



CARDTRONICS PLC
SHARE OWNERSHIP POLICY

Adopted July 1, 2016

I. Purpose of Policy

The purpose of this Share Ownership Policy (the “Policy”) is to align the interest of senior executives and outside directors (collectively the “Participants”) of Cardtronics plc (the “Company”) with that of the Company’s shareholders by requiring Participants to maintain a stated level of share ownership in the Company.

II. Shares Subject to the Policy

For purposes of this Policy, unless a Participant makes an election to the contrary, only (a) shares in the Company that a Participant holds as the result of the conversion of Cardtronics, Inc. ordinary shares that were acquired on or after June 1, 2011 while the Participant was subject to an equivalent policy established by Cardtronics, Inc., and (b) shares in the Company acquired by a Participant after July 1, 2016 (or, if later, on and after the date on which a Participant becomes subject to this Policy) shall: (i) be subject to the holding requirements set forth below; and (ii) be counted toward the target ownership levels set forth below. Such shares are hereafter called “Covered Shares.” As noted above, if a Participant desires to satisfy or maintain his target ownership level through the use of shares either granted to him by the Company or acquired by him in the open market, regardless of the date he acquired such shares, he may do so by making an election to treat such shares as Covered Shares. To make such an election, a Participant must submit 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. Further details of the types of equity interests that may constitute Covered Shares are set out below in Section VI.

Note: 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” per the process described above.

III. Holding Requirement

Prior to attaining the specified target ownership levels (set forth below), a Participant shall be prohibited from selling, gifting, or otherwise transferring to any entity or person more than a specified percentage of any Unrestricted Covered Shares. “Unrestricted Covered Shares” shall mean Covered Shares that have fully vested and are the irrevocable and absolute property of the Participant. Specifically, each Participant must retain the below stated applicable percentage of all Unrestricted Covered Shares until such time as each such Participant attains his or her target ownership level; provided, however, such retention obligation shall not apply to Unrestricted 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. The following table summarizes the Policy’s holding requirement:

Position/Title	Percent of Unrestricted Covered Shares Required to Be Held Prior to Attaining Target Ownership Levels of Covered Shares
CEO	50%
All Other Participants	50%
Outside Directors	50%

If a Participant wishes to sell Unrestricted Covered Shares in excess of the allowable amount and is under the target ownership



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level, the individual must request an exception and have it approved by the Compensation Committee (the “Committee”). The Committee has complete discretion in making this determination.

IV. Target Ownership Levels

The following table sets forth the target ownership level in Covered Shares that Participants must attain 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 executives) 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
Tier I Participants	2 times base salary
Tier II Participants	1 times base salary
Outside Directors	4 times annual retainer

Tier I Participants is defined as those employees who have consistently (two or more years) been granted aggregate long-term incentive awards equal to or greater than 100% of Base Salary at Target. Tier II Participants are defined as those employees who have consistently (two or more years) been granted aggregate long-term incentive awards greater than 50% but less than 100% of Base Salary at target. For the avoidance of doubt, this determination will be made based on the grant level, not on the earned award on performance-based awards.

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 his specified 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 he shall not be permitted to sell any of his shares until he once again attains his Target Ownership Level and such sale shall not cause him to drop below his Target Ownership Level as measured on the date of such sale.

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. Furthermore, in response to unusual circumstances and in its sole discretion, the Chief Executive Officer may grant temporary relief or a waiver to individuals and/or categories of Participants so as to permit them to sell Unrestricted Covered Shares even if such sale results in that Participant falling below his prescribed target ownership level.

VI. Definition of Covered Shares

For purposes of determining the actual ownership level of Covered Shares, the following forms of Company equity interests in Cardtronics, Inc. acquired by the Participant on or after June 1, 2011 while the Participant was subject to an equivalent policy established by Cardtronics, Inc. (and subsequently converted into an equity interest over shares in the Company), and equity interests in the Company acquired by the Participant after July 1, 2016, are included:

- Stock owned outright by the Participant.*
- Unvested time-based restricted stock and time-based restricted stock units.



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- Vested restricted stock and restricted stock units.
- Shares owned through Company retirement plans.
- Earned, but unvested performance shares.

Performance-based equity grants which have not been earned because the performance criteria have not yet been met are not counted. Unvested stock options are also not counted.

** Note: 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” per the process described above.*

VII. Time Period

Participants will not be subject to a time period to attain their Target Ownership Level, since this will be achieved through the retention of a specified percentage of equity grants each year through Company incentive plans. If a Participant receives a raise in his or her base salary, leading to an increase in the ownership requirement, the Participant’s future equity grants will continue to be subject to the holding requirement until the Target Ownership Level is attained.

VIII. Sale of Shares

Once the Target Ownership Level is reached, an individual may sell Covered Shares so long as such sale does not cause the Participant to drop below his prescribed Target Ownership Level. However, 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 on an annual basis to determine if any design modifications are warranted.

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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