



**CARDTRONICS PLC
SHARE OWNERSHIP POLICY**

Adopted May 15th, 2019

I. Purpose of Policy

The purpose of this Share Ownership Policy (the “Policy”) is to align the interests of certain officers and directors of Cardtronics plc (the “Company”) with those of the Company’s shareholders. This Policy is designed to encourage Participants (as defined below) to acquire and maintain a meaningful level of share ownership in the Company over time.

II. Participants

This Policy applies to all directors and to employees designated as “officers” as defined under Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended (collectively the “Participants”).

III. Holding Requirement

Until such time as each Participant attains the applicable Target Ownership Level as set forth below, each such Participant must retain, and may not sell, gift, or otherwise transfer to any entity or person, at least 50% of such Participant’s Covered Shares (as defined below). The retention obligations of this Policy shall not apply to Covered Shares tendered to the Company, withheld by the Company or sold in payment of (a) a stock option exercise price or (b) any state, federal or other income tax, payroll, social security and/or social insurance withholding obligations that arise in connection with such shares.

IV. Target Ownership Levels

The following table sets forth the target ownership levels in Covered Shares that Participants must attain (the “Target Ownership Levels”) before they no longer are required to adhere to the holding requirement set forth above, unless ownership falls below these levels. Target ownership is expressed as a multiple of current annual base salary for officers and a multiple of current annual retainer for directors. The total stock value of the Participant’s Covered Shares must equal or exceed the specified target value.

Participant	Target Ownership Level
CEO	5 times base salary
CFO	3 times base salary
Other Section 16 Officers	2 times base salary
Outside Directors	5 times annual cash retainer

The annual cash retainer excludes any additional chair retainer, committee membership and chair fees, and stipends for out of country meetings paid to the Participant.

Since a Participant’s Target Ownership Level is a function of the daily trading value of the Company’s stock, the Committee does not believe it is appropriate for any Participant to be declared not in compliance with this Policy solely as a consequence of a drop in the price of the Company’s stock. Accordingly, a Participant that attains the applicable Target Ownership Level at any point in time and thereafter drops below such level solely as a consequence of a decline in the value of the Company’s stock, shall nonetheless be deemed in compliance with this Policy; *provided, however*, that the Participant shall not be permitted to sell any shares until such Participant once again attains the Target Ownership Level.



V. Monitoring

It is anticipated that actual levels of stock ownership will fluctuate over time based on the change in pay rates and the value of the underlying shares. Accordingly, on a periodic basis, the Committee will review the target ownership levels to determine if any adjustments are appropriate.

Any exception to, temporary relief from or waiver of this Policy, including requests to sell Covered Shares that would result in a Participant holding less than the Target Ownership Level in response to unusual circumstances or otherwise, must be approved by the Compensation Committee (the "Committee") or its Chairperson, who will report such action to the Committee at its next meeting. The Committee or its Chairperson have complete discretion in making this determination.

VI. Equity Subject to this Policy

The following forms of equity interests in Company securities acquired by the Participant (including such equity interests in Cardtronics, Inc. that were acquired on or after June 1, 2011 and subsequently converted from equity to equity interests in the Company) are included for purposes of determining Participants' actual ownership level of Covered Shares:

- Shares owned by the Participant.
- Unvested time-based restricted stock and time-based restricted stock units.
- Vested restricted stock and restricted stock units.
- Earned, but unvested performance-based restricted stock units and shares, only if performance criteria have been satisfied and the sole remaining criteria is the passage of time.
- Vested stock options, with the value contributing to the ownership level based on the difference between the share price on the date the ownership level is evaluated and the exercise price ("in-the-money value"). If the share price on the date the ownership level is evaluated is less than or equal to the exercise price, no value will be calculated for those options.
- Shares owned through Company retirement plans.

Shares acquired by a Participant in the open market are not "Covered Shares" and shall not be subject to the holding requirement of this Policy, unless a Participant makes an election to have such shares declared "Covered Shares." To do so, a Participant must make an election to treat such shares as Covered Shares by submitting to the Company's General Counsel his written notice of such election, which must specifically identify the date such shares were acquired, the method by which they were acquired, and the number of such shares.

VII. Time Period

Participants will not be subject to a specified time-period in which they attain their applicable Target Ownership Levels, since this will be achieved through the retention of a specified percentage of equity grants each year through Company incentive plans. If a Participant's base salary increase results in an increased ownership requirement, the Participant's equity grants will continue to be subject to the holding requirement until the new applicable Target Ownership Level is attained.

VIII. Sale of Shares

Once the Target Ownership Level is reached, Participants may sell Covered Shares so long as such sale does not cause the Participant to drop below the applicable Target Ownership Level. Each Participant must conduct such sales in accordance with the Company's Insider Trading Policy and its Policy on Compliance with Short-Swing Trading and Reporting Laws.

IX. Policy Review

This Policy will be reviewed by the Committee and changes made in the discretion of the Committees from time to time.



X. Administration and Interpretation

This Policy shall be administered and interpreted by the Committee. The Committee reserves the right to interpret, change, amend, modify or terminate this Policy at any time.

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