



## CARDTRONICS PLC

### NOMINATING & GOVERNANCE COMMITTEE CHARTER

Adopted August 20, 2020

#### **Purpose**

The Nominating & Governance Committee (the "Committee") was established by the Board of Directors (the "Board") of Cardtronics plc (the "Company") to assist the Board by overseeing the nomination of well-qualified director nominees and the consideration, establishment and implementation of appropriate corporate governance practices. In particular, the purpose of the Committee is to serve as an independent and objective body to:

- assist the Board by identifying and screening individuals qualified to become Board members and to recommend that the Board select the director nominees for election at the annual general meetings of shareholders or for appointment to fill vacancies on the Board;
- recommend to the Board director nominees for each committee of the Board;
- advise the Board about appropriate composition of the Board and its committees;
- advise the Board about and recommend to the Board appropriate corporate governance practices, including those related to social responsibility, sustainability and diversity, and to assist the Board in implementing those practices;
- coordinate and oversee the Board's annual self-evaluation of the Board, its committees, and management in the governance of the Company; and
- perform such other functions as the Board may assign to the Committee from time to time.

#### **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 of the 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 regulations of the SEC and must 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, members of the Committee must not have any 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. 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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### 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:

1. 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.
2. Prepare and recommend to the Board for adoption appropriate corporate governance principles, delegation of authority, and related persons transaction policies (collectively the "Governance Guidelines & Policies").
3. Consider social responsibility, sustainability, diversity and corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
4. Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
5. Actively seek and identify individuals qualified to become Board members and recommend to the Board the persons to be nominated by the Board for election as directors at the annual general meeting of shareholders, and the persons to be elected by the Board to fill any vacancies on the Board.
6. Review the criteria for the nomination of director candidates and approve changes to such criteria when appropriate.
7. Treat recommendations for directors that are received from the Company's shareholders equally with recommendations received from any other source; *provided, however*, that in order for such shareholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual general meeting of shareholders.
8. Oversee the orientation and education of all directors.
9. Oversee the Board "independence" standards required by law, applicable listing standards and the Company's Articles of Association and governance guidelines and policies.
10. Each year:
  - (a) Evaluate and recommend to the Board for its determination as to whether or not each director and each prospective director of the Company is independent, disinterested, or a non-employee director under the standards applicable to the Board as well as the committees on which such director is serving or may serve. The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested or non-employee director under applicable standards. The Committee will report to the Board the existence of any such matter or circumstance.
  - (b) Review the advisability or need for any changes in the number and composition of the Board.



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- (c) Review periodically the committee structure of the Board and recommend to the Board the appointment of directors to Board committees and assignment of committee chairs.
  - (d) Recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee.
- 11. The Committee has the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee has sole authority to approve the search firm's fees and other retention terms and authority to cause the Company to pay the fees and expenses of the search firm. 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.
- 12. Coordinate and oversee a process for the annual evaluation of the Board, its committees and management, as applicable, and review the results of such evaluation with the Board.
- 13. Review the Board's policy regarding the structure of the offices of Chairman of the Board and CEO.
- 14. Periodically review, evaluate, and recommend to the Board any necessary or desirable amendments to the Company's Articles of Association and governance guidelines and policies.
- 15. Periodically review the size of the Board and recommend to the Board any appropriate changes.
- 16. Annually review and evaluate of the Committee's performance and discharge of responsibilities.
- 17. Make regular reports to the Board including through committee reports by the Chairperson at each Board meeting.
- 18. 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 U.S. national market system.

## **Meetings and Structure**

Regular meetings of the Committee will be held at least four times per year, with one such meeting occurring during the first three months of the year and as many additional times as the members deem necessary. 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.

## **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.

## **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 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.*