

## WHISTLEBLOWER POLICY FOR ACCOUNTING AND COMPLIANCE MATTERS

Adopted August 22, 2019

### Statement of Principles

The Board of Directors (the "Board") of the Cardtronics Plc. ("Company") has constituted and established an Audit Committee with the authority, responsibility and specific duties as described in the Company's Audit Committee Charter. Pursuant to the Audit Committee Charter, the requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission, the Audit Committee is required to establish the procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters ("Accounting Matters"); (b) the receipt, retention and treatment of complaints regarding potential violations of applicable laws, rules and regulations or of the Company's codes, policies and procedures, including criminal activity, failure to comply with any legal or professional obligation or regulatory requirements, miscarriages of justice, danger to health and safety, damage to the environment, breaches of data protection laws or the deliberate concealment of any of these matters ("Compliance Matters"); and (c) the confidential, anonymous submissions by staff of concerns regarding questionable Accounting Matters and Compliance Matters. In order to facilitate the reporting of staff complaints the Audit Committee has adopted this Whistleblower Policy for Accounting and Compliance Matters (this "Policy").

The aims of this Policy are:

- to encourage staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected;
- to provide staff with guidance as to how to raise those concerns; and
- to reassure staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.

This Policy covers all staff. For the purpose of this Policy, "staff" includes all directors, officers, employees and other individuals who are engaged by the Company or any of its subsidiaries, including, but not limited to, agency workers, independent contractors, consultants, volunteers, interns and casual workers.

Staff who perform work for the Company in Australia will need to read and comply with the Australian Whistleblower Policy which is set out at Appendix A of this Policy. Where there is a conflict between Appendix A and what is set out below, Australian staff must adhere to the requirements in Appendix A.

This Policy does not form part of any employee's contract of employment and the Company may amend it at any time.

### Reporting Responsibility

It is the responsibility of all staff of the Company and the Company's subsidiaries to comply with this Policy and to raise a genuine concern relating to any questionable Accounting Matters and Compliance Matters (including any genuine concern relating to suspected wrongdoing or danger affecting any of the Company's activities) in accordance with this Policy. Any person who notifies the Company of a genuine concern relating to any questionable Accounting Matters or Compliance Matters under this Policy is protected from any detrimental treatment by the Company.

No person who notifies the Company of a genuine concern relating to any questionable Accounting Matters or Compliance Matters under this Policy shall suffer any detrimental treatment as a result.

“Detrimental treatment” includes dismissal, disciplinary action, threats, harassment, discrimination, victimization or other retaliation or unfavorable treatment connected with raising a concern. Additionally, any person who imposes detrimental treatment on a person who has raised a concern may be subject to their own discipline by the Company, up to and including the termination of their employment. This Policy is intended to encourage and enable staff and others to raise concerns about questionable Accounting Matters and Compliance Matters within the Company rather than seeking resolution outside the Company.

This Policy should not be used for complaints relating to a staff member’s own personal circumstances, such as treatment at work. In those cases the Company’s grievance procedure should be used.

### **Scope of Matters Covered**

This Policy covers staff complaints relating to any questionable Accounting Matter, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any of the financial statements of the Company or its subsidiaries;
- fraud or deliberate error in the recording and maintaining of the financial records of the Company or its subsidiaries;
- deficiencies in or noncompliance with the internal accounting controls of the Company or its subsidiaries;
- misrepresentation or a false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial statements or audit reports of the Company or its subsidiaries; and
- deviation from full and fair reporting of the financial condition of the Company or its subsidiaries.

In addition, this Policy covers staff complaints relating to any questionable Compliance Matter, including, without limitation, the following:

- applicable laws, rules and regulations;
- listing standards of The NASDAQ Stock Market LLC;
- the Company’s Code of Business Conduct and Ethics (the “Code”) and any Staff Handbook;
- the Company’s Financial Code of Ethics; and
- the Company’s Related Persons Transaction Policy.

The Code requires all directors, officers and employees of the Company and its subsidiaries to adhere to the highest standards of business ethics and personal integrity in the conduct of their duties and responsibilities. This Policy governs the actions of such persons as it relates to violations or perceived violations of such Code. Accordingly, reference should be made to the Company’s Code when reading this Policy.

### **Reporting Procedures**

Staff with concerns regarding questionable Accounting Matters or Compliance Matters should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, a staff member’s direct supervisor is in the best position to address an area of concern. However, if a staff member is not comfortable speaking with his or her supervisor, or if he or she is not satisfied with the supervisor’s response, the staff member is encouraged to speak with someone in the Human Resources department, or anyone in management with whom they are comfortable approaching. Supervisors and managers are required to report questionable Accounting Matters and Compliance Matters to the Company’s executive officers, including the Company’s Chief

Executive Officer, Chief Financial Officer, or General Counsel, as applicable. In turn, such executive officers are required to report questionable Accounting Matters and Compliance Matters to the Chairman of the Audit Committee of the Board and General Counsel. Upon receipt of such report, the General Counsel shall determine whether the report involves Accounting Matters or Compliance Matters. Under the authorization and with the oversight of the Audit Committee, the General Counsel, together with appropriate designees, shall review reports relating to Accounting Matters.

For suspected fraud, accounting and auditing, or securities law violations, or when a staff member is not satisfied or comfortable with the above stated escalation policy, staff should report complaints to the Audit Committee directly through an anonymous whistleblower hotline. The hotline number is 1-800-963-5731, and can be reached 24 hours a day, seven days a week. Additionally, staff can access the hotline online at [www.ethicspoint.com](http://www.ethicspoint.com). Staff located in the United Kingdom should first dial 0800-89-0011 before dialling the above number, and staff located in Mexico should first dial 01-880-288-2872.

### **Procedures for Investigations and outcome**

Copies of each complaint submitted shall be sent to counsel to the Company. Each complaint will be tracked and handled by the counsel to the Company at the direction of the General Counsel, as appropriate. The staff member who made the complaint may be required to attend meetings in order to provide further information. The Audit Committee shall receive periodic updates on the status of each complaint from the designated recipient. The Audit Committee has the right to request alternative treatment for any complaint. Such alternative treatment may include the retention of outside counsel or other advisers to participate in any part of the process of resolving the complaint.

The Company will aim to keep the staff member who made the complaint informed of the progress of the investigation and its expected timescale. However, confidentiality concerns, if any, may prevent the Company from providing specific details of the investigation or any disciplinary action taken as a result. All staff should treat any information about the investigation as confidential.

If the Company concludes that a staff member has made false allegations maliciously or with a view to personal gain, the staff member will be subject to disciplinary action.

### **Confidentiality**

The Company will treat all complaints by reporting persons as confidential, privileged and anonymous to the fullest extent permitted by law. If such confidentiality results in the inability to conduct a fair investigation or law requires disclosure, the person making the complaint will be informed in advance of being identified.

However, the Company does not encourage staff to make disclosures anonymously. Proper investigation may be more difficult or impossible if the Company cannot obtain additional information from the appropriate staff member. It is also more difficult to establish whether any allegations are credible. If a staff member is concerned about possible reprisals if their identity is revealed, he or she should come forward to their direct supervisor or someone in the Human Resources department and appropriate measures can then be taken to preserve confidentiality.

### **External Disclosures**

The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases, it should not be necessary to alert anyone externally. The law recognizes that in some circumstances it may be appropriate to report concerns to an external body such as a regulator. It will very rarely, if ever, be appropriate to alert the media. The Company strongly encourages staff to seek advice before reporting a concern to anyone external. Whistleblowing concerns usually relate to the conduct of staff, but they may sometimes relate to the

actions of a third party, such as a customer, supplier or service provider. In some circumstances, the law will protect a staff member if he or she raises the matter with the third party directly. However, the Company encourages staff to first report such concerns internally.

### **Policy Review**

This Policy will be reviewed regularly by the Audit Committee, taking into account the effectiveness of this Policy in promoting the submission of complaints regarding questionable Accounting Matters and Compliance Matters to the Company, with a view to minimizing the submission of improper complaints and resulting investigations.

## APPENDIX A: AUSTRALIAN WHISTLEBLOWER POLICY

### Statement of Principles

In Australia, the *Corporations Act 2001* (Cth) ("Corporations Act") and the *Tax Administration Act 1953* (Cth) provide for protection of whistleblowers. This Policy will focus on the protections available under the Corporations Act that commenced on 1 July 2019 ("Australian Whistleblower Regime").

In summary, under the Australian Whistleblower Regime, an "eligible whistleblower" will qualify for protections if the eligible whistleblower makes a disclosure of a "disclosable matter" to a person who is eligible to receive a protected disclosure. Disclosures made on or after 1 July 2019 in accordance with the requirements of the Australian Whistleblower Regime are called "protected disclosures".

The Australian Policy applies to the Australian operations of Cardtronics Inc. and its related bodies corporate ("Cardtronics Australia").

This Australian Policy sets out information about the Australian Whistleblower Regime including:

- Who can make a disclosure protected by the Australian Whistleblower Regime (see Section 1);
- Who is eligible to receive a protected disclosure (see Section 2);
- The scope of matters that are disclosable (see Section 3);
- The types of disclosures that qualify for protection (see Section 4);
- How disclosures may be made (see Section 5);
- The protections available to whistleblowers (see Section 6);
- How Cardtronics Australia will support whistleblowers and protect them from detriment (see Section 7);
- How Cardtronics Australia will investigate disclosures that qualify for protection (see Section 8);
- How Cardtronics Australia will ensure fair treatment (see Section 9); and
- How this Policy will be made available to officers and employees of Cardtronics Australia (see Section 10).

All employees of Cardtronics Australia are responsible for understanding and complying with this Policy. Breach of this Policy may be regarded as misconduct and may lead to disciplinary action up to and including termination of employment or engagement, as applicable.

In particular, eligible recipients within Cardtronics Australia (as explained in Section 2) must be aware of their obligations under the Australian Whistleblower Regime and this Policy to maintain confidentiality of the identity of individuals who make disclosures and any information that would lead to their identification, unless one of the exceptions applies.

This Policy does not form part of any employee's contract of employment.

Cardtronics Australia will review this Policy periodically as required and may amend it from time to time.

### 1. Who can make a protected disclosure?

A person is an "eligible whistleblower" if they are or have previously been:

- an officer of Cardtronics Australia;
- an employee of Cardtronics Australia;
- a person who supplies goods or services to Cardtronics Australia, and employees of those suppliers;
- an individual who is an associate of Cardtronics Australia; and

- a relative, dependent, or spouse of a dependent of any of the above persons.

## **2. Who can receive a protected disclosure?**

Within Cardtronics Australia, the following individuals will be an "eligible recipient" of a protected disclosure:

- an officer of Cardtronics Australia; or
- a senior manager of Cardtronics Australia; or
- an auditor, or a member of an audit team conducting an audit, of Cardtronics Australia; or
- an actuary of Cardtronics Australia; or
- a member of the Australian executive management team who are each authorised by Cardtronics Australia to receive disclosures that may qualify for protection under the Australian Whistleblower Regime.

An eligible whistleblower may also make a protected disclosure to:

- the following regulators:
  - the Australian Securities and Investments Commission (**ASIC**);
  - the Australian Prudential Regulation Authority (**APRA**); or
  - a prescribed Commonwealth authority;
- in certain circumstances, a journalist or a member of Parliament (see section 3).

## **3. Scope of matters that are disclosable under the Australian Whistleblower Regime**

Only disclosures of certain types of information will qualify for protection under the Australian Whistleblower Regime.

Information is a "disclosable matter" if the discloser has reasonable grounds to suspect that the information disclosed:

- concerns misconduct or an improper state of affairs or circumstances in relation to Cardtronics Australia. This may include conduct that does not involve a contravention of a particular law. Misconduct includes fraud, negligence, default, breach of trust and breach of duty; or
- indicates that Cardtronics Australia or any employee or officer has engaged in conduct that:
  - constitutes an offence against, or a contravention of, a provision of specific legislation including the Corporations Act;
  - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
  - represents a danger to the public or the financial system; or
- indicates a significant risk to public safety or the stability of, or confidence in, the financial system.

A disclosure can still qualify for the protections under the Australian Whistleblower Regime if the information disclosed turns out to be incorrect, provided the discloser has reasonable grounds to believe or suspect the information disclosed. Disclosures of information which the discloser knows to be untrue will not qualify for these protections.

However, if a disclosure includes information about a personal work-related grievance (for example a disclosure about an interpersonal conflict or a disciplinary decision), then the disclosure does not qualify for protection unless the disclosure:

- concerns a contravention, or an alleged contravention of the prohibition of victimisation under the Australian Whistleblower Regime (see Section 6);

- has significant implications for Cardtronics Australia that do not relate to the discloser; or
- concerns conduct, or alleged conduct that:
  - constitutes an offence against, or a contravention of, a provision of specific legislation including the Corporations Act;
  - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
  - represents a danger to the public or the financial system.

If a disclosure relates to a personal work-related grievance which does not have any of the characteristics listed above, then this policy will not apply.

#### **4. The types of disclosures that qualify for protection under the Australian Whistleblower Regime**

The following are the primary types of disclosures that qualify for protection under the Australian Whistleblower Regime:

- **Disclosures to eligible recipients:** Disclosures of a disclosable matter made by an eligible whistleblower in relation to Cardtronics Australia to an eligible recipient (see Section 2).
- **Disclosures to regulators:** Disclosures of a disclosable matter made by an eligible whistleblower in relation to Cardtronics Australia to ASIC, APRA, or a prescribed Commonwealth authority.
- **Disclosures to legal practitioner:** Disclosures made by an individual to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the Australian Whistleblower Regime.

Cardtronics Australia takes all protected disclosures seriously and will not tolerate any behaviour which constitutes misconduct or an improper state of affairs or circumstances in relation to Cardtronics Australia. Cardtronics Australia accordingly encourages its employees and others to raise their concerns directly with an eligible recipient of Cardtronics Australia.

There are two additional categories of disclosures called *public interest disclosures* and *emergency disclosures*. However, these disclosures qualify for protection only if the discloser complies with all of the strict requirements as outlined below.

##### ***Public interest disclosure***

In relation to a public interest disclosure, protections are only available if:

- the discloser has previously made a disclosure that qualifies for protection to ASIC, APRA or a prescribed Commonwealth authority;
- at least 90 days have passed since the previous disclosure was made;
- the discloser does not have reasonable grounds to believe that action is being, or has been, taken to address the previous disclosure;
- the discloser has reasonable grounds to believe that making a public interest disclosure would be in the public interest;
- after 90 days have passed, the discloser has given written notice to the body to which the previous disclosure was made that includes sufficient information to identify the previous disclosure and states that the discloser intends to make a public interest disclosure;
- the disclosure is made to a journalist (as defined in the Corporations Act) or a member of Parliament (at the Federal, State or Territory level); and
- the extent of information disclosed to the journalist or the member of Parliament is no greater than is necessary to inform the recipient of the matter that was the subject of the previous disclosure.

## ***Emergency disclosure***

In relation to an emergency disclosure, protections are only available if:

- the discloser has previously made a disclosure that qualifies for protection to ASIC, APRA or a prescribed Commonwealth authority;
- the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health and safety of one or more persons, or to the natural environment;
- the discloser has given written notice to the body to which the previous disclosure was made that includes sufficient information to identify the previous disclosure and states that the discloser intends to make an emergency disclosure;
- the disclosure is made to a journalist (as defined in the Corporations Act) or a member of Parliament (at the Federal, State or Territory level); and
- the extent of the information disclosed to the journalist or the member of Parliament in the emergency disclosure is no greater than is necessary to inform the recipient of the emergency disclosure of the substantial and imminent danger.

## **5. How disclosures may be made**

There is no requirement for disclosures to be made in a particular form. Disclosures may be made in writing (e.g. via email), in person or via telephone. Such disclosures can be made via website on [ethicspoint.com](http://ethicspoint.com). Disclosures can be made via the hotline at 1800 551 155 and then at the prompt, dialling 800 963 5731.

Under the Australian Whistleblower Regime, disclosures may be made on an anonymous basis, and whistleblowers may choose to remain anonymous during the course of the investigation, including after the investigation has been finalised. However, anonymous disclosures may not be dealt with as effectively as direct reports to an eligible recipient within Cardtronics Australia, as Cardtronics Australia will be unable to obtain additional information from an anonymous whistleblower. Cardtronics Australia also wishes to take this opportunity to emphasise that all whistleblowers who disclose their identity while making a protected disclosure will be afforded confidentiality protections in respect to their identity as outlined in the next Section.

## **6. Protections available to whistleblowers in Australia**

### ***Confidentiality***

Strict confidentiality obligations apply in relation to any protected disclosures. The whistleblower's identity or any information that may lead to the identification of the whistleblower ("Confidential Information") will not be disclosed by Cardtronics Australia unless Cardtronics Australia is authorised to do so under the Australian Whistleblower Regime.

A disclosure of Confidential Information is authorised under the Australian Whistleblower Regime if:

- the disclosure is made with the consent of the whistleblower; or
- the disclosure is made to:
  - ASIC, APRA or a member of the Australian Federal Police ("AFP"); or
  - a legal practitioner (including in-house legal counsel of Cardtronics such as the Associate General Counsel or the General Counsel) for the purposes of obtaining advice or legal representation in relation to the operation of the Australian Whistleblower Regime; or
  - a body prescribed by the regulations; or
- all of the following applies to the disclosure:



- the disclosure does not disclose the whistleblower's identity but discloses information that may lead to the identification of the whistleblower; and
- the disclosure is reasonably necessary for the purpose of investigating the disclosure; and
- all reasonable steps are taken to reduce the risk that the whistleblower will be identified.

### ***Protection from legal action***

Eligible whistleblowers who make a protected disclosure under the Australian Whistleblower Regime are protected from certain legal action taken by Cardtronics Australia or any individuals because of the disclosure, including:

- civil, criminal, and administrative (including disciplinary) action against the whistleblower; and
- contractual action, including termination of a contract on the basis that making a disclosure is a breach of that contract.

Any information that is disclosed as part of a protected disclosure to ASIC, APRA or a prescribed Commonwealth authority will not be admissible in evidence against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except for proceedings in respect of the falsity of the information.

### ***Prohibition against detriment and threats of detriment***

The Australian Whistleblower Regime makes it unlawful for a person to:

- engage in conduct that causes any detrimental treatment to a whistleblower or another person because the person engaging in the conduct believes or suspects that the other person or a third person made, may have made, proposes to make, or could make, a protected disclosure; or
- make a threat (whether express or implied, conditional or unconditional, intentional or reckless) to cause any detriment to a whistleblower or another person because the whistleblower or another person has made, or may make, a protected disclosure.

“Detrimental treatment” is defined broadly under the Australian Whistleblower Regime and includes dismissal, disciplinary action, injuring an employee in their employment, altering their position or duties to their disadvantage, threats, harassment, discrimination, damage to a person's property, reputation, business or financial position, and any other damage to a person.

Penalties apply for engaging in any of the conduct referred to above. Any person involved in the contravention may be found liable.

If a person suffers detrimental treatment or is threatened detrimental treatment by another person's conduct that is in contravention of the Australian Whistleblower Regime, the person may apply to the court for an order of compensation or another remedy against those involved.

Courts are given broad scope to make orders if satisfied detrimental conduct has occurred or been threatened. Courts may order compensation (against the individual involved and their employer), injunctions, apologies, reinstatement, exemplary damages, or any other order the court thinks appropriate.

### ***Other protections available***

As noted above, there is a separate whistleblower protections regime under the *Tax Administration Act 1953* (Cth). Broadly speaking, the types of disclosures that are protected under this separate regime relate to information about the tax affairs of Cardtronics Australia.

Disclosures that qualify for protection under the Australian Whistleblower Regime may also amount to the exercise of a workplace right. Cardtronics Australia is prohibited under the *Fair Work Act 2009* (Cth) from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights.

## **7. Support for whistleblowers**

By this Policy, Cardtronics Australia is committed to ensuring all personnel feel supported and able to raise issues which relate to any misconduct or improper state of affairs or circumstances within Cardtronics Australia.

Where a protected disclosure is made, Cardtronics Australia will reiterate the requirements of this Policy and the Australian Whistleblower Regime with any person concerned in the investigation of the disclosure.

As stated in Section 8, Cardtronics Australia will conduct investigations into protected disclosures in a manner which is fair in all of the circumstances and will have regard to the protections afforded to the whistleblower and the privacy and fair treatment of persons referred to in the disclosure, including those to whom the disclosure relates.

Cardtronics Australia will determine whether any disciplinary outcomes or other remedies are appropriate after an investigation into a protected disclosure is completed.

## **8. How Cardtronics Australia will investigate protected disclosures**

Cardtronics Australia takes all protected disclosures seriously and, where appropriate, will investigate protected disclosures that are reported to an eligible recipient within Cardtronics Australia.

Cardtronics Australia will need to make preliminary enquiries to decide whether a full investigation will be necessary. If such an investigation is necessary then, depending on the nature of the disclosable matter, a protected disclosure will be either:

- investigated internally (by management, internal audit, or the Human Resources Department);  
or
- referred to the appropriate external person for investigation.

The referral of a protected disclosure for investigation will be done in accordance with the confidentiality obligations that Cardtronics Australia owes to the whistleblower. If compliance with Cardtronics Australia's confidentiality obligations will result in the inability to conduct a fair investigation, the whistleblower will be informed in advance of being identified.

Cardtronics Australia will aim to keep the whistleblower informed of the progress of the investigation and its expected timescale. However, confidentiality concerns, if any, may prevent Cardtronics Australia from providing specific details of the investigation or any disciplinary action taken as a result. All staff should treat any information about the investigation as confidential.

## **9. How Cardtronics Australia will ensure fair treatment**

Cardtronics Australia will not tolerate any reprisals or threats of reprisals made against whistleblowers and will take appropriate steps to protect whistleblowers from such retaliation, consistent with the provisions of Section 6 of this Policy.

It is important that all investigations into protected disclosures are conducted in a procedurally fair and confidential manner, to ensure the fair treatment of any individuals named in the protected disclosure or to whom the protected disclosure relates.

**10. How this Australian Policy will be made available to officers and employees of Cardtronics Australia**

This Australian Policy will be made available to officers and employees of Cardtronics Australia through the following methods:

- A copy emailed to existing employees;
- A copy will be included in the induction materials for any new employees as part of the Cardtronics Human Resources Policies Handbook; and
- A copy will be available on request from the Human Resources department.