, the Auditors, outside counsel and other persons may attend each meeting or portions thereof as required or permitted by the Committee. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not be entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

The Chairman 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 Chairman pro tempore in the absence of the Chairman, at any meeting thereof.

Authority and Responsibilities

The Committee has the authority of the Board to take all actions it deems advisable to fulfill the purposes of the Committee.

The Committee has the authority to retain and determine funding for professional advisers including, without limitation, legal counsel, accounting experts, or other consultants to advise the Committee, including the sole authority to appoint or replace the Auditors (subject, if applicable, to shareholder ratification), which may be the same as or different from the Company's primary legal counsel, accounting experts and other consultants, as the Committee deems necessary or advisable in connection with the exercise of its powers and responsibilities as set forth in this Charter, all on such terms as the Committee deems necessary and advisable. The Company must provide for appropriate funding, as determined by the Committee, for payment of: (a) compensation to any independent registered public accounting firm engaged for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any advisors employed by the Committee, any special legal counsel, accounting experts or other consultants or advisers employed; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may 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 require any officer or employee of the Company or any of its subsidiaries, the Company's outside legal counsel, and the Auditors to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee. The Committee Chairman, or other designee of the Committee, may also meet with the Company's investment bankers or financial analysts who follow the Company.

The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to the members of the Committee also have the authority to delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees do not have the authority to engage independent legal



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counsel, accounting experts or other advisors unless expressly granted such authority by the Committee. Each subcommittee will keep minutes and report them to the Committee.

Without limiting the generality of the preceding statements, the Committee has authority, and is entrusted with the responsibility, to:

A. *Independent Auditors*

1. Subject to their appointment in accordance with the U.K. Companies Act 2006 (the "Companies Act"), annually select and engage the Auditors retained for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Auditors will report directly to the Committee and the Committee is responsible for the appointment, compensation, retention and oversight of the Auditors' work. In addition, the Committee will oversee the resolution of any disagreements between Management and the Auditors regarding financial reporting.
2. Review and pre-approve the plan and scope of the Auditors' auditing services (including comfort letters), non-audit services and related fees prior to engaging the Auditors. Committee pre-approval of audit and non-audit services is not required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee. The Chairman of the Committee has the authority to grant pre-approvals, provided such approvals are within the pre-approval policy and presented to the Committee at a subsequent meeting. The Company will disclose any non-audit services approved by the Committee in the Company's periodic reports filed with the SEC.
3. Review and evaluate the performance of the Auditors, including the lead audit partner, and approve any proposed discharge of the Auditors when circumstances warrant.
4. Ensure that the lead audit partner and reviewing audit partner of the Auditors are rotated in compliance with the partner rotation requirements established by the SEC.
5. Set clear hiring guidelines for employees or former employees of the Auditors. These guidelines are set forth in Annex 1 and the Committee periodically will review and reassess the adequacy of such guidelines, report the results of the review to the Board and, if necessary, make recommendations to the Board to approve changes to the guidelines.
6. At least annually, obtain and review a report by the Auditors describing: (a) the Auditors' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (c) (to assess the Auditors' independence) all relationships between the Auditors and the Company consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and consider the impact that any relationships or services may have on the objectivity and independence of the independent registered public accounting firm.
7. Periodically obtain and review reports from the Auditors that include: (a) all critical accounting policies and practices used; (b) all alternative treatments of financial information within generally accepted accounting principles ("US GAAP") that have been discussed with Management, their ramifications and the preferences of the Auditors; and (c) other material written communications between the Auditors and Management.
8. At least annually, review the independence of the Auditor. In conducting this review, the Committee will: (a) ensure receipt from the Auditors of a formal written statement delineating all relationships



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between the Auditors and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board; (b) actively engage in a dialogue with the Auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the Auditors; and (c) if applicable, consider whether the provision by the Auditors of any permitted information technology services or other non-audit services to the Company are compatible with maintaining the independence of the Auditors.

B. Internal Audit Matters

1. Review and approve the appointment, termination or replacement by Management of the lead executive responsible for internal audit, if any, or, at the discretion of the Board, select and contract with outside advisors to perform the function of an internal audit department.
2. Approve annually the Company's internal audit plan and program, including the responsibilities, budget and staffing of the Company's internal audit function.
3. Direct the scope of the duties and activities of the lead internal audit executive or any outside advisors serving as internal auditors, who will report directly to the Committee, and periodically meet and review with the internal audit personnel regarding the regular internal reports to Management prepared by the internal auditing department and the progress of activities and any findings of major significance stemming from internal audits.

C. Review Processes

1. Review annually the adequacy and succession planning of the Company's accounting and financial personnel.
2. Meet with Management, the Auditors and Internal Audit in connection with each annual audit to review and discuss the scope of the audit, the procedures to be followed and the staffing of the audit.
3. Review with Management and the Auditors the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and matters required to be reviewed under applicable legal or regulatory requirements or the requirements of the applicable NASDAQ rules prior to the filing of the Company's Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as the case may be, or prior to the release of earnings.
4. Discuss with Management the Company's earnings releases, including the use of "pro forma" or "adjusted" non-US GAAP information, as well as other financial information and earnings guidance, if any, provided to analysts or investors.
5. Regularly review with the Auditors any audit problems or difficulties, including any restrictions on the scope of activities or access to required information or any significant disagreements with Management, and Management's responses to such matters. Among the items that the Committee should consider reviewing with the Auditors are: (a) any accounting adjustments that were noted or proposed by the Auditors but were "passed" (as immaterial or otherwise); (b) any communications between the audit team and the Auditors' national office respecting auditing or accounting issues presented by the engagement; and (c) any "management" or "internal control" letter issued, or proposed to be issued, by the Auditors to the Company. The Committee will obtain from the Auditors assurances that Section 10A(b) of the Securities and Exchange Act of 1934 has not been implicated. The review should also include discussion of the responsibilities, budget and staffing of the Company's internal audit function.
6. Review and consider with the Auditors and Management the matters required to be discussed by Statement on Auditing Standards No. 16 as then in effect. These discussions must include

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consideration of the quality of the Company's accounting principles as applied in its financial reporting, including significant financial reporting issues, review of estimates, reserves and accruals, review of judgmental areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate.

7. Periodically review and discuss separately with Management, the Auditors and the internal auditors the adequacy and integrity of the Company's accounting policies and procedures and internal accounting controls, the completeness and accuracy of the Company's financial disclosures and the extent to which major recommendations or changes made by the Auditors or the internal auditors have been implemented or resolved.
8. Based on the foregoing reviews and discussions, make its recommendation to the Board as to the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K for the fiscal year subject to audit.
9. In consultation with the Board, meet with Management regularly regarding the Company's key risks related to data and cybersecurity. Review with management key company data security policies and controls.

D. Process Improvement

1. Establish regular and separate systems of reporting to the Committee by each of Management, the Auditors and Internal Audit, if any, regarding any significant judgments made in Management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
2. Discuss with Management and Internal Audit, if any, the Company's guidelines and policies with respect to assessing and managing internal controls and financial reporting risks. In addition, the Committee will discuss with Management the Company's significant financial risk exposures and the actions management has taken to monitor and control such exposures.
3. Discuss with Management and the Auditors any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.
4. Discuss with the Company's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.
5. Review and discuss with Management and the Auditors the Company's report on internal control over financial reporting prior to filing the Company's Annual Report on Form 10-K.
6. Regularly apprise the Board, through minutes and special presentations as necessary, of significant developments in the course of performing the Committee's duties. These reports must include a discussion of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Auditors, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.
7. Annually review and evaluate the Committee's performance and discharge of responsibilities.

E. Ethical and Legal Compliance

1. Review the Company's Code of Business Conduct and Ethics and its enforcement. In addition, review and approve, in advance, any proposed waivers of the provisions contained within that Code.



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2. Review the Company's Financial Code of Ethics and its enforcement.
3. Establish procedures for: (a) the receipt, retention, treatment and investigation of complaints received by the Company regarding accounting, internal accounting controls and auditing matters; (b) the receipt, retention, treatment and investigation of complaints received by the Company regarding potential violations of applicable laws, rules and regulations or the Company's codes, policies or procedures; and (c) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters and compliance matters. Such procedures are set forth in the Whistleblower Policy for Accounting and Compliance Matters and, at least annually, the Committee will review and reassess the adequacy of that Policy, report the results of the review to the Board and, if necessary, make recommendations to the Board to approve changes to the Policy.
4. Review any disclosures provided by the Chief Executive Officer or the Chief Financial Officer to the Committee regarding (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and (b) any fraud, including that which involves Management or other employees who have a significant role in the Company's internal controls.
5. Review any and all regulatory and accounting initiatives or actions applicable to the Company (including any SEC investigations or proceedings).
6. Request assurances from Management, the Auditors and the Company's internal auditors that foreign subsidiaries and/or foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

F. Other Provisions and Responsibilities

1. Review and determine whether to approve or ratify transactions covered by the Company's Related Persons Transaction Policy, as appropriate.
2. Review and address conflicts of interest of directors and executive officers, and the manner in which any such conflicts are to be monitored.
3. Prepare for inclusion in the Company's proxy statement the report required by the rules of the SEC.
4. Perform any other activities consistent with this Charter, the Company's Articles of Association, applicable rules and regulations of the Companies Act, the SEC and the applicable NASDAQ rules as the Committee or the Board deems necessary or appropriate.
5. Make regular reports to the Board, including through committee reports by the Chairperson (or such other person as may be designated by the Committee) at each Board meeting.
6. 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).

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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Posting Requirement

The Company will post this Charter on the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement 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.

CARDTRONICS PLC

HIRING GUIDELINES FOR INDEPENDENT AUDITORS' EMPLOYEES

The Audit Committee (the "Audit Committee") of the Board of Directors of Cardtronics plc (the "Company") has adopted the following guidelines regarding the hiring by the Company of employees and former employees of its independent registered public accounting firm (the "Auditors"). For the purposes of these Guidelines, the term "employee" includes any partner, director, manager, staff, advising member, reviewing actuary, reviewing tax professional and any other person having the responsibility for providing audit assurance to the Auditors in any way for the certification of the Company's financial statements. Audit assurance includes all work that results in the expression of an opinion on financial statements.

1. No member of the audit engagement team of the Company may be hired by the Company, unless the individual was not a member of the audit engagement team of the Company during the one year period preceding the date that audit procedures commenced for the fiscal period that included the date of initial employment of the audit engagement team member by the Company.
2. No former employee of the Auditors may sign a filing made with the SEC on behalf of the Company for one year following employment with the Auditors.
3. No former employee of the Auditors may be named as an officer of the Company for one year following employment by the Auditors.
4. The Audit Committee must approve all executive level hires from the Auditors.

The Audit Committee will review these Guidelines regularly to evaluate whether any amendments are necessary to comply with applicable internal policies or any legal or regulatory requirements

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