



CARDTRONICS PLC

RELATED PERSONS TRANSACTIONS POLICY

Adopted July 1, 2016

I. Statement of Principles

The Board of Directors (the "Board") of Cardtronics plc (the "Company") recognizes that related person transactions present a heightened risk of conflicts of interest and, therefore, has adopted this Related Persons Transactions Policy (this "Policy"), which shall be followed in connection with all related person transactions involving the Company.

II. Definitions

For purposes of this Policy, an "Interested Transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- the aggregate amount involved will or may be expected to exceed US\$100,000¹ in any calendar year;
- the Company is a participant; and
- any Related Person has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity).

For purposes of this Policy, a "Related Person" means:

- a director or director nominee of the Company;
- a senior officer of the Company, which, among others, shall include each vice president and officer of the Company that is subject to reporting under Section 16 of the Securities Exchange Act of 1934, as amended;
- a shareholder owning more than 5% of the Company or its controlled affiliates ("5% Shareholder");
- a person who is an immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a director, director nominee, senior officer or 5% Shareholder, and any person (other than a tenant or employee) sharing the household of the director, director nominee, senior officer or 5% Shareholder; or
- an entity that is owned or controlled by someone listed above, or an entity in which someone listed above has a substantial ownership interest or control of the entity.

¹ Item 404 of Regulation S-K covers transactions with related persons in which the amount exceeds US\$120,000; however, we have revised this amount downward for the purposes of our policy because the lower threshold involves the Audit Committee in advance in the event a transaction unexpectedly crosses the US\$120,000 threshold.



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III. Approval Procedures

Prior to entering into an Interested Transaction, the Audit Committee of the Board (the "Committee") shall review the material facts of the Interested Transaction and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. The Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and/or Senior Vice-President- Audit Management (collectively, the "Company's management team") will be responsible for presenting the material facts of all Interested Transactions to the Committee for approval prior to the entering into of any such transaction. Any member of the Company's management team who is a Related Person in any potential Interested Transaction shall not participate in the above-described process, except that such person upon request of the remaining members of the Company's management team shall provide all material information concerning the Interested Transaction that he or she may possess. The Company employee responsible for originating the transaction is responsible for bringing the transaction to the attention of the Company's management team to be assessed in the above-described process prior to the entering into the transaction.

In determining whether to approve or ratify an Interested Transaction, the Committee will take into account, among other factors it deems appropriate, (1) whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances, (2) the extent of the Related Person's interest in the transaction and (3) whether the Interested Transaction is material to the Company.

The Committee has reviewed the Interested Transactions described below in Section IV and determined that each of the Interested Transactions described therein shall be deemed to be pre-approved or ratified (as applicable) by the Committee under the terms of this Policy. In addition, the Board has delegated to the Committee's Chairman the authority to pre-approve or ratify (as applicable) any Interested Transaction with a Related Person in which the aggregate amount involved is expected to be less than US\$100,000. In connection with each regularly scheduled meeting of the Committee, a summary of each new Interested Transaction deemed pre-approved under Section IV below and each new Interested Transaction pre-approved by the Chairman in accordance with this paragraph shall be provided to the Committee for its review. The Company's management team will be responsible for presenting the details of all pre-approved and ratified transactions to the Committee during such meetings.

No director shall participate in any discussion or approval of an Interested Transaction for which he or she is a Related Person, except that the director shall provide all material information concerning the Interested Transaction to the Committee.

If an Interested Transaction will be ongoing, the Committee may establish guidelines for the Company's management team to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, should review and assess ongoing relationships with the Related Person to confirm that they are in compliance with the Committee's guidelines and that the Interested Transaction remains appropriate.

IV. Standing Pre-Approval for Certain Interested Transactions

The Committee has reviewed the types of Interested Transactions described below and determined that each of the following Interested Transactions are deemed to be pre-approved or ratified (as applicable) by the Committee, even if the aggregate amount involved exceeds or will exceed US\$100,000.

A. *Employment of Executive Officers*

Any employment by the Company of an executive officer of the Company is pre-approved or ratified (as applicable) if:



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1. the related compensation is required to be reported in the Company's proxy statement for its annual general meeting of shareholders ("Proxy Statement") or Annual Report on Form 10-K (as applicable) under Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission (the "SEC"); or
2. the executive officer is not an immediate family member of another executive officer or director of the Company, the related compensation would be reported in the Company's Proxy Statement or Annual Report on Form 10-K (as applicable) under Item 402 of Regulation S-K if the executive officer was a "named executive officer" and the Compensation Committee of the Board approved (or recommended that the Board approve) the compensation.

B. Director Compensation

Any compensation paid to a director is pre-approved or ratified (as applicable) if the compensation is required to be reported in the Company's Proxy Statement or Annual Report on Form 10-K (as applicable) under Item 402 of Regulation S-K and the compensation is approved by the Board or the Compensation Committee of the Board.

C. Certain Transactions with Other Companies

Any transaction with another company at which a Related Person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares is pre-approved or ratified (as applicable) if the aggregate amount involved does not exceed the greater of US\$200,000 or 5%² of that company's total annual revenues.

D. Certain Company Charitable Contributions

Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than an executive officer) or a director is pre-approved or ratified (as applicable) if the aggregate amount involved does not exceed the lesser of US\$100,000 or 5%³ of the charitable organization's total annual receipts.

E. Transactions where All Shareholders Receive Proportional Benefits

Any transaction where the Related Person's interest arises solely from the ownership of the Company's ordinary shares and all holders of the Company's ordinary shares received the same benefit on a pro rata basis (*e.g.*, dividends) is pre-approved or ratified (as applicable).

F. Transactions Involving Competitive Bids

Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids is pre-approved or ratified (as applicable).

G. Regulated Transactions

Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority is pre-approved or ratified (as applicable).

² The company believes that a lower threshold is more appropriate than the applicable director independence standards for purposes of this Policy.

³ *Id.*



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H. Certain Banking-Related Services

Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services is pre-approved or ratified (as applicable).

V. Other Policies and Procedures

All transactions, including Interested Transactions involving amounts less than US\$100,000, are subject to the Company's Code of Business Conduct and Ethics, which contains provisions regarding potential conflicts of interest. This Policy is in addition to any similar policies or procedures applicable to all employees contained in the Company's Code of Business Conduct and Ethics or other policies, and the requirements set forth herein are in addition to, and not in substitution for, any other similar policies, procedures or requests.

The Company's management team will be responsible for obtaining formal signed acknowledgements from other Company personnel on a regular basis in an effort to identify all potential Interested Transactions. Furthermore, the Company's management team will be responsible for distributing this Policy on a regular basis to all Company employees and obtaining their signatures (via e-mail or otherwise) acknowledging the receipt and understanding of such Policy.

VI. Disclosure Requirement

All Interested Transactions that are required to be disclosed in the Company's filings with the SEC shall be so disclosed in accordance with applicable laws, rules and regulations. Furthermore, the material features of this Policy shall be disclosed in the Company's Annual Report on Form 10-K or in the Proxy Statement as required by applicable laws, rules and regulations. All Interested Transactions of which management is aware shall be disclosed to the Committee.

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