

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

Cardtronics plc

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

Title of each class of securities to which transaction applies:

Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Proposed maximum aggregate value of transaction:

Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Form, Schedule or Registration Statement No.

Filing Party:

Date Filed:

[Communication sent to employees of Cardtronics plc on February 18, 2021.]



February 18, 2021

Team,

Before I provide an update on the pending business combination, I want to acknowledge our colleagues in Texas who are now on day four of a miserable stretch of weather magnified by widespread power outages. Millions of Texans are still without electricity as the deep freeze and infrastructure failures continue to wreak havoc on the state. Please keep them in your thoughts and prayers as they continue to deal with the effects of these events.

It has been three weeks since we announced entering into a definitive agreement to combine with NCR. Since that time, we have begun organizing and planning for a successful closing in mid-year 2021.

It is essential to remind everyone that we remain separate companies until the combination is completed and we are focused on meeting our respective customer requirements and executing our existing business plans.

Last week, we announced that we will no longer hold quarterly earnings conference calls due to the proposed transaction with NCR. In the meantime, we will continue issuing quarterly earnings releases and filing our required reports with the U.S. Securities and Exchange Commission (SEC).

This week, we filed a preliminary proxy statement with the SEC. In it, you can find information about the proposed transaction. Below are some highlights:

- Cardtronics shareholder approval and the sanction of the High Court of Justice in England and Wales are required to complete the proposed transaction. More information about location of the shareholder meetings and the voting process are included in the preliminary proxy statement. We will file a definitive proxy statement in the coming weeks that will include the meeting dates and times.
- The acquisition also requires a standard antitrust review by the U.S. Federal Trade Commission (FTC) and the U.S. Department of Justice (DOJ) under the Hart-Scott-Rodino Act (HSR Act). There are also foreign antitrust and other regulatory filings and approvals required in several countries outside the U.S. where Cardtronics does business.
- Both Cardtronics and NCR are working toward completing the acquisition as quickly as possible. We anticipate completing the acquisition mid-year 2021. However, it is possible that factors could result in completing the acquisition at another time or not at all.

You can learn more by reviewing our SEC filings available at www.sec.gov under “Company Filings”. Additionally, we welcome employee questions throughout the process. We have established a dedicated link for this purpose to help us develop FAQs. We have also created a dedicated Business Combination area on Cardtronics Connect for communications related to the transaction.

We understand that employees may feel frustrated at times during this process, which, in part, may be due to limited information available about the process through closing, which is fairly common for a transaction like this one. We will continue to do our best to address your questions through the FAQs and Cardtronics Connect and will provide updates when appropriate. We ask for your patience and understanding through this process.

Thank you for your continued support and flexibility throughout this transaction.

Ed

Additional Information and Where to Find It

This communication may be deemed solicitation material in respect of the proposed acquisition of Cardtronics plc ("**Cardtronics**") by NCR Corporation. This communication does not constitute a solicitation of any vote or approval. In connection with the proposed transaction, Cardtronics filed a revised preliminary proxy statement with the SEC on February 17, 2021 and plans to file with the SEC and mail or otherwise provide to its shareholders a definitive proxy statement regarding the proposed transaction. Cardtronics may also file other documents with the SEC regarding the proposed transaction. This document is not a substitute for the proxy statement or any other document that may be filed by Cardtronics with the SEC.

BEFORE MAKING ANY VOTING DECISION, CARDTRONICS' SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED BY CARDTRONICS WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE THEREIN BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED TRANSACTION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION.

Any vote in respect of resolutions to be proposed at Cardtronics shareholder meetings to approve the proposed transaction, the scheme of arrangement or related matters, or other responses in relation to the proposed transaction, should be made only on the basis of the information contained in Cardtronics' proxy statement (including the scheme documentation), including the information incorporated by reference therein. Shareholders may obtain a free copy of the proxy statement and other documents Cardtronics files with the SEC through the website maintained by the SEC at www.sec.gov. Cardtronics makes available free of charge on its investor relations website at ir.cardtronics.com copies of materials it files with, or furnishes to, the SEC.

No Offer or Solicitation

This communication is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

The proposed transaction will be implemented solely pursuant to the scheme of arrangement, subject to the terms and conditions of the Acquisition Agreement, which contain the full terms and conditions of the proposed transaction.

Participants in the Solicitation

Cardtronics and its directors, executive officers and certain employees and other persons may be deemed to be participants in the solicitation of proxies from Cardtronics' shareholders in connection with the proposed transaction. Security holders may obtain information regarding the names, affiliations and interests of Cardtronics' directors and executive officers in Cardtronics' Annual Report on Form 10-K for the fiscal year ended December 31, 2019, which was filed with the SEC on March 2, 2020, and its definitive proxy statement for the 2020 annual general meeting of shareholders, which was filed with the SEC on April 1, 2020. To the extent the holdings of Cardtronics' securities by Cardtronics' directors and executive officers have changed since the amounts set forth in Cardtronics' proxy statement for its 2020 annual general meeting of shareholders, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of such individuals in the proposed transaction are included in the proxy statement relating to the proposed transaction filed with the SEC on February 17, 2021. These documents may be obtained free of charge from the SEC's website at www.sec.gov and the investor relations page of the Company's website at ir.cardtronics.com.

Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the "Act"), including statements containing the words "expect," "intend," "plan," "believe," "will," "should," "would," "could," "may," and words of similar meaning, as well as other words or expressions referencing future events, conditions or circumstances. Cardtronics intends these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Act.

Statements that describe or relate to Cardtronics' plans, goals, intentions, strategies, or financial outlook, and statements that do not relate to historical or current fact, are examples of forward-looking statements. Examples of forward-looking statements include, without limitation, statements regarding Cardtronics' plans to manage its business through the novel strain of the coronavirus identified in late 2019 ("**COVID-19**") pandemic and the health and safety of its customers and employees; the expected impact of the COVID-19 pandemic on Cardtronics' operating goals and actions to manage these goals; expectations regarding cost and revenue synergies; expectations regarding Cardtronics' cash flow generation, cash reserve, liquidity, financial flexibility and impact of the COVID-19 pandemic on Cardtronics' employee base; expectations regarding Cardtronics' ability to capitalize on market opportunities; Cardtronics' financial outlook; the effect of the announcement of the proposed transaction on the ability of Cardtronics to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Cardtronics does business, or on Cardtronics operating results and business generally; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction; the outcome of any legal proceedings related to the proposed transaction; the occurrence of any event, change or other circumstances that could give rise to the termination of the acquisition agreement; the ability of the parties to consummate the proposed transaction on a timely basis or at all; the satisfaction of the conditions precedent to consummation of the proposed transaction, including the ability to secure regulatory approvals on the terms expected, at all or in a timely manner; the ability of Cardtronics to implement its plans, forecasts and other expectations with respect to its business after the completion of the proposed transaction and realize expected benefits; business disruption following the proposed transaction; and the potential benefits of an acquisition of Cardtronics.

Forward-looking statements are not guarantees of future performance, and there are a number of important factors that could cause actual outcomes and results to differ materially from the results contemplated by such forward-looking statements, including those factors listed in Item 1A "Risk Factors" of Cardtronics' Annual Report on Form 10-K filed with the SEC on March 2, 2020, and those factors detailed from time to time in Cardtronics' other SEC reports including quarterly reports on Form 10-Q and current reports on Form 8-K. In addition, there can be no assurance that a transaction with Cardtronics will be agreed to or occur, and if agreed, the terms of any such transaction. Cardtronics does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law.
