

CARDTRONICS INC  
Form DEFM14A  
May 19, 2016

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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 (Amendment No.       )

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 under §240.14a-12

**CARDTRONICS, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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May 19, 2016

Dear Stockholder:

You are cordially invited to a Special Meeting of Stockholders (the "Special Meeting") of Cardtronics, Inc., a Delaware corporation ("Cardtronics Delaware"), to be held on June 28, 2016, at 5:00 pm central daylight time, at the Houston Marriott Westchase, 2900 Briarpark Drive, Houston, Texas 77042. Only stockholders of record at the close of business on May 2, 2016 are entitled to receive notice of and to vote at the Special Meeting or any adjournment or postponement thereof. Details of the business to be presented at the Special Meeting can be found in the accompanying Notice of Special Meeting of Stockholders and proxy statement/prospectus.

The board of directors has unanimously approved a plan to change our parent company's location of incorporation from Delaware to the United Kingdom. To effect this change at the Special Meeting, you will be asked to approve the adoption of an Agreement and Plan of Merger (the "Merger Agreement") by and among Cardtronics Delaware, our current public holding company, Cardtronics Group Limited, a newly formed private company incorporated under English law and currently a wholly-owned subsidiary of Cardtronics Delaware which will be re-registered as an English public limited company and renamed "Cardtronics plc" or a similar name prior to the effective time of the merger ("Cardtronics plc"), CATM Holdings LLC, a newly formed Delaware limited liability company and wholly-owned subsidiary of Cardtronics Delaware, and CATM Merger Sub LLC, a newly formed Delaware limited liability company and indirect, wholly-owned subsidiary of Cardtronics Delaware ("Cardtronics MergeCo"). If stockholders approve the adoption of the Merger Agreement, Cardtronics MergeCo will merge (the "Merger") with and into Cardtronics Delaware, with Cardtronics Delaware surviving the Merger as an indirect, wholly-owned subsidiary of Cardtronics plc, which will result in each holder of Cardtronics Delaware common stock receiving one Class A Ordinary Share of Cardtronics plc (collectively, "Ordinary Shares") for each share of Cardtronics Delaware common stock held immediately prior to the Merger.

After the Merger, as we describe in the proxy statement/prospectus, your rights under English company law as a holder of Ordinary Shares of Cardtronics plc will differ from your current rights under Delaware corporate law as a holder of shares of Cardtronics Delaware common stock. In addition, Cardtronics plc's proposed articles of association differ in some respects from Cardtronics Delaware's certificate of incorporation and bylaws, as further described in the proxy statement/prospectus.

The Merger will not affect the number of shares you hold or your relative economic ownership interest. Cardtronics plc, together with its subsidiaries (including Cardtronics Delaware), will own and continue to conduct our business in substantially the same manner as is currently being conducted by Cardtronics Delaware and its subsidiaries. We expect the Ordinary Shares of Cardtronics plc to be listed and traded on The NASDAQ Stock Market LLC ("NASDAQ") under the symbol "CATM," the same symbol under which your shares of Cardtronics Delaware common stock are currently listed and traded. We will remain subject to the U.S. Securities and Exchange Commission (the "SEC") reporting requirements, the mandates of the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act and applicable corporate governance rules of NASDAQ, and we will continue to report our consolidated financial results in U.S. dollars and in accordance with U.S. generally accepted accounting principles. We will also continue to have annual meetings of stockholders for the election of directors and annual stockholder advisory votes on executive compensation as required by SEC rules. Furthermore, we will comply with additional reporting and governance requirements of English law.

As discussed in more detail in the proxy statement/prospectus, U.S. holders of Cardtronics Delaware common stock may recognize gain, but not loss, for U.S. federal income tax purposes on the exchange of such stock for Ordinary Shares of Cardtronics plc in the Merger. Whether a U.S. holder recognizes a gain, if any, generally will depend on facts, some of which will not be known at the time of the Merger. While uncertain, it is possible that no gain will be recognized for U.S. federal income tax purposes by U.S. holders on the exchange of shares of Cardtronics Delaware common stock for Ordinary Shares of Cardtronics plc. We will notify our stockholders after the Merger (and once the relevant facts are known) whether we believe gain generally should be recognized, subject to a U.S. holder's particular circumstances. In deciding whether to vote to adopt the Merger Agreement, you should consider the possibility that the Merger may cause you to recognize a gain for income tax purposes.

If stockholders approve the adoption of the Merger Agreement, we will also ask stockholders at the Special Meeting to approve provisions to be included in Cardtronics plc's articles of association relating to an acquiring stockholder being required to make an offer for all other issued shares in certain circumstances (the "Mandatory Offer Provisions"), which we believe will provide Cardtronics plc stockholders with certain protections substantially similar to those of stockholders of most other U.K. public companies. In addition, at the Special Meeting you will be asked to vote on a proposal to approve any motion to adjourn the Special Meeting to another time or place if necessary or as appropriate to: (i) solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the adoption of the Merger Agreement; (ii) provide to Cardtronics Delaware stockholders any supplement or amendment to the proxy statement/prospectus; or (iii) disseminate any other information that is material to Cardtronics Delaware stockholders voting at the Special Meeting (the "adjournment proposal"). The completion of the Merger is not dependent on the approval of the Mandatory Offer Provisions described in Proposal 2 or the approval of the adjournment proposal described in Proposal 3.

We currently anticipate that the Merger will become effective early in the third quarter of 2016, although we may postpone or abandon the Merger at any time prior to its completion, including after obtaining stockholder approval.

The proxy statement/prospectus provides you with detailed information regarding the Merger. We encourage you to read this entire proxy statement/prospectus carefully. **In particular, you should carefully consider "Risk Factors" beginning on page 25 for a discussion of risks related to the**

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**Merger before voting.**

The board of directors has determined that the Merger, the Merger Agreement and the Mandatory Offer Provisions are advisable and in the best interests of Cardtronics Delaware and our stockholders and, as a result, has unanimously approved the Merger, the Merger Agreement and the Mandatory Offer Provisions. The board of directors recommends that you vote "FOR" the proposal to approve the adoption of the Merger Agreement and "FOR" the proposal to approve the Mandatory Offer Provisions. The board of directors also recommends that you vote "FOR" the adjournment proposal.

**Your vote is very important, regardless of the number of shares you own. Even if you plan to attend the Special Meeting, please sign, date and return the enclosed proxy card as promptly as possible to ensure that your shares are represented. If you attend the Special Meeting, you may withdraw any previously submitted proxy and vote in person.**

Sincerely,

Dennis F. Lynch

*Chairman of the Board of Directors*

**Neither the U.S. Securities and Exchange Commission nor the U.K.'s Financial Conduct Authority (the "FCA") has approved or disapproved of the securities to be issued in the Merger or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense. For the avoidance of doubt, this proxy statement/prospectus is not intended to be and is not a prospectus for purposes of the EU Prospectus Directive, the EU Prospectus Regulation and/or the FCA's Prospectus Rules.**

This proxy statement/prospectus is dated May 19, 2016 and is being first sent or made available to stockholders of Cardtronics Delaware along with a form of proxy card or voting instruction card on or about May 19, 2016.

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**Cardtronics, Inc.**  
**3250 Briarpark Drive, Suite 400**  
**Houston, Texas 77042**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT/PROSPECTUS**

May 19, 2016

Dear Stockholder:

Notice is hereby given that Cardtronics, Inc., a Delaware corporation ("Cardtronics Delaware"), will hold a Special Meeting of Stockholders (the "Special Meeting") on June 28, 2016, at 5:00 pm central daylight time, at the Houston Marriott Westchase, 2900 Briarpark Drive, Houston, Texas 77042 for the following purposes:

1. To approve the adoption of the Agreement and Plan of Merger (the "Merger Agreement"), a copy of which is attached to the accompanying proxy statement/prospectus as Annex A, by and among Cardtronics Delaware, our current public holding company, Cardtronics Group Limited, a newly formed private company incorporated under English law and currently a wholly-owned subsidiary of Cardtronics Delaware which will be re-registered as an English public limited company and renamed "Cardtronics plc" or a similar name prior to the effective time of the merger ("Cardtronics plc"), CATM Holdings LLC, a newly formed Delaware limited liability company and wholly-owned subsidiary of Cardtronics Delaware, and CATM Merger Sub LLC, a newly formed Delaware limited liability company and indirect, wholly-owned subsidiary of Cardtronics Delaware ("Cardtronics MergeCo"). If stockholders approve the adoption of the Merger Agreement, Cardtronics MergeCo will merge (the "Merger") with and into Cardtronics Delaware, with Cardtronics Delaware surviving the Merger as an indirect, wholly-owned subsidiary of Cardtronics plc, which will result in each holder of Cardtronics Delaware common stock receiving one Class A Ordinary Share of Cardtronics plc (collectively, "Ordinary Shares") for each share of Cardtronics Delaware common stock held immediately prior to the Merger.
2. If stockholders approve the adoption of the Merger Agreement, to approve the mandatory offer provisions proposed to be included in Cardtronics plc's articles of association.
3. To approve any motion to adjourn the Special Meeting to another time or place if necessary or as appropriate to: (i) solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the adoption of the Merger Agreement; (ii) provide to Cardtronics Delaware stockholders any supplement or amendment to the proxy statement/prospectus; or (iii) disseminate any other information that is material to Cardtronics Delaware stockholders voting at the Special Meeting.

Stockholders will also consider and vote on such other business as may properly come before the Special Meeting. Only stockholders of record at the close of business on May 2, 2016 are entitled to receive notice of and to vote at the Special Meeting or any adjournment or postponements thereof. A list of stockholders will be available commencing June 17, 2016, and may be inspected at our offices during normal business hours prior to the Special Meeting. The list of stockholders also will be available for review at the Special Meeting.

The proxy materials include this notice, the proxy statement/prospectus and the enclosed proxy card. The proxy statement/prospectus provides information about the agenda and related matters for the Special Meeting.

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**Your vote is important. Even if you plan to attend the Special Meeting, please sign, date and return the enclosed proxy card as promptly as possible to ensure that your shares are represented. If you attend the Special Meeting, you may withdraw any previously submitted proxy and vote in person.**

Sincerely,

Michael E. Keller  
General Counsel and Secretary

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 28, 2016**

**The Notice of Special Meeting of Stockholders and the Proxy Statement/Prospectus for the Special Meeting are available at [www.cardtronics.com](http://www.cardtronics.com)**

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This proxy statement/prospectus incorporates documents by reference which contain important business and financial information about us that is not included in or delivered with this proxy statement/prospectus and which documents are described under "Where You Can Find More Information." These documents are available to any stockholder, including any beneficial owner, free of charge upon request directed to our General Counsel and Secretary, Michael E. Keller, by mail to Cardtronics, Inc., 3250 Briarpark Drive, Suite 400, Houston, Texas 77042 or by facsimile at (832) 308-4761. To ensure timely delivery of these documents, any request should be made no later than five business days prior to the meeting. The exhibits to these documents will generally not be made available unless they are specifically incorporated by reference in this proxy statement/prospectus.

You should rely only on the information contained or incorporated by reference in this proxy statement/prospectus. We have not authorized anyone else to provide you with different information. The information contained or incorporated by reference in this proxy statement/prospectus is accurate only as of the date thereof (unless the information specifically indicates that another date applies), or in the case of information incorporated by reference, only as of the date of such information, regardless of the time of delivery of this proxy statement/prospectus. Our business, financial condition, results of operations and prospects may have changed since such dates. Therefore, you should not rely upon any information that differs from or is in addition to the information contained in this proxy statement/prospectus or in the documents incorporated by reference.

Neither Cardtronics Delaware nor Cardtronics plc is making an offer of the securities in any country, state, province or territory where the offer is not permitted. For the avoidance of doubt, this proxy statement/prospectus is not intended to be and is not a prospectus for purposes of the EU Prospectus Directive, the EU Prospectus Regulation and/or the U.K. Financial Conduct Authority's Prospectus Rules.

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**Cardtronics, Inc.**  
**3250 Briarpark Drive, Suite 400**  
**Houston, Texas 77042**

**PROXY STATEMENT**

These proxy materials are furnished to you in connection with the solicitation of proxies by the Board of Directors (our "Board") of Cardtronics, Inc., a Delaware corporation ("Cardtronics Delaware"), for use at the Special Meeting of Stockholders and any adjournments or postponements of the meeting (the "Special Meeting"). The Special Meeting will be held on Tuesday, June 28, 2016, at 5:00 pm central daylight time, at the Houston Marriott Westchase, 2900 Briarpark Drive, Houston, Texas 77042.

On or about May 19, 2016, we mailed a Notice of Internet Availability to our stockholders of record and beneficial owners who owned shares of Cardtronics Delaware common stock at the close of business on May 2, 2016. The Notice of Internet Availability contains information on how to access the proxy materials and vote online. The Notice of Special Meeting and this proxy statement/prospectus are available to you in the Investor Relations section of our website at [www.cardtronics.com](http://www.cardtronics.com) or, upon your request, paper versions of these materials will be delivered to you by mail.

**GENERAL INFORMATION ABOUT THE MERGER AND THE SPECIAL MEETING**

*The following questions and answers are intended to address briefly some commonly asked questions regarding the proposed Merger (as defined herein) and the Special Meeting. These questions and answers may not address all questions that may be important to you. Please refer to the more detailed information contained elsewhere in this proxy statement/prospectus and its annexes and the documents referred to or incorporated by reference in this proxy statement/prospectus. For instructions on obtaining the documents incorporated by reference, see "Where You Can Find More Information."*

***Why am I receiving this proxy statement/prospectus?***

We are seeking your approval at the Special Meeting of a proposal that would result in a corporate reorganization of Cardtronics Delaware, our current public holding company, and the group of companies it controls in order to change our parent company's location of incorporation from Delaware to the United Kingdom. If the proposal is approved, we will merge a newly formed Delaware limited liability company with and into Cardtronics Delaware, with Cardtronics Delaware surviving the merger as an indirect, wholly-owned subsidiary of Cardtronics Group Limited, a newly formed private company incorporated under English law and currently a wholly-owned subsidiary of Cardtronics Delaware which will be re-registered as an English public limited company and renamed "Cardtronics plc" or a similar name prior to the effective time of the merger ("Cardtronics plc"), which would become the publicly traded corporate parent of the Cardtronics group of companies (such transaction being referred to as the "Merger"). The Merger will result in your holding shares in an English company rather than a Delaware corporation. The Merger will be effected by an Agreement and Plan of Merger, a copy of which is attached to this proxy statement/prospectus as Annex A (the "Merger Agreement").

If stockholders approve the adoption of the Merger Agreement, we will also seek your approval of provisions to be included in Cardtronics plc's articles of association relating to an acquiring stockholder

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being required to make an offer for all other issued shares in certain circumstances (the "Mandatory Offer Provisions"). In addition, at the Special Meeting you will be asked to vote on a proposal to approve any motion to adjourn the Special Meeting to another time or place if necessary or as appropriate to (i) solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the adoption of the Merger Agreement, (ii) provide to Cardtronics Delaware stockholders any supplement or amendment to the proxy statement/prospectus or (iii) disseminate any other information that is material to Cardtronics Delaware stockholders voting at the Special Meeting (the "adjournment proposal"). The completion of the Merger is not dependent on the approval of the Mandatory Offer Provisions described in Proposal 2 or the approval of the adjournment proposal described in Proposal 3.

Stockholders may also be asked to transact such other business as may properly come before the Special Meeting or any adjournments or postponements of the meeting.

***What is the Merger?***

Pursuant to the Merger Agreement, CATM Merger Sub LLC, a newly formed Delaware limited liability company and indirect, wholly-owned subsidiary of Cardtronics Delaware ("Cardtronics MergeCo"), will merge with and into Cardtronics Delaware, with Cardtronics Delaware surviving the Merger as an indirect, wholly-owned subsidiary of Cardtronics plc. In connection with the Merger, each issued and outstanding share of Cardtronics Delaware common stock will be converted into the right to receive one Class A ordinary share of Cardtronics plc, nominal (*i.e.*, par) value \$0.01 (collectively, "Ordinary Shares"). Cardtronics plc, together with its subsidiaries (including Cardtronics Delaware), will own and continue to conduct our business in substantially the same manner as is currently being conducted by Cardtronics Delaware and its subsidiaries.

In this proxy statement/prospectus, "we," "us," "our" and "Cardtronics" refer to, as the context requires, Cardtronics Delaware, together with its subsidiaries, prior to the Merger and Cardtronics plc, together with its subsidiaries, following the Merger. References in this proxy statement/prospectus to the term "stockholder" refer to, as the context requires, the holders of shares of Cardtronics Delaware common stock prior to the Merger and the holders of Ordinary Shares of Cardtronics plc following the Merger.

***Who are the parties to the Merger?***

The parties to the Merger are related Cardtronics entities Cardtronics Delaware and its newly-formed subsidiaries Cardtronics plc, Cardtronics MergeCo and CATM Holdings LLC, a Delaware limited liability company ("Cardtronics HoldCo").

***What are the major actions that have been performed or will be performed to effect the Merger?***

Among others, we have taken or will take the following actions to effect the Merger:

Cardtronics plc was formed as an English private limited company with Cardtronics Delaware as its sole stockholder, which will hold one subscriber share and 49,999 Class B ordinary shares of Cardtronics plc, each with a nominal value of £1.00, and, prior to the Merger, Cardtronics plc will re-register as a public company with the U.K Companies House.

Cardtronics HoldCo was formed.

Cardtronics MergeCo was formed.

Conditional upon stockholder approval of the adoption of the Merger Agreement and satisfaction or waiver of other conditions set forth in the Merger Agreement, Cardtronics MergeCo and Cardtronics Delaware will merge (with Cardtronics Delaware surviving the

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Merger) and Cardtronics HoldCo will direct, and Cardtronics plc will issue, Ordinary Shares of Cardtronics plc to the Cardtronics Delaware stockholders pursuant to the Merger.

The following diagram summarizes our organizational structure immediately before and after the Merger. The diagram does not depict any legal entities owned by Cardtronics Delaware other than those related to the Merger nor any transactions that may otherwise take place apart from the Merger.

***What will I receive in the Merger?***

The Merger will result in each holder of Cardtronics Delaware common stock receiving one Ordinary Share of Cardtronics plc for each share of Cardtronics Delaware common stock held immediately prior to the Merger. For additional information on how to receive your Ordinary Shares of Cardtronics plc, please see "Do I have to take any action to exchange my shares of Cardtronics Delaware common stock and receive the Ordinary Shares of Cardtronics plc that I become entitled to receive as a result of the Merger?"

The Merger will not affect the number of shares you hold, and immediately after the effective time of the Merger your relative economic ownership interest in Cardtronics plc will remain the same as your relative economic ownership interest in Cardtronics Delaware immediately prior to the effective time of the Merger. In addition, the number of outstanding Ordinary Shares of Cardtronics plc immediately after the Merger will be the same as the number of outstanding shares of Cardtronics Delaware common stock immediately prior to the effective time of the Merger, except with respect to shares of a different class issued in connection with the formation of Cardtronics plc, treasury shares and shares held by Cardtronics Delaware's subsidiaries, which will automatically be cancelled and retired and shall cease to exist immediately prior to the Merger. Please see "Description of Ordinary Shares of Cardtronics plc."

***Will the Merger result in any changes to my rights as a stockholder?***

Yes. Your rights as a stockholder of Cardtronics Delaware are governed by Delaware law and Cardtronics Delaware's certificate of incorporation and bylaws. After the Merger, you will become a stockholder of Cardtronics plc and your rights will be governed by English law and Cardtronics plc's articles of association as they will be in effect after the Merger. The legal system governing corporations organized under English law differs from the legal system governing corporations organized under Delaware law. As a result, while many of the principal attributes of Cardtronics Delaware's common stock and the Ordinary Shares of Cardtronics plc will be similar under Delaware corporate law and English company law, differences will exist. In addition, the provisions of Cardtronics plc's proposed articles of association will be substantially similar to the provisions of

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Cardtronics Delaware's certificate of incorporation and bylaws, except for changes (i) to ensure compliance with, or that are otherwise permissible under, English law, (ii) that preserve the current rights of stockholders and powers of the Cardtronics plc board of directors following the Merger or (iii) to reflect the proposed Mandatory Offer Provisions as described in Proposal 2 (if approved by stockholders). We summarize your rights as a stockholder under Delaware law and under English law following the Merger and the material differences between the governing documents for Cardtronics Delaware and Cardtronics plc under "Comparison of Rights of Stockholders." A copy of Cardtronics plc's articles of association in substantially the form to be adopted prior to the effective date of the Merger is attached to this proxy statement/prospectus as Annex B (which we refer to as the "New Articles").

### ***Why does Cardtronics Delaware want to engage in the Merger?***

We anticipate that the Merger will, among other anticipated benefits:

establish our parent company in a country where we already have substantial operations and growth opportunities, which will facilitate our global growth strategy and enhance our ability to build long-term stockholder value;

position us to reach more global financial institutions and retailers and fortify our position as the leading global ATM owner/operator;

elevate our visibility among potential U.K. and other European institutional investors;

allow flexibility in creating a more efficient operating and financing structure to support our global expansion;

enable us to be more effective in competing for acquisitions on a global scale, which has been a key component of our growth strategy, and reduce certain tax disadvantages we face when pursuing acquisitions;

allow future earnings and cash flows to more efficiently fund international expansion;

allow us to benefit from (i) a territorial (versus worldwide) taxation regime and (ii) an extensive treaty network;

allow us to benefit from the global reputation of the U.K. as a leading global financial center and Europe's transactional hub known for its financial sophistication and political stability; and

establish our parent company in a country with a stable and well-developed legal system that we believe encourages high standards of corporate governance and provides stockholders with substantial rights.

Please see "The Merger Agreement Background and Reasons for the Merger" for more information. We cannot assure you that the anticipated benefits of the Merger will be realized. In addition to the potential benefits described above, the Merger will expose you and us to risks. Please see "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors" for a description of certain risks associated with the Merger.

### ***Is the Merger taxable to me?***

For U.S. federal income tax purposes, the conversion of each outstanding share of Cardtronics Delaware common stock into the right to receive one Ordinary Share of Cardtronics plc pursuant to the Merger generally will be treated as an exchange of such share of common stock for one Ordinary Share of Cardtronics plc. Therefore, the U.S. federal income tax discussion contained herein refers to an "exchange" rather than a "conversion" in describing the U.S. federal income tax consequences of the Merger.



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Whether a "U.S. holder" recognizes gain pursuant to the Merger for U.S. federal income tax purposes generally will depend on the "Aggregate Section 367(a) Amount" and the "Deemed Dividend Amount" (each defined and discussed in more detail under "Material Tax Considerations Material U.S. Federal Income Tax Consequences"). If the Aggregate Section 367(a) Amount is equal to or exceeds the Deemed Dividend Amount, then generally, for U.S. federal income tax purposes, U.S. holders should recognize gain (but not loss), if any, on the receipt of Ordinary Shares of Cardtronics plc pursuant to the Merger. If the Aggregate Section 367(a) Amount is less than the Deemed Dividend Amount, then generally, for U.S. federal income tax purposes, U.S. holders should not recognize gain (or loss) on the receipt of Ordinary Shares of Cardtronics plc pursuant to the Merger. Neither the Aggregate Section 367(a) Amount nor the Deemed Dividend Amount will be ascertainable at the time of the Merger, and the determination of such amounts is highly factual, complex and not entirely certain. We will notify our stockholders by one or more website announcements and/or other information reporting following the completion of the Merger (and updates thereafter to account for year-end or other information relevant to the determination no later than in January 2017) whether we believe the Aggregate Section 367(a) Amount is greater than, equal to, or less than the Deemed Dividend Amount.

A "non-U.S. holder" (as defined in "Material Tax Considerations Material U.S. Federal Income Tax Consequences Scope of Discussion") generally should not be subject to U.S. federal income tax on gain realized, if any, on the exchange of shares of Cardtronics Delaware common stock for Ordinary Shares of Cardtronics plc pursuant to the Merger without regard to either the Aggregate Section 367(a) Amount or the Deemed Dividend Amount. Please see the discussion below under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences."

Generally, U.K. resident stockholders of Cardtronics Delaware may realize a chargeable gain or an allowable loss for U.K. corporation tax or capital gains tax purposes (as the case may be) as a result of the Merger, which will be treated as a disposal of their shares of Cardtronics Delaware common stock, unless the Merger is treated as a scheme of reconstruction and therefore "rollover" treatment is available. We expect that the Merger should qualify as a scheme of reconstruction for these purposes. As a consequence, it is expected that U.K. resident stockholders of Cardtronics Delaware should not be treated as either disposing of their shares in Cardtronics Delaware as a consequence of the Merger or as acquiring new shares in Cardtronics plc for U.K. corporation tax or capital gains tax purposes (as the case may be). Instead, the shares in Cardtronics Delaware and Cardtronics plc are expected to be treated as the same asset acquired when the shares in Cardtronics Delaware were acquired for those purposes.

Generally, non-U.K. resident stockholders of Cardtronics Delaware should not be subject to either U.K. corporation tax or capital gains tax as a result of the Merger, unless they carry on a trade in the U.K. through a permanent establishment in the U.K. or through a branch or agency in the U.K. for the purposes of U.K. corporation tax or capital gains tax, respectively, and the stock is attributable to that permanent establishment, branch or agency. In those circumstances, the non-U.K. resident stockholders may realize a chargeable gain or an allowable loss for U.K. corporation tax or capital gains tax purposes (as the case may be) as a result of the Merger, which will be treated as giving rise to a disposal of their shares of Cardtronics Delaware common stock, unless the Merger is treated as a scheme of reconstruction and therefore "rollover" treatment is available. Please see the discussion below under the heading "Material Tax Considerations Material U.K. Tax Consequences Material U.K. Tax Consequences to Stockholders."

For Cardtronics Delaware stockholders who are citizens or residents of, or otherwise subject to taxation in, a country other than the U.S. or the U.K., the tax treatment of the Merger will depend on the applicable tax laws in such country.



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WE URGE YOU TO CONSULT YOUR TAX ADVISOR REGARDING THE PARTICULAR TAX CONSEQUENCES OF THE MERGER TO YOU.

***Will Cardtronics be taxed as a result of the Merger?***

Cardtronics may be subject to U.S. federal tax in connection with the Merger. Whether Cardtronics is subject to U.S. federal tax, and if so the amount of any such tax, is not currently known, will not be known with certainty at the time of the Merger, and could be impacted by post-Merger facts. Based upon information currently available, we expect the U.S. federal tax incurred by Cardtronics in connection with the Merger, if any, would be less than \$10 million. There is no assurance, however, that the U.S. federal tax would not exceed such amount. Please see the discussion below under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences Material U.S. Federal Income Tax Consequences of the Merger to Cardtronics."

***Do the Treasury Regulations issued on April 4, 2016 adversely impact the Merger?***

On April 4, 2016, the U.S. Department of the Treasury (the "Treasury") and the U.S. Internal Revenue Service (the "IRS") issued (i) temporary and final Treasury Regulations (as defined below) that further restrict the ability of taxpayers to effect certain inversion transactions for U.S. federal tax purposes and limit the opportunities for certain post-inversion planning (the "Anti-Inversion Regulations") and (ii) proposed Treasury Regulations that, if finalized in their current form, would significantly change the manner in which related party debt instruments of both U.S. and foreign persons (regardless of whether or not the foreign person results from a redomiciliation transaction) are characterized for U.S. federal tax purposes (the "Debt Regulations"). After review and analysis of the recently issued Treasury Regulations by us and our external advisors, we do not expect the Anti-Inversion Regulations or the Debt Regulations to adversely impact our ability to effect the Merger or the expected treatment of Cardtronics plc as a foreign corporation for U.S. federal tax purposes. As discussed in this proxy statement/prospectus, we are not relying on a transaction with an unrelated foreign company to satisfy the U.S. federal tax "anti-inversion" rules under Section 7874 of the U.S. Internal Revenue Code of 1986, as amended (the "Code") and the Treasury Regulations promulgated thereunder (the "Treasury Regulations"). Rather, we expect to meet all the requirements of a statutory and regulatory provision that expressly permits redomiciliation transactions such as the Merger for companies that have significant activities in the country in which they redomicile and thereby satisfy the "substantial business activities" test. Please see the discussion below under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences Material U.S. Federal Income Tax Consequences of the Merger to Cardtronics Tax Residence of Cardtronics plc for U.S. Federal Income Tax Purposes."

If finalized in their current form, the Debt Regulations may reduce (i) our ability to manage our capital structure across our enterprise and (ii) opportunities to introduce into our capital structure, and maintain, related party debt in certain circumstances. Importantly, the Debt Regulations, if finalized in their current form, will apply to us regardless of whether we effect the Merger, although the magnitude of the impact may differ. Please see the discussion below under the heading "Risk Factors The expected benefits of the Merger may not be realized, and different interpretations of relevant laws by governmental authorities or changes in U.S. and non-U.S. laws and other rules could adversely affect Cardtronics plc, its subsidiaries and its stockholders."

***Is an IRS or HMRC ruling required to complete the Merger?***

No ruling is required from the IRS or Her Majesty's Revenue & Customs ("HMRC") to complete the Merger.

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*Do I have to take any action to exchange my shares of Cardtronics Delaware common stock and receive the Ordinary Shares of Cardtronics plc that I become entitled to receive as a result of the Merger?*

This depends on how you currently hold your shares of Cardtronics Delaware common stock. In the Merger, each share of Cardtronics Delaware common stock will be converted into the right to receive one Ordinary Share of Cardtronics plc. All Ordinary Shares of Cardtronics plc issued in connection with the Merger will initially be issued in a manner that will allow those shares to be transferred through the facilities of The Depository Trust Company ("DTC").

*Beneficial holders.* If you hold your shares of Cardtronics Delaware common stock in "street name" through a bank, broker, trustee, custodian or other nominee within the facilities of DTC, you will not be required to take any further action. We generally refer to such stockholders as holding their shares "beneficially" and to these banks, brokers, trustees, custodians or other nominees as "brokers." Your ownership of new Ordinary Shares of Cardtronics plc will be recorded in book-entry form by your broker without the need for any additional action on your part.

*Registered holders.* If you hold certificates representing shares of Cardtronics Delaware common stock or you are a registered holder of Cardtronics Delaware common stock recorded in book-entry form, your Ordinary Shares of Cardtronics plc initially will be delivered to an affiliate of our transfer agent, or other bank or trust company, as custodian for you ("custodian") and held in its account at DTC. As soon as reasonably practicable after the effective time of the Merger, our exchange agent will deliver to you a letter of transmittal, which will, among other matters, contain instructions as to how you may: (i) register your new Ordinary Shares of Cardtronics plc directly in your own name or that of your designee and have a new share certificate or certificates issued to you; (ii) if you are a U.S. stockholder, have your new Ordinary Shares of Cardtronics plc held in the custodian's account at DTC in book-entry form (at which time you must agree to the custodian's terms and conditions that will govern the custody account); or (iii) transfer your new Ordinary Shares of Cardtronics plc to the DTC account of your broker. **YOU SHOULD NOT RETURN SHARE CERTIFICATES WITH THE ENCLOSED PROXY CARD.**

As of May 16, 2016, the most recent practicable date before the date of this proxy statement/prospectus, approximately 99.8% of the issued and outstanding shares of Cardtronics Delaware common stock (other than treasury shares and shares held by Cardtronics Delaware's subsidiaries, which will automatically be cancelled and retired and shall cease to exist immediately prior to the Merger) were held in "street name" through a broker. However, each stockholder should independently confirm how they hold shares.

Until holders of certificates representing shares of Cardtronics Delaware common stock have surrendered their certificates to the exchange agent for exchange or, in the case of book-entry shares for registered holders, adhered to the procedures set forth in the letter of transmittal, those holders will not be able to vote or transfer their shares or receive dividends or distributions with a record date after the effective time of the Merger, but instead such dividends or distributions will be accrued by the custodian for the benefit of the holder of such share certificate or, in the case of book-entry shares, the registered holder.

Any Ordinary Shares of Cardtronics plc (and any cash dividend or other distribution that a former holder of shares of Cardtronics Delaware common stock has the right to receive) issued to the custodian that remain undelivered to the former holders of shares of Cardtronics Delaware common stock as of the first anniversary of the effective time of the Merger will be delivered to Cardtronics HoldCo's designee, together with all entitlements (including dividend entitlements) arising therefrom, upon demand, and Cardtronics HoldCo or its designee will thereafter continue to hold such shares and entitlements, as nominee for, and on behalf of, the former holders of shares of Cardtronics Delaware,

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on substantially similar terms as the custodian, pending formal delivery of legal title thereto, but subject to applicable abandoned property, escheat or similar laws. Any such Ordinary Shares of Cardtronics plc that remain undelivered as of the second anniversary of the effective time of the Merger (or immediately prior to an earlier date on which the Ordinary Shares of Cardtronics plc would otherwise become the property of any governmental entity), any cash, share dividends and distributions otherwise payable in respect of the Ordinary Shares of Cardtronics plc will become the property of Cardtronics HoldCo to the extent permitted by applicable law.

If you elect to register your new Ordinary Shares of Cardtronics plc directly in your own name or that of your designee, you should particularly note that subsequent transfers of Ordinary Shares of Cardtronics plc may be subject to U.K. stamp duty and stamp duty reserve tax ("SDRT") under U.K. law. Please see "Material U.K. Tax Consequences Material U.K. Tax Consequences to Stockholders U.K. Stamp Duty and Stamp Duty Reserve Tax." As a result, persons holding certificates representing shares of Cardtronics Delaware common stock or who are a registered holder of Cardtronics Delaware shares recorded in book-entry form are strongly encouraged to deposit and maintain their holdings within the facilities of DTC going forward.

***Can I trade my shares of Cardtronics Delaware common stock before the Merger is completed?***

Yes. Shares of Cardtronics Delaware common stock will continue trading on The NASDAQ Stock Market LLC ("NASDAQ") through the last trading day prior to the date of completion of the Merger.

***After the Merger, where can I trade my Ordinary Shares of Cardtronics plc?***

We expect the Ordinary Shares of Cardtronics plc to be listed and traded on NASDAQ under the symbol "CATM," the same symbol under which your shares of Cardtronics Delaware common stock are currently listed and traded.

***Will the Merger affect current or future operations?***

While changing the place of incorporation of our publicly traded parent is expected to position us to capture the benefits described above, we anticipate that the Merger should otherwise have no impact on how we conduct our day-to-day operations. Our U.S. headquarters will remain in Houston, Texas and our European headquarters will be in London. Following the Merger, we intend to hold many of our regularly scheduled board and committee meetings in the U.K. Where we conduct our future operations for our customers or headquarter our business will depend on a variety of factors, including the demand for our services and the overall needs of our business, independent of our legal domicile. Please read "Risk Factors" for a discussion of various ways in which the Merger could have an adverse effect on us.

***What impact will the Merger have on current debt arrangements?***

We expect no material impact as a result of the Merger's effect upon our revolving credit facility, 1.00% convertible senior notes due 2020 or 5.125% senior notes due 2022 (and we collectively refer to both series of notes as our "notes"). In connection with the Merger, Cardtronics Delaware expects to enter into supplemental indentures to the indentures governing our notes, pursuant to which, among other things, Cardtronics plc and/or certain of its subsidiaries will guarantee the obligations of Cardtronics Delaware. The Merger will also constitute a share exchange event under the indenture for our 1.00% convertible senior notes due 2020. As a condition to the closing of the Merger, we intend to obtain consent under, and/or amend, the credit agreement governing our revolving credit facility in order to avoid any defaults that could otherwise result in connection with the Merger. Please see "Proposal 1: Approval of the Adoption of the Merger Agreement Conditions to Completion of the Merger."

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***Will the Merger impact our ability to access capital or obtain third party loans in the future?***

We do not expect that the Merger will have any significant effect on our ability to access the capital markets or obtain third party loans. We expect to be able to access the capital markets and obtain third party loans as efficiently and on similar terms as we can today, subject to any changes in market conditions applicable in general to all companies, and to elevate our visibility among potential U.K. and other European institutional investors. However, please see "Risk Factors" for a discussion of ways in which the Merger could have an adverse effect on us.

***What happens to Cardtronics Delaware equity-based awards at the effective time of the Merger?***

At the effective time of the Merger, all outstanding options to purchase shares of Cardtronics Delaware common stock and all outstanding awards of restricted stock, restricted stock units and other equity-based awards granted to employees and directors by Cardtronics Delaware under our equity incentive plans prior to the effective time of the Merger will entitle the holder to purchase, acquire or receive (or receive benefits or amounts based on), as applicable, an equal number of Ordinary Shares of Cardtronics plc. All such equity-based awards will generally be subject to the same terms and conditions as were applicable to such awards granted or issued by Cardtronics Delaware immediately prior to the effective time of the Merger and, with respect to stock options, for the same exercise price.

At the effective time of the Merger, the Cardtronics, Inc. Second Amended and Restated 2007 Stock Incentive Plan, as amended (the "2007 Plan"), will be adopted and assumed by Cardtronics plc for purposes of Cardtronics plc granting new equity awards after the effective time of the Merger, and any other equity incentive plans so authorized by our Board. Cardtronics plc will also assume all outstanding awards granted under the 2007 Plan and the 2001 Stock Incentive Plan of Cardtronics Delaware, as amended (the "2001 Plan"), on the same terms and conditions (subject to any amendments necessary or advisable to reflect the conversion of the underlying shares of Cardtronics Delaware common stock and/or to comply or facilitate compliance with applicable English or U.S. corporate, securities, regulatory or tax law requirements), unless otherwise determined by our Board or the board of directors of Cardtronics plc. Ordinary Shares of Cardtronics plc, rights to Ordinary Shares of Cardtronics plc or benefits or amounts based on Ordinary Shares of Cardtronics plc will thereafter be granted or issued under each equity incentive plan instead of shares of Cardtronics Delaware common stock currently being granted or issued under such plans. Future awards would be subject to and governed by the terms of our equity incentive plans, as assumed by Cardtronics plc if applicable, and any agreements entered into pursuant thereto. Please see "The Merger Agreement Stock Compensation and Benefit Plans and Programs" for more information, including a description of the tax withholding and regulatory consequences of the Merger.

***What types of information and reports will Cardtronics plc make available following the Merger?***

After the effective time of the Merger, we will continue to prepare financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") and report in U.S. dollars, and we will continue to file reports with the U.S. Securities and Exchange Commission (the "SEC") under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), including reports on Forms 10-K, 10-Q and 8-K, as we currently do. For so long as Cardtronics plc has a class of securities listed on NASDAQ, Cardtronics plc will be subject to rules regarding proxy solicitations and tender offers and the corporate governance requirements of the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act and applicable corporate governance rules of NASDAQ. These include, for example, independence requirements for Board committee composition, annual certification requirements and auditor independence rules, unless certain circumstances change. We also must comply with additional reporting requirements of English law. Please see "Proposal 1: Approval of the Adoption of the Merger Agreement Stock Exchange Listing,"

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"Proposal 1: Approval of the Adoption of the Merger Agreement Effect of the Merger on Potential Future Status as a Foreign Private Issuer" and "Comparison of Rights of Stockholders."

***When do you expect to complete the Merger?***

If the proposal to adopt the Merger Agreement is approved by our stockholders at the Special Meeting, and subject to satisfaction or, if applicable, waiver of all other conditions in the Merger Agreement, we anticipate that the Merger will become effective as soon as practicable following stockholder approval. We currently anticipate that the Merger will become effective early in the third quarter of 2016, although we may postpone or abandon the Merger at any time prior to its completion, including after obtaining stockholder approval. Please see "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors Our Board may choose to postpone or abandon the Merger at any time."

***What are the closing conditions to the Merger?***

The Merger cannot be completed without satisfying certain conditions, the most important of which is that stockholders must approve the proposal to adopt the Merger Agreement. In addition, there are other conditions such as the requirement to obtain authorization for listing the Ordinary Shares of Cardtronics plc on NASDAQ, receipt of any consents required to complete the Merger and receipt of certain legal opinions. Please see "Proposal 1: Approval of the Adoption of the Merger Agreement Conditions to Completion of the Merger."

Our Board does not intend to waive (where capable of waiver) any of these or any other conditions unless it determines that the Merger is in the best interest of Cardtronics or our stockholders despite the condition(s) not being satisfied in whole or in part. Notwithstanding the foregoing, our Board reserves the right to postpone or abandon the Merger at any time, including after stockholder approval, including for the reasons described under "Risk Factors Our Board may choose to postpone or abandon the Merger at any time."

***What are the Mandatory Offer Provisions?***

Delaware anti-takeover statutes and laws regarding directors' fiduciary duties provide our Board broad latitude to defend against unwanted takeover proposals. Following the Merger, Cardtronics plc will be subject to English law. In the U.K., takeover offers and certain other transactions in respect of certain public companies are regulated by the U.K. City Code on Takeovers and Mergers (the "Takeover Code"). An English public company is potentially subject to the Takeover Code if, among other factors, its central place of management and control is within the U.K., the Channel Islands or the Isle of Man.

While we do not expect that Cardtronics plc will be subject to the Takeover Code immediately following the Merger, if Proposal 2 is approved by our stockholders the Mandatory Offer Provisions that are substantially similar to those provided by the Takeover Code will be included in the New Articles. The Mandatory Offer Provisions are indicated in the New Articles by the use of brackets and bold lettering. We believe that the Mandatory Offer Provisions will provide Cardtronics plc stockholders with certain protections substantially similar to those of stockholders of most other U.K. listed companies. The Mandatory Offer Provisions will provide that, except with the consent of the Cardtronics plc board of directors, a stockholder will not be able to acquire 30% or more of the voting rights in Cardtronics plc without making an offer for all of the other issued shares. Please see "Proposal 2: Approval of Mandatory Offer Provisions" and "Description of Ordinary Shares of Cardtronics plc Mandatory Offers."

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***Can I seek appraisal of my Cardtronics Delaware shares as a result of the Merger?***

No. Cardtronics Delaware stockholders will have no appraisal rights under Delaware law in connection with the Merger.

***What is the vote required to approve the proposals?***

***Adoption of the Merger Agreement.*** The affirmative vote of the holders of a majority of our issued and outstanding shares of common stock entitled to vote at the Special Meeting is required to approve the adoption of the Merger Agreement. You may vote "FOR," "AGAINST" or "ABSTAIN" the adoption of the Merger Agreement. If you "ABSTAIN," your votes will be counted for purposes of determining the presence or absence of a quorum, but will have the same effect as a vote "AGAINST" the adoption of the Merger Agreement. Broker non-votes will also have the same effect as a vote "AGAINST" the adoption of the Merger Agreement.

***Mandatory Offer Provisions.*** The affirmative vote of the holders of a majority of our issued and outstanding shares of common stock, represented in person or by proxy and entitled to vote at the Special Meeting, is required to approve the Mandatory Offer Provisions. You may vote "FOR," "AGAINST" or "ABSTAIN" the Mandatory Offer Provisions. If you "ABSTAIN," your votes will be counted for purposes of establishing a quorum, and the abstention will have the same effect as a vote "AGAINST" the proposal. Broker non-votes are not treated as entitled to vote and therefore will have no impact on the proposal.

***Adjournment proposal.*** The affirmative vote of the holders of a majority of our issued and outstanding shares of common stock, represented in person or by proxy and entitled to vote at the Special Meeting, is required to approve this proposal. You may vote "FOR," "AGAINST" or "ABSTAIN" this proposal. If you "ABSTAIN," your votes will be counted for purposes of establishing a quorum, and the abstention will have the same effect as a vote "AGAINST" the proposal. Broker non-votes are not treated as entitled to vote and therefore will have no impact on the proposal.

***What are the recommendations of our Board with respect to the proposals?***

Our Board recommends that you vote your shares as follows:

**Proposal 1 FOR** the proposal to approve the adoption of the Merger Agreement;

**Proposal 2 FOR** the proposal to approve the Mandatory Offer Provisions; and

**Proposal 3 FOR** the approval of the adjournment proposal.

***Who may vote at the Special Meeting?***

Our Board has fixed May 2, 2016 as the record date for the Special Meeting (the "record date"). If you are a stockholder of Cardtronics Delaware as of the close of business on the record date, you are qualified to receive notice of and to vote at the Special Meeting.

As of the record date there were 45,220,469 shares of Cardtronics Delaware common stock issued and outstanding and entitled to vote at the Special Meeting. As of the record date, our directors and executive officers beneficially owned, in the aggregate, approximately 691,954 of such shares, representing beneficial ownership of 1.5% of the outstanding shares of Cardtronics Delaware common stock as of that date, and these shares are included in the number of shares entitled to vote at the Special Meeting.

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***When and where is the Special Meeting?***

The Special Meeting will take place on June 28, 2016, at 5:00 pm central daylight time, at the Houston Marriott Westchase, 2900 Briarpark Drive, Houston, Texas 77042. Only stockholders of record on the record date (*i.e.*, May 2, 2016) are invited to attend the Special Meeting and are requested to vote on the proposals described in this proxy statement/prospectus.

***What is a proxy?***

A proxy is your legal designation of another person to vote the shares that you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. Our Board has appointed Michael E. Keller and Edward H. West (the "Proxy Holders") to serve as proxies for the Special Meeting.

If you hold certificates representing shares of Cardtronics Delaware common stock or you are a registered holder of Cardtronics Delaware common stock recorded in book-entry form and you properly complete and submit a proxy, your shares will be voted by the Proxy Holders in accordance with your instructions on the proxy. If you complete and submit a proxy, but do not indicate how you wish to vote, the Proxy Holders will vote in accordance with the recommendations of our Board. If you hold shares of Cardtronics Delaware common stock in "street name," your broker will not have discretionary authority to vote on any of the proposals in the absence of timely instructions from the beneficial owners.

***What does it mean if I receive more than one proxy card?***

If you receive more than one proxy card, then you own Cardtronics Delaware common stock through multiple accounts with our transfer agent and/or your broker. Please sign and return all proxy cards to ensure that all of your shares are voted at the Special Meeting.

***How many votes must be present to hold the Special Meeting?***

There must be a quorum for the Special Meeting to be held. A quorum is the presence at the Special Meeting, in person or by proxy, of the holders of a majority of the outstanding shares of Cardtronics Delaware common stock entitled to vote as of the record date. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the Special Meeting. As of the record date, there were 45,220,469 shares of our common stock issued and outstanding and entitled to vote at the Special Meeting. Consequently, the presence of the holders of at least 22,610,235 shares of our common stock, in person or by proxy, is required to establish a quorum for the Special Meeting.

If less than a quorum is represented at the Special Meeting, the presiding officer of the meeting or the holders of a majority of the issued and outstanding shares of our common stock, present in person or represented by proxy at the Special Meeting, may adjourn the meeting and the Proxy Holders will vote the proxies they have been authorized at the Special Meeting in favor of such an adjournment. In the event a quorum is present at the Special Meeting but sufficient votes to approve any of the items proposed by our Board have not been received, the presiding officer of the meeting or the persons named as proxies may propose one or more adjournments of the Special Meeting to permit further solicitation of proxies. A stockholder vote may be taken on one or more of the proposals in this proxy statement/prospectus prior to such adjournment if sufficient proxies have been received and it is otherwise appropriate.

***How many votes do I have?***

You are entitled to one vote for each share of Cardtronics Delaware common stock that you owned on the record date on all proposals considered at the Special Meeting.

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***How do I vote my shares?***

*Beneficial holders.* If you hold your shares of Cardtronics Delaware common stock in "street name," please follow the instructions provided by your broker. Shares held in street name may be voted in person by you at the Special Meeting only if you obtain a signed proxy from the record holder giving you the right to vote the shares. If you hold your shares in street name and wish to simply attend the Special Meeting, please bring proof of ownership and identification.

*Registered holders.* If you hold certificates representing shares of Cardtronics Delaware common stock or you are a registered holder of Cardtronics Delaware common stock recorded in book-entry form, you can vote in person at the Special Meeting or you can provide a proxy to be voted at the Special Meeting by signing and dating the enclosed proxy card and returning it in the enclosed postage-paid envelope. If you plan to vote in person at the Special Meeting, please bring proof of identification. Even if you currently plan to attend the Special Meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the Special Meeting.

***Can I change my vote after I return my proxy card?***

Yes. Even after you have returned your proxy card, you may revoke your proxy at any time before it is exercised by: (i) submitting a written notice of revocation to our General Counsel and Secretary, Michael E. Keller, by mail to Cardtronics, Inc., 3250 Briarpark Drive, Suite 400, Houston, Texas 77042 or by facsimile at (832) 308-4761 no later than June 27, 2016; (ii) mailing in a new proxy card bearing a later date, but received by us no later than June 27, 2016; or (iii) attending the Special Meeting and voting in person, which suspends the powers of the Proxy Holders. If you hold your shares in "street name," you may change your vote by submitting new voting instructions to your broker in accordance with that entity's procedures.

***Could other matters be decided at the Special Meeting?***

At the time this proxy statement/prospectus was filed, we did not know of any matters to be raised at the Special Meeting other than those proposals referenced in this proxy statement/prospectus. With respect to any other matter that properly comes before the Special Meeting, the Proxy Holders will vote the proxies as recommended by our Board or, if no recommendation is given, in their own discretion.

***Who is participating in this proxy solicitation and who will pay for its cost?***

We will bear the entire cost of soliciting proxies, including the cost of the preparation and distribution of this proxy statement/prospectus, the proxy card and any additional information furnished to our stockholders. In addition to this solicitation, our directors, officers and other employees may solicit proxies by use of mail, telephone, facsimile, electronic means, in person or otherwise. These persons will not receive any additional compensation for assisting in the solicitation, but may be reimbursed for reasonable out-of-pocket expenses in connection with the solicitation.

We have retained Broadridge Investor Communication Solutions, Inc. ("Broadridge") to aid in the distribution of proxy materials and to provide voting and tabulation services for the Special Meeting. For these services, we will pay Broadridge a fee of approximately \$50,000 and reimburse it for certain expenses. In addition, we will reimburse brokerage firms, nominees, fiduciaries, custodians and other agents for their expenses in distributing proxy materials to the beneficial owners of our common stock.



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***What is "householding" and how does it affect me?***

We participate, and some banks, brokers, trustees, custodians and other nominees may be participating, in the practice of "householding" proxy materials. This procedure allows multiple stockholders residing at the same address the convenience of receiving a single proxy statement/prospectus and Notice of Internet Availability. You may request a separate copy of the proxy statement/prospectus by calling 1-800-579-1639 or by writing us at Cardtronics, Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, New York 11717.

***Whom should I contact with questions about the Special Meeting?***

If you have any questions about this proxy statement/prospectus or the Special Meeting, please contact our General Counsel and Secretary, Michael E. Keller, at 3250 Briarpark Drive, Suite 400, Houston, Texas 77042 or by telephone at (832) 308-4975.

***Where may I obtain additional information about Cardtronics Delaware?***

We refer you to our annual report on Form 10-K for the year ended December 31, 2015 filed with the SEC on February 22, 2016, as amended (our "Annual Report"). Our Annual Report, including audited financial statements, is available on our website at [www.cardtronics.com](http://www.cardtronics.com).

**IF YOU WOULD LIKE TO RECEIVE ADDITIONAL INFORMATION ABOUT CARDTRONICS DELAWARE, PLEASE CONTACT OUR GENERAL COUNSEL AND SECRETARY, MICHAEL E. KELLER, AT 3250 BRIARPARK DRIVE, SUITE 400, HOUSTON, TEXAS 77042.**

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**SUMMARY**

*This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. For a more complete description of the Merger and the Mandatory Offer Provisions, you should read carefully this entire proxy statement/prospectus, including the Annexes. The Merger Agreement, a copy of which is attached as Annex A to this proxy statement/prospectus, contains the terms and conditions of the Merger. Please also see "Where You Can Find More Information." The New Articles as in effect after the Merger will serve purposes substantially similar to the certificate of incorporation and bylaws of Cardtronics Delaware, subject to certain changes to ensure compliance with, or that are otherwise permissible under, English law, that preserve the current rights of stockholders and powers of the Cardtronics plc board of directors following the Merger and to reflect the proposed Mandatory Offer Provisions as described in Proposal 2 (if approved by stockholders). A copy of the New Articles, substantially in the form attached to this proxy statement/prospectus as Annex B, will govern Cardtronics plc after the effective time of the Merger assuming the proposal to approve the Mandatory Offer Provisions is approved by our stockholders.*

**THE MERGER**

**Parties to the Merger (see page 35)**

The parties to the Merger described in this proxy statement/prospectus are related Cardtronics entities Cardtronics Delaware and its newly-formed subsidiaries Cardtronics plc, Cardtronics MergeCo and Cardtronics HoldCo.

Cardtronics Delaware provides convenient automated consumer financial services through its network of automated teller machines ("ATMs") and multi-function financial services kiosks. As of March 31, 2016, we were the world's largest retail ATM owner, providing services to approximately 195,000 devices throughout the U.S. (including the U.S. territory of Puerto Rico), U.K., Germany, Poland, Canada and Mexico. Originally organized in 1993 as a Texas corporation under the name Cardpro, Inc., Cardtronics Delaware is a successor to the automated consumer financial services business operated since 1993.

Cardtronics MergeCo is a newly formed Delaware limited liability company and currently is a wholly-owned subsidiary of Cardtronics HoldCo, which is a newly formed Delaware limited liability company and currently a wholly-owned subsidiary of Cardtronics Delaware. Neither Cardtronics MergeCo nor Cardtronics HoldCo has a significant amount of assets or liabilities and neither has engaged in any business since its formation other than activities associated with its anticipated participation in the Merger.

Cardtronics plc is a newly formed English private limited company named "Cardtronics Group Limited" and currently a wholly-owned subsidiary of Cardtronics Delaware. Prior to the Merger, Cardtronics plc will re-register as an English public limited company named "Cardtronics plc" or a similar name. Cardtronics plc has minimal assets and liabilities and has not engaged in any business since its formation other than activities associated with its anticipated participation in the Merger.

**The Merger (see page 37)**

Under the Merger Agreement, Cardtronics MergeCo will merge with and into Cardtronics Delaware, with Cardtronics Delaware surviving the Merger as an indirect, wholly-owned subsidiary of Cardtronics plc. As a result of the Merger, each of our stockholders will have the right to receive the number of Ordinary Shares of Cardtronics plc equal to the number of shares of Cardtronics Delaware common stock that such stockholder owned immediately prior to the Merger.

In connection with the Merger, a number of Ordinary Shares of Cardtronics plc will be issued equal to the number of shares of Cardtronics Delaware common stock that will have been outstanding

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immediately prior to the effective time of the Merger (disregarding treasury shares and shares held by Cardtronics Delaware's subsidiaries, which will automatically be cancelled and retired and shall cease to exist immediately prior to the Merger). Our Board reserves the right to postpone or abandon the Merger at any time, including after stockholder approval. Please see "Risk Factors Our Board may choose to postpone or abandon the Merger at any time," as well as other risk factors set forth under "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors."

Upon completion of the Merger, Cardtronics plc, together with its subsidiaries (including Cardtronics Delaware), will own and continue to conduct our business in substantially the same manner as is currently being conducted by Cardtronics Delaware and its subsidiaries.

**Background and Reasons for the Merger (see page 36)**

In reaching its decision to approve the Merger Agreement and the Merger, our Board identified several potential benefits to our stockholders, which are described below under "The Merger Agreement Background and Reasons for the Merger." We anticipate that the Merger will, among other anticipated benefits:

establish our parent company in a country where we already have substantial operations and growth opportunities, which will facilitate our global growth strategy and enhance our ability to build long-term stockholder value;

position us to reach more global financial institutions and retailers and fortify our position as the leading global ATM owner/operator;

elevate our visibility among potential U.K. and other European institutional investors;

allow flexibility in creating a more efficient operating and financing structure to support our global expansion;

enable us to be more effective in competing for acquisitions on a global scale, which has been a key component of our growth strategy, and reduce certain tax disadvantages we face when pursuing acquisitions;

allow future earnings and cash flows to more efficiently fund international expansion;

allow us to benefit from (i) a territorial (versus worldwide) taxation regime and (ii) an extensive treaty network;

allow us to benefit from the global reputation of the U.K. as a leading global financial center and Europe's transactional hub known for its financial sophistication and political stability; and

establish our parent company in a country with a stable and well-developed legal system that we believe encourages high standards of corporate governance and provides stockholders with substantial rights.

Please see "The Merger Agreement Background and Reasons for the Merger" for more information. We cannot assure you that the anticipated benefits of the Merger will be realized. In addition to the potential benefits described above, the Merger will expose you and us to risks. Please see "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors" for a description of certain risks associated with the Merger.

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**Conditions to Completion of the Merger (see page 41)**

The Merger will not be completed unless the following conditions, among others, are satisfied or, if allowed by law or the Merger Agreement, waived:

the Merger Agreement will have been adopted by the requisite vote of Cardtronics Delaware stockholders;

Cardtronics plc will have re-registered as a public limited company;

the registration statement of which this proxy statement/prospectus is a part shall have become effective under the Securities Act of 1933, as amended (the "Securities Act"), and no stop order with respect thereto shall be in effect;

Cardtronics Delaware will have received lender consents or waivers under, and/or amended, its revolving credit facility and other material credit and debt arrangements;

the Ordinary Shares of Cardtronics plc to be issued pursuant to the Merger will have been authorized for listing on NASDAQ, subject to official notice of issuance and satisfaction of other standard conditions;

Baker & McKenzie LLP, legal and tax counsel to Cardtronics Delaware and Cardtronics plc, shall have delivered a tax opinion, as of the effective date of the Merger to Cardtronics plc, in form and substance acceptable to Cardtronics plc;

no decree, order or injunction will have been in effect with respect to the SEC registration statement of which this proxy statement/prospectus is a part;

no law or order prohibiting or pending lawsuit seeking to prohibit the Merger will have been issued or filed by any competent U.S., European Union or U.K. governmental entity, subject to certain exceptions described in this proxy statement/prospectus;

all material consents and authorizations of, filings or registrations with, and notices to, any governmental or regulatory authority required of Cardtronics Delaware, Cardtronics plc or their subsidiaries to consummate the Merger will have been obtained or made; and

the Ordinary Shares of Cardtronics plc shall have been deemed eligible for deposit, book-entry and clearance services by DTC and its affiliates, including our receipt of such rulings from HMRC and other documentation as DTC may require.

The completion of the Merger is not dependent on the approval of the Mandatory Offer Provisions described in Proposal 2 or the approval of the adjournment proposal described in Proposal 3.

Our Board does not intend to waive (where capable of waiver) any of these or any other conditions unless it determines that the Merger is in the best interest of Cardtronics or our stockholders despite the condition(s) not being satisfied in whole or in part. Notwithstanding the foregoing, our Board reserves the right to postpone or abandon the Merger at any time, including after stockholder approval, including for the reasons described under "Risk Factors Our Board may choose to postpone or abandon the Merger at any time."

In addition, the expected timing for the completion of the Merger may be impacted by other conditions described in this proxy statement/prospectus.

**Management of Cardtronics plc (see page 43)**

In connection with the Merger, the directors and executive officers of Cardtronics Delaware will be appointed as the directors and executive officers of Cardtronics plc. The New Articles will provide for

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the same classified board of directors as provided for in Cardtronics Delaware's current bylaws. Moreover, Cardtronics Delaware's directors will carry their terms of office over to the Cardtronics plc board of directors, and will serve until the earlier of their successors being elected or their earlier death, resignation, retirement or removal.

Cardtronics plc will enter into indemnity agreements with those directors and officers who we expect will have entered into indemnity agreements with Cardtronics Delaware prior to the effective time of the Merger, upon terms substantially similar to the Cardtronics Delaware agreements to the extent permitted by English law.

**Interests of Directors and Executive Officers in the Merger; Additional Agreements (see page 40)**

We do not believe that any of our directors or executive officers have interests in the Merger that are different from the interests of our stockholders generally. No change in control payments or additional compensation will be payable to our directors or executive officers as a result of the completion of the Merger itself, although we may elect to seek waivers with respect to certain change in control provisions under our equity incentive plans and related agreements.

**Regulatory Approvals (see page 43)**

The only material governmental or regulatory laws, regulations or actions that we must comply with to complete the Merger are compliance with U.S. federal and state securities laws, U.K. securities laws, NASDAQ rules and regulations, the Delaware General Corporation Law (the "DGCL") and the U.K. Companies Act 2006 (the "U.K. Companies Act").

**Appraisal Rights (see page 43)**

Under the DGCL, you will not have appraisal rights in connection with the Merger.

**Accounting Treatment of the Merger (see page 44)**

The Merger will be accounted for using the historical cost basis method of accounting. Because the Merger will be accounted for as a reorganization of entities under common control, there will be no revaluation of Cardtronics Delaware's assets and liabilities.

**Material Tax Considerations (see page 45)**

***Material U.S. Federal Income Tax Consequences***

*Taxation of Cardtronics*

Cardtronics may be subject to U.S. federal tax in connection with the Merger. Whether Cardtronics is subject to U.S. federal tax, and if so the amount of any such tax, is not currently known, will not be known with certainty at the time of the Merger, and could be impacted by post-Merger facts. Based upon information currently available, we expect the U.S. federal tax incurred by Cardtronics in connection with the Merger, if any, would be less than \$10 million. There is no assurance, however, that the tax would not exceed such amount. Please see the discussion below under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences Material U.S. Federal Income Tax Consequences of the Merger to Cardtronics."

*Taxation of Holders*

For U.S. federal income tax purposes, the conversion of each outstanding share of Cardtronics Delaware common stock into the right to receive one Ordinary Share of Cardtronics plc pursuant to the Merger generally will be treated as an exchange of such shares. Therefore, the U.S. federal income

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tax discussion contained herein refers to an "exchange" rather than a "conversion" in describing the U.S. federal income tax consequences of the Merger.

Taxation of U.S. Holders

Whether a "U.S. holder" recognizes gain pursuant to the Merger for U.S. federal income tax purposes generally will depend on the "Aggregate Section 367(a) Amount" and the "Deemed Dividend Amount" (each defined and discussed in more detail under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences"). If the Aggregate Section 367(a) Amount is equal to or exceeds the Deemed Dividend Amount, then generally, for U.S. federal income tax purposes, U.S. holders should recognize gain (but not loss), if any, on the receipt of Ordinary Shares of Cardtronics plc pursuant to the Merger. If the Aggregate Section 367(a) Amount is less than the Deemed Dividend Amount, then generally, for U.S. federal income tax purposes, U.S. holders should not recognize gain (or loss) on the receipt of Ordinary Shares of Cardtronics plc pursuant to the Merger. Neither the Aggregate Section 367(a) Amount nor the Deemed Dividend Amount will be ascertainable at the time of the Merger, and the determination of such amounts is highly factual, complex and not entirely certain. We will notify you by one or more website announcements and/or other information reporting following the completion of the Merger (and updates thereafter to account for year-end or other information relevant to the determination no later than in January 2017) whether we believe the Aggregate Section 367(a) Amount is greater than, equal to, or less than the Deemed Dividend Amount.

Taxation of Non-U.S. Holders

A "non-U.S. holder" (as defined below in "Material Tax Considerations Material U.S. Federal Income Tax Consequences of the Merger Scope of Discussion") generally should not be subject to U.S. federal income tax on gain realized, if any, on the exchange of shares of Cardtronics Delaware common stock for Ordinary Shares of Cardtronics plc pursuant to the Merger without regard to either the Aggregate Section 367(a) Amount or the Deemed Dividend Amount. Please see the discussion below under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences."

***Material U.K. Tax Consequences***

*Taxation of U.K. stockholders*

Generally, U.K. resident stockholders of Cardtronics Delaware may realize a chargeable gain or an allowable loss for U.K. corporation tax or capital gains tax purposes (as the case may be) as a result of the Merger, which will be treated as a disposal of their stock in Cardtronics Delaware, unless the Merger is treated as a scheme of reconstruction and therefore "rollover" treatment is available. We expect that the transaction should qualify as a scheme of reconstruction for these purposes. As a consequence, it is expected that U.K. resident stockholders of Cardtronics Delaware should not be treated as either disposing of their shares in Cardtronics Delaware as a consequence of the Merger, or as acquiring new shares in Cardtronics plc for U.K. corporation tax or capital gains tax purposes (as the case may be). Instead, the shares in Cardtronics Delaware and Cardtronics plc are expected to be treated as the same asset, acquired when the shares in Cardtronics Delaware were acquired for those purposes. Please see the discussion below under the heading "Material Tax Considerations Material U.K. Tax Consequences Material U.K. Tax Consequences to Stockholders."

*Taxation of Non-U.K. stockholders*

Generally, non-U.K. resident stockholders of Cardtronics Delaware should not be subject to either U.K. corporation tax or capital gains tax on a chargeable gain or allowable loss arising as a result of

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the Merger, unless they carry on a trade in the U.K. through a permanent establishment in the U.K. or through a branch or agency in the U.K. for the purposes of U.K. corporation tax or capital gains tax respectively, and the stock is attributable to that permanent establishment, branch or agency. In those circumstances, the non-U.K. resident stockholders may realize a chargeable gain or an allowable loss for U.K. corporation tax or capital gains tax purposes (as the case may be) as a result of the Merger, which will be treated as giving rise to a disposal of their stock in Cardtronics Delaware, unless the Merger is treated as a scheme of reconstruction and therefore "rollover" treatment is available. Please see the discussion below under the heading "Material Tax Considerations Material U.K. Tax Consequences Material U.K. Tax Consequences to Stockholders."

***Other Tax Considerations***

For Cardtronics Delaware stockholders who are citizens or residents of, or otherwise subject to taxation in, a country other than the U.S. or the U.K., the tax treatment of the Merger will depend on the applicable tax laws in such country.

WE ENCOURAGE YOU TO READ THE SECTION ENTITLED "MATERIAL TAX CONSIDERATIONS" FOR A MORE DETAILED DESCRIPTION OF THESE TAX CONSIDERATIONS. WE ALSO URGE YOU TO CONSULT YOUR TAX ADVISOR PRIOR TO THE SPECIAL MEETING REGARDING THE PARTICULAR TAX CONSEQUENCES OF THE MERGER APPLICABLE TO YOU.

**Ownership in Cardtronics plc; Conversion of Shares (see page 38)**

Your ownership of Ordinary Shares of Cardtronics plc will be recorded in book-entry form by your broker if you are currently a beneficial holder, with no need for any additional action on your part. If you hold certificates representing shares of Cardtronics Delaware common stock or if you otherwise hold Cardtronics Delaware shares as a record holder (and not as a beneficial owner holding in "street name"), your Ordinary Shares of Cardtronics plc initially will be delivered to the custodian pending surrender of the certificates representing shares of Cardtronics Delaware common stock, or, in the case of book-entry shares for registered holders, compliance with the procedures set forth in the letter of transmittal. Please see "The Merger Agreement Ownership in Cardtronics plc; Conversion of Shares" for further information, including procedures for surrendering share certificates.

**Comparison of Rights of Stockholders (see page 43)**

There are differences between the principal attributes of the Cardtronics Delaware shares and the Ordinary Shares of Cardtronics plc, which include differences between the rights of stockholders under the DGCL and the rights of stockholders under English law and differences between the provisions of Cardtronics Delaware's certificate of incorporation and bylaws and the New Articles (including if the Mandatory Offer Provisions are approved by our stockholders). Please see "Description of Ordinary Shares of Cardtronics plc" and "Comparison of Rights of Stockholders."

**Stock Exchange Listing (see page 44)**

It is a condition to the completion of the Merger that the Ordinary Shares of Cardtronics plc will be authorized for listing and trading on NASDAQ, subject to official notice of issuance and satisfaction of other standard conditions. We will submit an application to NASDAQ and expect that, immediately following the effective time of the Merger, the Ordinary Shares of Cardtronics plc will be listed and traded on NASDAQ under the symbol "CATM," which is the same symbol under which shares of Cardtronics Delaware are currently listed and traded.



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**Market Price, Dividend and Share Repurchase Information (see pages 39 and 44)**

On April 26, 2016, the last full trading day before we announced the proposed Merger, the closing sales price of our shares as reported by NASDAQ was \$37.28 per share. On May 16, 2016, the most recent practicable date before the date of this proxy statement/prospectus, the closing price of our shares as reported by NASDAQ was \$37.73 per share.

We have historically not paid dividends or effected share repurchases with respect to our common stock. Our ability to declare and pay dividends and effect share repurchases following the completion of the Merger will depend on our results of operations, financial condition, cash requirements, future business prospects, contractual restrictions, other factors deemed relevant by our Board and restrictions imposed by English law.

Under English law, with limited exceptions, Cardtronics plc will only be able to declare dividends, make distributions or repurchase shares out of "distributable reserves." Following the completion of the Merger, we intend to seek the approval of a capital reduction by the English court as soon as practicable to create distributable reserves that could be used for future dividend payments or to effect share repurchases. Please see "Proposal 1: Approval of the Adoption of the Merger Agreement Capital Reduction."

**Recommendation of our Board (see page 11)**

Our Board has unanimously determined that the Merger and the Mandatory Offer Provisions are advisable and in the best interests of Cardtronics Delaware and our stockholders and, as such, has unanimously approved the Merger and the Merger Agreement and the Mandatory Offer Provisions. Our Board recommends that you vote "FOR" the adoption of the Merger Agreement and "FOR" the approval of the Mandatory Offer Provisions. The Board also recommends that you vote "FOR" the adjournment proposal.

**Required Vote (see page 11)**

The required votes regarding the proposals at the Special Meeting are as follows:

To approve the adoption of the Merger Agreement, the affirmative vote of the holders of a majority of our issued and outstanding shares of common stock entitled to vote at the Special Meeting is required. Please see "Proposal 1: Approval of Adoption of the Merger Agreement Recommendation and Required Vote."

To approve the Mandatory Offer Provisions, the affirmative vote of the holders of a majority of our issued and outstanding shares of common stock, represented in person or by proxy and entitled to vote at the Special Meeting, is required. Please see "Proposal 2: Approval of the Mandatory Offer Provisions Recommendation and Required Vote."

To approve the adjournment proposal, the affirmative vote of the holders of a majority of our issued and outstanding shares of common stock, represented in person or by proxy and entitled to vote at the Special Meeting, is required. Please see "Proposal 3: Adjournment of Special Meeting Recommendation and Required Vote."

**Special Meeting of Stockholders (see page 1)**

You can vote at the Special Meeting if you owned Cardtronics Delaware common stock at the close of business on the record date (*i.e.*, May 2, 2016). On that date, there were 45,220,469 shares of Cardtronics Delaware common stock issued and outstanding and entitled to vote. As of the record date, our directors and executive officers beneficially owned, in the aggregate, approximately 1.5% of such shares, representing beneficial ownership of 691,954 of the outstanding shares of Cardtronics Delaware common stock as of that date. These shares are included in the number of shares entitled to vote at the Special Meeting.

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The following table sets forth the selected historical consolidated financial data for Cardtronics Delaware. The selected financial data as of and for the years ended December 31, 2015 and 2014 have been derived from Cardtronics Delaware's audited consolidated financial statements and related notes contained in our Annual Report, which is incorporated by reference in this proxy statement/prospectus.

The selected historical financial and other operating information as of and for the years ended December 31, 2013, 2012 and 2011 has been derived from Cardtronics Delaware's audited consolidated financial statements not included or incorporated by reference in this proxy statement/prospectus. The selected historical financial data below should be read in conjunction with the consolidated financial statements and their accompanying notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report and other financial information incorporated by reference. Historical results are not necessarily indicative of the results that may be expected for any future period.

|  | <b>For the Year Ended December 31,</b>  |              |             |             |             |
|--|---|--------------|-------------|-------------|-------------|
|  | <b>2015</b>   | <b>2014</b>  | <b>2013</b> | <b>2012</b> | <b>2011</b> |
|  | <b>(In thousands, excluding share and per share information and number of ATMs)</b> |              |             |             |             |
| <b>Consolidated Statements of Operations Data:</b>   |   |              |             |             |             |
| <b>Revenues and Income:</b>  |   |              |             |             |             |
| Total revenues   | \$ 1,200,301  | \$ 1,054,821 | \$ 876,486  | \$ 780,449  | \$ 624,576  |
| Income from operations <sup>(1)</sup>  | 139,917   | 104,639      | 82,601      | 90,507      | 77,275      |
| Net income <sup>(2)</sup>  | 65,981  | 35,194       | 20,647      | 43,262      | 70,146      |
| Net income attributable to controlling interests and available to common stockholders <sup>(2)</sup> | 67,080  | 37,140       | 23,816      | 43,591      | 70,233      |
| <b>Per Share Data:</b>   |   |              |             |             |             |
| Basic net income per common share <sup>(2)</sup>   | \$ 1.50   | \$ 0.83      | \$ 0.52     | \$ 0.97     | \$ 1.60     |
| Diluted net income per common share <sup>(2)</sup>   | \$ 1.48   | \$ 0.82      | \$ 0.52     | \$ 0.96     | \$ 1.58     |
| Basic weighted average shares outstanding  | 44,796,701  | 44,338,408   | 44,371,313  | 43,469,175  | 42,201,491  |
| Diluted weighted average shares outstanding  | 45,368,687  | 44,867,304   | 44,577,635  | 43,875,332  | 42,886,780  |
| <b>Consolidated Balance Sheets Data:</b>   |   |              |             |             |             |
| Total cash and cash equivalents  | \$ 26,297   | \$ 31,875    | \$ 86,939   | \$ 13,861   | \$ 5,576    |
| Total assets   | 1,327,003   | 1,255,790    | 1,056,203   | 768,892     | 712,801     |
| Total long-term debt and capital lease obligations, including current portion <sup>(3)</sup>         | 575,399   | 612,697      | 490,514     | 354,819     | 370,949     |
| Total stockholders' equity   | 369,793   | 286,535      | 247,114     | 148,804     | 113,145     |
| <b>Consolidated Statements of Cash Flows Data:</b>   |   |              |             |             |             |
| Cash flows from operating activities   | \$ 256,553  | \$ 188,553   | \$ 183,557  | \$ 136,388  | \$ 113,325  |
| Cash flows from investing activities   | (209,562)   | (336,881)    | (266,740)   | (113,764)   | (234,454)   |
| Cash flows from financing activities   | (48,520)  | 99,248       | 154,988     | (14,084)    | 123,532     |
| <b>Operating Data (Unaudited):</b>   |   |              |             |             |             |
| <b>Total number of ATMs (at period end):</b>   |   |              |             |             |             |
| ATM operations   | 77,169  | 78,217       | 66,984      | 56,395      | 48,105      |
| Managed services and processing, net <sup>(4)</sup>  | 112,622   | 31,989       | 13,610      | 6,365       | 4,781       |
| Total number of ATMs (at period end)   | 189,791   | 110,206      | 80,594      | 62,760      | 52,886      |
| Total transactions (excluding Managed services and processing, net)                                  | 1,251,626   | 1,040,241    | 860,062     | 704,809     | 516,564     |
| Total cash withdrawal transactions (excluding Managed services and processing)                       | 759,408   | 617,419      | 521,282     | 443,312     | 318,615     |

(1)

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The year ended December 31, 2013 includes \$8.7 million in nonrecurring property tax expense related to a change in assessment methodology in the U.K. Additionally, \$27.1, \$18.1, and \$15.4 million in acquisition and divestiture-related costs were included in the results for the years ended December 31, 2015, 2014, and 2013, respectively.

- (2) The year ended December 31, 2013 includes \$13.8 million in income tax expense related to the restructuring of our U.K. business. The year ended December 31, 2011 includes \$37.0 million in income tax benefits.
- (3) Our long-term debt as of December 31, 2015 consists of outstanding borrowings under our revolving credit facility, our senior fixed rate notes, and our convertible notes that were issued in November 2013. The convertible notes are shown on

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our Consolidated Balance Sheet at a carrying value of \$234.6 million as of December 31, 2015, which represents the principal balance of \$287.5 million less the unamortized discount of \$52.9 million.

- (4) The notable increase in the Managed services and processing, net ATM machine count is mostly attributable to the July 1, 2015 acquisition of Columbus Data Services, L.L.C. and the incremental number of transacting ATMs for which Columbus Data Services, L.L.C. provides processing services.

**SUMMARY PRO FORMA FINANCIAL INFORMATION**

Pro forma financial statements for Cardtronics plc are not presented in this proxy statement/prospectus because no significant pro forma adjustments are required to be made to the historical audited consolidated financial statements of Cardtronics Delaware for the year ended December 31, 2015.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus contains certain forward-looking statements within the meaning of the Securities Act and the Private Securities Litigation Reform Act of 1995. These statements are identified by the use of the words "project," "believe," "estimate," "expect," "future," "anticipate," "intend," "contemplate," "foresee," "would," "could," "plan," and similar expressions that are intended to identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate. All comments concerning our expectations for future revenues and operating results are based on our estimates for our existing operations and do not include the potential impact of any future acquisitions. Our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. Known material factors that could cause actual results to differ materially from those in the forward-looking statements are those described in "Risk Factors" and the following:

the adoption of the Merger Agreement may not be approved by our stockholders;

our Board may choose to postpone or abandon the Merger at any time prior to completion, including after stockholder approval;

changes in U.S. or non-U.S. laws, including tax laws, that could effectively preclude us from completing the Merger or reduce or eliminate the benefits expected to be achieved from the Merger;

any negative publicity resulting from the proposed Merger having an adverse effect on our business;

an SEC stop order or other action or any other decree, order or injunction preventing the registration statement of which this proxy statement/prospectus is a part from becoming or remaining effective or preventing us from holding the Special Meeting or completing the Merger;

an inability to satisfy all of the conditions to closing set forth in the Merger Agreement;

an inability to realize expected benefits from the Merger or the occurrence of difficulties in connection with the Merger; and

costs related to the Merger, which could be greater than expected.

Moreover, U.S. or foreign governments or taxing authorities may attempt to enact new statutory or regulatory provisions that could adversely affect Cardtronics plc's tax status as a non-U.S. corporation or otherwise adversely affect Cardtronics plc's anticipated global tax position following the Merger. Retroactive actions have occurred in the past, and there can be no assurance that any such provisions, if enacted or promulgated, would not have retroactive application to Cardtronics plc or the Merger.

You are cautioned not to place undue reliance on forward-looking statements contained in this document, which speak only as of the date of this proxy statement/prospectus. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

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**RISK FACTORS**

*In considering whether to vote in favor of the proposals to approve the adoption of the Merger Agreement and the Mandatory Offer Provisions in connection with the Merger, you should consider carefully the following risks and/or investment considerations in addition to the other information contained in this proxy statement/prospectus. As set forth below, we have identified the material factors you should consider before making a decision on whether to vote in favor of the proposal to adopt the Merger Agreement and the other proposals described herein, and we have identified the material risks that could cause our actual plans or results to differ materially from those included in the forward-looking statements contained or incorporated by reference in this proxy statement/prospectus. You should consider these risks when deciding how to vote. In addition, you should also review carefully the risk factors and cautionary statements regarding forward-looking statements discussed in our Annual Report and in our subsequent reports filed pursuant to the Exchange Act, as these filings discuss risks affecting our business generally that could also cause our actual plans or results to differ materially from those included in the forward-looking statements contained or incorporated by reference in this proxy statement/prospectus.*

***The Merger may trigger taxable gains (but not losses) to U.S. holders for U.S. federal income tax purposes, and it will not be known at the time of the Merger whether or not taxable gains are triggered.***

Depending on the "Aggregate Section 367(a) Amount" and "Deemed Dividend Amount" (each defined and discussed in more detail under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences"), the Merger may be taxable to U.S. holders (as defined herein) with gain in their Cardtronics Delaware common stock. However, U.S. holders with a loss in their Cardtronics Delaware common stock should not recognize that loss in the Merger.

Neither the Aggregate Section 367(a) Amount nor the Deemed Dividend Amount will be ascertainable at the time of the Merger, and thus U.S. holders will not know at the time of the Merger (and potentially not until after our 2016 taxable year ends) whether gain, if any, in their Cardtronics Delaware common stock is taxable as a result of the Merger. The determination of these amounts is highly factual, complex and not entirely certain. Moreover, such determination requires us to ascertain the amount of gain that would be recognized by U.S. holders in the Merger if Section 367(a) of the Code and the Treasury Regulations apply, and it may not be possible to obtain reliable information regarding this determination. On April 25, 2014, Treasury and the IRS issued Notice 2014-32 (the "Notice") announcing that Treasury Regulations will be issued that, in relevant part, will alter certain of the rules currently contained in the Treasury Regulations with respect to the Aggregate Section 367(a) Amount and the Deemed Dividend Amount. The Notice provides that the Treasury Regulations to be issued will be effective for transactions completed on or after April 25, 2014. However, to date, no such Treasury Regulations have been issued. It is uncertain if and when the Treasury Regulations will be issued, and whether they will be consistent with the rules described in the Notice. The determination as to whether the stockholders recognize gain in the Merger may be different under the rules currently contained in the Treasury Regulations compared to those described in the Notice (or any future Treasury Regulations that may have retroactive effect). In addition, immediately prior to and pursuant to the Merger, Cardtronics HoldCo intends to purchase from Cardtronics plc a portion of the Ordinary Shares of Cardtronics plc to be used as Merger consideration and to direct Cardtronics plc to issue such shares to the Cardtronics Delaware stockholders. The number of Ordinary Shares of Cardtronics plc to be purchased by Cardtronics HoldCo for use in the Merger (which will be determined shortly before the Merger) could affect the Deemed Dividend Amount, which in turn could impact whether the Merger is taxable to U.S. holders. Please see the discussion below under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences."

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***The expected benefits of the Merger may not be realized, and different interpretations of relevant laws by governmental authorities or changes in U.S. and non-U.S. laws and other rules could adversely affect Cardtronics plc, its subsidiaries and its stockholders.***

There is no assurance that all anticipated benefits of the Merger will be achievable. The benefits and our effective tax rates are subject to a variety of factors, many of which are beyond our ability to control, such as the reactions of third parties (including customers, investors, analysts and governmental authorities), changes in the rate of economic growth in the U.K. and the U.S., the financial performance of our business in various jurisdictions, currency exchange rate fluctuations (especially as between the British pound and the U.S. dollar), and significant changes in trade, monetary, tax or fiscal policies of the U.K., U.S. and possibly other jurisdictions (in the European Union or otherwise), including changes in interest and tax rates, as well as changes to income tax treaties. The impact of these factors, individually and in the aggregate, is difficult to predict.

Taxing and other governmental authorities may challenge our application and/or interpretation of relevant laws, regulations, treaties, valuations and methodologies or other supporting documentation, and, if they are successful in doing so, we may not experience the level of benefits we anticipate or we may be subject to adverse consequences. Even if we are successful in maintaining our positions, we may incur significant expense in contesting positions asserted or claims made by authorities.

Congress, Treasury and the IRS have aggressively objected to outbound redomiciliation transactions and have expressed a strong desire to prevent them with broad-based rules (including by enacting Section 7874 of the Code, and issuing Treasury Regulations and notices thereunder and under Section 367 of the Code, including new Treasury Regulations issued on April 4, 2016, as discussed in this proxy statement/prospectus). While the Merger is expected to satisfy the substantial business activities test (described in detail below), as provided by Congress and set forth in Treasury Regulations under the principle that a redomiciliation to a jurisdiction in which the group has substantial business activities is not abusive and thus should not be prevented, there is no certainty that rules will not be promulgated, potentially with retroactive effect, that cause Cardtronics plc to fail the substantial business activities test, otherwise have adverse consequences as a result of the Merger, or eliminate some or all of the benefits of the Merger. The publicity surrounding the announcement or implementation of the Merger could heighten the risk of new laws or other rules adversely impacting the transaction or the benefits thereof. It is possible that additional Treasury Regulations and other guidance may be issued that could adversely impact the Merger or benefits therefrom. Moreover, legislation has been proposed that, if enacted, could similarly reduce the anticipated benefit of the Merger. Non-taxing authorities have also sought to prevent outbound redomiciliations through government contract prohibitions and otherwise, and there is no certainty that such authorities will not promulgate rules or take other actions that adversely impact us as a result of effecting the Merger. Additionally, there is a heightened global focus on tax planning in many jurisdictions, including those in which we operate, and thus future laws, tax treaty changes or other rules (including those in furtherance of the Organization for Economic Co-operation and Development's "Base Erosion and Profit Shifting" final reports and EU directives) may create limitations on realizing benefits.

Most recently, on April 4, 2016, Treasury and the IRS issued the Anti-Inversion Regulations (in temporary and final form) and Debt Regulations (in proposed form). After review and analysis of these recently issued Treasury Regulations by us and our external advisors, we do not expect the Anti-Inversion Regulations or the Debt Regulations to adversely impact our ability to effect the Merger or the expected treatment of Cardtronics plc as a foreign corporation for U.S. federal tax purposes. These Treasury Regulations could, however, limit our ability to (i) efficiently engage in certain post-Merger transactions (including, potentially, entering into agreements and closing acquisitions of unrelated U.S. target companies in consideration for Ordinary Shares of Cardtronics plc for at least 36 months after the Merger), (ii) manage our capital structure across our enterprise and (iii) introduce into our capital structure, and maintain, related party debt in certain circumstances. Importantly, the

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Debt Regulations, if finalized in their current form, will apply to Cardtronics regardless of whether it effects the Merger although the magnitude of the impact may differ. Please see the discussion under the heading "General Information About the Merger and the Special Meeting Do the Treasury Regulations issued on April 4, 2016 adversely impact the Merger?"

Future changes in English law, its tax rates, its territorial taxation system, its "controlled foreign corporation" rules, its tax treaties or otherwise, and changes in the U.S. tax system (including the scope and rate of taxation), could also adversely impact the benefits that we expect to achieve from the Merger. Please also see "Risk Factors Changes in U.S. and non-U.S. laws, including tax laws, could adversely affect Cardtronics plc, its subsidiaries and our stockholders."

***The potential exit of the U.K. from the European Union could adversely affect Cardtronics plc, its subsidiaries and its stockholders.***

We face potential risks associated with the proposed referendum on the U.K.'s continued membership of the European Union, which will occur on June 23, 2016, and the potential uncertainty preceding and following the referendum. In relation to the Merger, if the outcome of the referendum is a vote in favor of the U.K. leaving the European Union, this could materially and adversely affect the tax, tax treaty, currency, operational, legal and regulatory regime to which we would otherwise have expected to have been subject if the U.K. were to remain within the European Union. In relation to our U.K. and other European businesses, we face similar risks (which exist independently of the Merger) if there is a vote in favor of the U.K. leaving the European Union. The effect of any of these risks, were they to materialize, is difficult to quantify, but could materially increase our operating and compliance costs and could materially affect our tax position or business, results of operations and financial position more generally. Further, uncertainty around the outcome of the referendum could lead to adverse effects on the U.K. economy as a whole, which could have an adverse economic impact on us.

***The Merger may subject Cardtronics to U.S. federal taxes in an amount unknown at the time of the Merger.***

Cardtronics may be subject to U.S. federal tax in connection with the Merger. Whether Cardtronics is subject to U.S. federal tax, and if so the amount of any such tax, is not currently known, will not be known with certainty at the time of the Merger, and could be impacted by post-Merger facts. Based upon information currently available, we expect the U.S. federal tax incurred by Cardtronics in connection with the Merger, if any, would be less than \$10 million. There is no assurance, however, that the U.S. federal tax would not exceed such amount. Moreover, such determination requires us to ascertain the amount of gain that would be recognized by U.S. holders in the Merger if Section 367(a) of the Code applies, and it may not be possible to obtain reliable information regarding this amount. Furthermore, the rules regarding the calculation are not entirely certain, and the IRS, and a court in the event of litigation, may not agree with our determinations. Please see the discussion below under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences Material U.S. Federal Income Tax Consequences of the Merger to Cardtronics."

***Cardtronics Delaware stockholders who are tax resident in the U.K. may recognize taxable gain (or loss) as a result of the Merger for U.K. tax purposes.***

We expect that the Merger should qualify as a scheme of reconstruction for the purposes of U.K. corporation tax and capital gains tax, as the case may be, such that U.K. resident stockholders of Cardtronics Delaware should not be subject to U.K. tax on capital gains as a consequence of the Merger. However, HMRC may disagree, and in these circumstances, it may assert that U.K. resident stockholders of Cardtronics Delaware should be disposing of their shares in Cardtronics Delaware as a consequence of the Merger for the purposes of U.K. corporation tax or capital gains tax (as the case



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may be). In these circumstances, U.K. resident stockholders of Cardtronics Delaware may realize a chargeable gain (or an allowable loss) for U.K. corporation tax or capital gains tax purposes (as the case may be) as a result of the Merger which will be chargeable to U.K. tax. Generally, non-U.K. resident stockholders of Cardtronics Delaware should not be subject to either U.K. corporation tax or capital gains tax as a result of the Merger, unless they carry on a trade in the U.K. through a permanent establishment in the U.K. or through a branch or agency in the U.K. for the purposes of U.K. corporation tax or capital gains tax respectively, and the stock is attributable to that permanent establishment, branch or agency. Please see the discussion below under the heading "Material Tax Considerations Material U.K. Tax Consequences Material U.K. Tax Consequences to Stockholders."

***The IRS or HMRC may disagree with our conclusions on tax treatment of the Merger to us and our stockholders.***

The IRS or HMRC may disagree with our conclusions regarding the U.S. or U.K. tax treatment, respectively, of the Merger, and impose tax on us and our stockholders differently than as described in this proxy statement/prospectus, which could be materially adverse to us and our stockholders.

***Cardtronics plc may be treated as a U.S. corporation for U.S. federal income tax purposes following the Merger and may be liable for substantial additional U.S. federal income taxes.***

For U.S. federal income tax purposes, a corporation is generally considered a tax resident in the jurisdiction of its incorporation or organization. Because Cardtronics plc is incorporated under English law, it should be considered a U.K., and not a U.S., tax resident under these general rules. However, Section 7874 of the Code provides that a corporation organized outside the U.S. which acquires substantially all of the assets of a corporation organized in the U.S. (including through a merger) will be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal income tax purposes if (i) the stockholders of the acquired U.S. corporation own at least 80% (of either the voting power or value) of the stock of the acquiring foreign corporation after the acquisition and (ii) the acquiring foreign corporation's "expanded affiliated group" does not have substantial business activities in the country in which the acquiring foreign corporation is organized relative to the expanded affiliated group's worldwide activities ("substantial business activities" or the "SBA Test"). Pursuant to and upon completion of the Merger, Cardtronics plc will indirectly acquire all of Cardtronics Delaware's assets, and Cardtronics Delaware stockholders will hold 100% of the value of Cardtronics plc by virtue of their prior stock ownership of Cardtronics Delaware. As a result, the Cardtronics plc expanded affiliated group (which includes Cardtronics Delaware and its subsidiaries) must have substantial business activities in the U.K. for Cardtronics plc to avoid being treated as a U.S. corporation for U.S. federal income tax purposes under Section 7874 of the Code. In order for the Cardtronics plc expanded affiliated group to satisfy the SBA Test, at least 25% of the employees (by headcount and compensation), assets and gross income of such group must be based, located and derived, respectively, in the U.K.

Cardtronics plc expects to satisfy the SBA Test because we have significant operations in the U.K., and Cardtronics plc will continue these operations following the Merger. However, satisfaction of the SBA Test is determined based upon information through the day the Merger is effected (or alternatively through the last day of the month immediately preceding the month that includes the acquisition date) and could be affected by changes to the relevant facts and circumstances between the date of this proxy statement/prospectus and the closing of the Merger (or the last day of the month immediately preceding the month in which the Merger is effected). Moreover, the application of Section 7874 of the Code is not entirely clear in all situations, and thus while we fully expect the SBA Test to be satisfied, there is no assurance that the IRS or a court will agree. Furthermore, there have been legislative proposals to expand the scope of U.S. corporate tax residence and there could be changes to the Code (including Section 7874 of the Code) or the Treasury Regulations that could result

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in Cardtronics plc being treated as a U.S. corporation. Such statutory or regulatory provisions could have retroactive application.

If it were determined that Cardtronics plc is taxed as a U.S. corporation for U.S. federal income tax purposes, Cardtronics plc could be liable for substantial additional U.S. federal income taxes. Moreover, the U.K. could continue to tax Cardtronics plc as a U.K. tax resident for U.K. tax purposes, and thus Cardtronics plc and its stockholders could be subject to taxation in both the U.S. and the U.K. Please see the discussion below under the heading "Material Tax Considerations Material U.S. Federal Income Tax Consequences Material U.S. Federal Income Tax Consequences of the Merger to Cardtronics Tax Residence of Cardtronics plc for U.S. Federal Income Tax Purposes."

***The Merger may not allow us to effectively manage our tax risks and costs.***

We believe that the Merger should improve our ability to better manage our tax risks and costs because, among other reasons, the U.K. has a territorial tax system with a general corporate income tax rate of 20%, which is set to be lowered to 18% by financial year 2020 (and to further reduce to 17% in financial year 2020 under current budget proposals). As part of that territorial tax system, the U.K. has implemented a dividend exemption system that generally does not subject non-U.K. earnings to U.K. tax when such earnings are repatriated to the U.K.

However, we cannot provide any assurances as to what our tax costs and rate will be after the Merger because of, among other things, uncertainty regarding the nature and extent of our business activities in any particular jurisdiction in the future and the tax laws of such jurisdictions, as well as changes in U.S. and other tax laws. Our actual effective tax costs and rate may vary from our expectation and that variance may be material. Additionally, the tax laws of the U.K. and other jurisdictions could change in the future, and such changes could cause a material change in our tax costs and our worldwide effective tax rate.

We also could be subject to audits conducted by tax authorities, and the resolution of such audits could significantly impact our tax costs and rate in future periods, as would any reclassification or other matter (such as changes in applicable accounting rules) that increases the amounts we have provided for income taxes in our consolidated financial statements. There can be no assurance that we would be successful in attempting to mitigate the adverse impacts resulting from any changes in law, audits and other matters. Our inability to mitigate the negative consequences of any changes in the law, audits and other matters could cause our effective tax rate to increase and our results of operations to suffer.

***Following the effective time of the Merger, it is possible that we will be removed from the S&P SmallCap 600 stock index and other stock indices, which could have an adverse impact on our share price.***

Our shares are currently a component of the S&P SmallCap 600 index and other indices. Based on current S&P Dow Jones Indices ("S&P") guidelines, we believe that our Ordinary Shares meet S&P criteria for inclusion in the S&P SmallCap 600 index upon completion of the Merger, which criteria include requirements that its constituent companies file Annual Reports on Form 10-K, are not foreign private issuers, derive a plurality of revenues or have a plurality of fixed assets in the U.S., are primarily listed on the New York Stock Exchange or NASDAQ and have a corporate governance structure consistent with U.S. practice. Nonetheless, S&P retains discretion to determine whether our shares should continue as a component of the S&P SmallCap 600 index upon the completion of the Merger. We anticipate that S&P will determine whether the Ordinary Shares of Cardtronics plc qualify for inclusion on or around the effectiveness of the Merger. However, following the effective time of the Merger, it is possible that, if we were to fail to meet any of S&P's guidelines for inclusion in the S&P SmallCap 600 index, our Ordinary Shares would be excluded from the index as well as the other indices on which our shares are included. If our Ordinary Shares are not included as a component of the S&P SmallCap 600 index or other indices or no longer meet the qualifications of such funds, institutional

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investors that are required to track the performance of the S&P SmallCap 600 index or such other indices or the funds that impose those qualifications would potentially be required to sell their Ordinary Shares of Cardtronics plc, which could adversely affect the price of the Ordinary Shares of Cardtronics plc.

***Our Board may choose to postpone or abandon the Merger at any time.***

We may postpone or abandon the Merger at any time prior to the effective time of the Merger, even after the stockholders have adopted the Merger Agreement at the Special Meeting. While we currently expect to complete the Merger early in the third quarter of 2016, our Board may postpone the Merger for a significant time or may abandon the Merger altogether after the Special Meeting because, among other reasons, the Merger is no longer in our best interests or the best interests of our stockholders or may not result in the benefits we expect, or our estimated cost of the Merger increases. Additionally, we may not be able to satisfy all of the other conditions to the completion of the Merger, including obtaining all consents necessary, desirable or appropriate in connection with the Merger. Please see "Proposal 1: Approval of the Adoption of the Merger Agreement Conditions to Completion of the Merger."

***Changes in U.S. and non-U.S. laws, including tax laws, could adversely affect Cardtronics plc, its subsidiaries and our stockholders.***

Changes in U.S., U.K. and other laws, including tax laws, regulations (including finalization of proposed Treasury Regulations) or treaties, or the interpretation or enforcement thereof, could adversely affect our effective tax rate, which in turn could materially adversely affect our results of operations, financial condition and cash flows. For example, if finalized in their current form, the Debt Regulations could reduce opportunities to introduce into our capital structure, and maintain, related party debt in certain circumstances. Please see the discussion under the heading "Risk Factors The expected benefits of the Merger may not be realized, and different interpretations of relevant laws by governmental authorities or changes in U.S. and non-U.S. laws and other rules could adversely affect Cardtronics plc, its subsidiaries and its stockholders."

***Your rights as a stockholder of Cardtronics Delaware will change as a result of the Merger in a manner that may be less favorable to you, including with respect to takeover matters or as a result of the Mandatory Offer Provisions if Proposal 2 is approved by our stockholders.***

The completion of the Merger will change the governing law that applies to our stockholders from Delaware law (which applies to shares of Cardtronics Delaware common stock) to English law (which applies to the Ordinary Shares of Cardtronics plc). Many of the principal attributes of the Cardtronics Delaware common stock and the Ordinary Shares of Cardtronics plc will be similar. There are, however, several significant differences between the rights of stockholders under Delaware law and stockholders under English law, and there are differences between our current certificate of incorporation and bylaws and the New Articles that will apply to our stockholders after the completion of the Merger, including with respect to voting rights, takeover matters and the Mandatory Offer Provisions as proposed to be adopted. For a detailed discussion of these differences, see "Description of Ordinary Shares of Cardtronics plc Voting Rights" and "Comparison of Rights of Stockholders."

***The enforcement of civil liabilities against Cardtronics plc may be more difficult.***

Because Cardtronics plc will be a public limited company incorporated under English law, after the effective time of the Merger investors could experience more difficulty enforcing judgments obtained against Cardtronics plc in U.S. courts than would currently be the case for U.S. judgments obtained against Cardtronics Delaware. In addition, it may be more difficult (or impossible) to bring some types of claims against Cardtronics plc in courts in the U.K. than it would be to bring similar claims against a

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U.S. company in a U.S. court. For a detailed discussion, see "Comparison of Rights of Stockholders Limitation on Enforceability of Civil Liabilities Under U.S. Federal Securities Laws."

***The market for Ordinary Shares of Cardtronics plc may differ from the current market for shares of Cardtronics Delaware common stock.***

Although we expect that the Ordinary Shares of Cardtronics plc will be authorized for listing and trading on NASDAQ under the symbol "CATM," which is the same symbol under which shares of Cardtronics Delaware common stock are currently listed and traded, the market prices, trading volume and volatility of the Ordinary Shares of Cardtronics plc could be different from those of Cardtronics Delaware common stock.

***The value of Ordinary Shares of Cardtronics plc that you may be entitled to receive in the Merger depends on the market price of Cardtronics Delaware common stock before the Merger and of the Ordinary Shares of Cardtronics plc at the effective time of the Merger.***

The number of Ordinary Shares of Cardtronics plc that you will be entitled to receive in the Merger in exchange for the shares of Cardtronics Delaware common stock you own is fixed at one Ordinary Share of Cardtronics plc per one share of Cardtronics Delaware common stock. Because the market price of Cardtronics Delaware common stock will fluctuate from the date hereof until the effective time of the Merger, the value at the time of the completion of the Merger of the Ordinary Shares of Cardtronics plc that you receive will depend on the market price of Cardtronics Delaware common stock at that time. There can be no assurance as to the market value of the shares of Cardtronics Delaware common stock at the effective time of the Merger. Therefore, there can be no assurance as to the market value of any Ordinary Shares of Cardtronics plc that you receive.

***We expect to incur transaction costs in connection with the completion of the Merger, some of which will be incurred whether or not the Merger is completed.***

We incurred in 2015 and expect to incur in 2016 a total of approximately \$11 million in non-tax transaction costs in connection with the Merger. The substantial majority of these costs will be incurred regardless of whether the Merger is completed and prior to your vote on the proposals.

***As a result of increased stockholder approval requirements, we may have less flexibility as a U.K. public limited company than as a Delaware corporation with respect to certain aspects of capital management.***

Under Delaware law, our directors may issue, without further stockholder approval, any shares authorized in our certificate of incorporation that are not already issued or reserved. Delaware law also provides substantial flexibility in establishing the terms of preferred stock. However, English law provides that a board of directors may generally only allot shares with the prior authorization of stockholders and such authorization must specify the maximum nominal value of the shares that can be allotted and can be granted for a maximum period of five years, each as specified in the articles of association or the relevant stockholder resolution. This authorization would need to be renewed by Cardtronics plc's stockholders upon or before its expiration (*i.e.*, at least every five years). We anticipate that an ordinary resolution will be adopted prior to the effective time of the Merger to authorize the allotment of additional shares, and renewal of such authorization for additional five year terms may be sought more frequently. Please see "Description of Ordinary Shares of Cardtronics plc Preemptive Rights and New Issues of Shares."

English law also generally provides stockholders with preemptive rights when new shares are issued for cash. It is possible, however, for the articles of association, or stockholders in a general meeting, to exclude preemptive rights, if coupled with a general authorization to allot shares. Such an exclusion of preemptive rights may be for a maximum period of up to five years from the date of adoption of the

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articles of association, or from the date of the stockholder resolution, as applicable. In either case, this authorization would need to be renewed upon or before its expiration (*i.e.*, at least every five years). We anticipate that a special resolution will be adopted to exclude preemptive rights prior to the effective time of the Merger, and renewal of such exclusion for additional five year terms may be sought more frequently. Please see "Description of Ordinary Shares of Cardtronics plc Preemptive Rights and New Issues of Shares."

English law also generally prohibits a company from repurchasing its own shares by way of "off market purchases" without the prior approval of stockholders by ordinary resolution (*i.e.*, majority of votes cast). Such authority can be granted for a maximum period of up to five years. English law prohibits Cardtronics plc from conducting "on market purchases" as its shares will not be traded on a recognized investment exchange in the U.K. We anticipate that an ordinary resolution will be adopted to permit "off market purchases" prior to the effective time of the Merger. Please see "Description of Ordinary Shares of Cardtronics plc Alteration of Share Capital/Repurchase of Shares." This ordinary resolution will need to be renewed upon expiration (*i.e.*, at least every five years) but may be sought more frequently for additional five year terms.

We cannot assure you that situations will not arise where such stockholder approval requirements for any of these actions would deprive our stockholders of substantial benefits.

***English law will require that we meet certain additional financial requirements before we declare dividends and repurchase shares following the Merger.***

Under English law, with limited exceptions, Cardtronics plc will only be able to declare dividends, make distributions or repurchase shares out of "distributable reserves" on Cardtronics plc's stand-alone balance sheet, without regard to its consolidated financial statements. If the Merger is effected, we intend to seek the approval of a capital reduction by the English court as soon as practicable thereafter to create distributable reserves that could be used for future dividend payments or to effect share repurchases. We expect to receive the approval of the English court approximately six to 12 weeks after the completion of the Merger.

If that approval is not received, Cardtronics plc will not have sufficient distributable reserves to declare and pay dividends for the foreseeable future and Cardtronics plc would be required to undertake other efforts to allow it to declare dividends or repurchase shares following the Merger. These efforts may include certain intra-group reorganizations which are established alternatives for the creation of distributable reserves in a U.K. public limited company.

We anticipate that a special resolution will be adopted to approve a capital reduction prior to the effective time of the Merger. We also anticipate that an ordinary resolution will be adopted to approve the form of share repurchase contracts and the counterparties through which we may conduct repurchases.

We cannot assure you that situations will not arise where such stockholder approval requirements for any of these actions would deprive our stockholders of substantial benefits.

***Transfers of the Ordinary Shares of Cardtronics plc may be subject to stamp duty or SDRT in the U.K., which would increase the cost of dealing in the Ordinary Shares of Cardtronics plc as compared to the Cardtronics Delaware shares.***

Stamp duty or SDRT are imposed in the U.K. on certain transfers of chargeable securities (which include shares in companies incorporated in the U.K.) at a rate of 0.5% of the consideration paid for the transfer. Certain transfers of shares to depositaries or into clearance systems are charged at a higher rate of 1.5%.

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You are strongly encouraged to hold your Ordinary Shares of Cardtronics plc in book-entry form through the facilities of DTC. Transfers of shares held in book-entry form through DTC will not attract a charge to stamp duty or SDRT in the U.K. A transfer of title in the Ordinary Shares of Cardtronics plc from within the DTC system out of DTC and any subsequent transfers or agreements to transfer that occur entirely outside the DTC system, including repurchase by Cardtronics plc, will attract a charge to stamp duty or SDRT at a rate of 0.5% of any chargeable consideration, which is payable by the transferee of the shares. Any such duty must be paid (and the relevant transfer document stamped by HMRC) before the transfer can be registered in the books of Cardtronics plc. If those shares are redeposited into DTC, the redeposit of the shares into DTC will attract stamp duty or SDRT at 1.5% of the value of the Ordinary Shares of Cardtronics plc.

Following the Merger, Cardtronics plc expects to implement arrangements to require that Ordinary Shares held in certificated form cannot be transferred into the DTC system until the transferor of the shares has first delivered the shares to a depository specified by Cardtronics plc so that stamp duty or SDRT may be collected in connection with the initial delivery to the depository. Any such shares will be evidenced by a receipt issued by the depository. Before the transfer can be registered in the books of Cardtronics plc, the transferor will also be required to put in the depository funds to settle the resultant liability to stamp duty or SDRT, which will be charged at a rate of 1.5% of the value of the shares.

***If Cardtronics plc's Ordinary Shares are not eligible for deposit and clearing within the facilities of DTC, then transactions in our securities may be disrupted.***

The facilities of DTC are a widely-used mechanism that allow for rapid electronic transfers of securities between the participants in the DTC system, which include many large banks and brokerage firms. We believe that approximately 99.8% of the outstanding shares of Cardtronics Delaware common stock are currently held within the DTC system. We expect that, upon the completion of the Merger, the Ordinary Shares of Cardtronics plc will be eligible for deposit and clearing within the DTC system. We expect to enter into arrangements with DTC whereby we will agree to indemnify DTC for any stamp duty and/or SDRT that may be assessed upon it as a result of its provision of clearance services for our Ordinary Shares. We expect these actions, among others, will result in DTC agreeing to accept the Ordinary Shares of Cardtronics plc for deposit and clearing within its facilities upon completion of the Merger.

DTC is not obligated to accept the Ordinary Shares of Cardtronics plc for deposit and clearing within its facilities at the closing and, even if DTC does initially accept the Ordinary Shares of Cardtronics plc, it will generally have discretion to cease to act as a depository and clearing agency for the Ordinary Shares of Cardtronics plc. If DTC determined prior to the completion of the Merger that the Ordinary Shares of Cardtronics plc are not eligible for clearance within the DTC system, then we would not expect to complete the transactions contemplated by this proxy statement/prospectus in their current form. However, if DTC determined at any time after the completion of the Merger that the Ordinary Shares of Cardtronics plc were not eligible for continued deposit and clearance within its facilities, then we believe the Ordinary Shares of Cardtronics plc would not be eligible for continued listing on a U.S. securities exchange or inclusion in the S&P SmallCap 600 index and other indices, and trading in the Ordinary Shares of Cardtronics plc would be disrupted. While we would pursue alternative arrangements to preserve our listing and maintain trading, any such disruption could have a material adverse effect on the trading price of the Ordinary Shares of Cardtronics plc.

***If we are not successful in amending or waiving certain provisions of our credit facility, the Merger may result in a breach of certain of its provisions.***

In connection with the Merger, we expect to seek the amendment or waiver of certain provisions of, or to renegotiate the terms of our revolving credit facility. Please see "Proposal 1: Approval of the

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Adoption of the Merger Agreement Conditions to Completion of the Merger." If we are unsuccessful in modifying our credit facility by the effective time of the Merger, we may be in breach of certain of its provisions. Although we believe that we will be successful in obtaining any necessary modifications to our credit facility, we can offer no assurance as to what additional or different terms or conditions, if any, our lenders may request in connection with those modifications. Any such changes in terms or conditions could result in an increase in our borrowing costs or a decrease in our financial or operating flexibility.

***Cardtronics plc will incur ongoing direct and indirect costs as a result of the Merger.***

The completion of the Merger will result in an increase in some of our ongoing expenses and require us to incur new costs and expenses. Some costs, such as holding board and stockholder meetings in the U.K., are expected to be higher than would be the case if we did not expand our presence in the U.K. We also expect to incur new expenses, including professional fees, to comply with U.K. corporate and tax laws.

***Potential negative publicity resulting from the proposed Merger could adversely affect our business and our stock price.***

Many non-U.S. redomiciliations that have been undertaken by other companies have generated significant press coverage, much of which has been negative. Negative publicity generated by the proposed Merger could cause some of our customers or suppliers to be more reluctant to do business with us. This could have an adverse impact on our business. Negative publicity could also cause some of our stockholders to sell our stock or decrease the demand for new investors to purchase our stock, which could have an adverse impact on our stock price. The recent issuance of the Anti-Inversion Regulations and Debt Regulations could enhance publicity (including negative publicity) related to the Merger.

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**PROPOSAL 1:**

**APPROVAL OF THE ADOPTION OF THE MERGER AGREEMENT**

*The following includes a brief summary of the material provisions of the Merger Agreement, a copy of which is attached as Annex A and incorporated by reference into this proxy statement/prospectus. We encourage you to read the Merger Agreement in its entirety for a more complete description of the Merger. In the event of any discrepancy between the terms of the Merger Agreement and the following summary, the Merger Agreement will control.*

**THE MERGER AGREEMENT**

**Introduction**

You are being asked to approve the adoption of the Merger Agreement at the Special Meeting. As a result of the Merger, you will have the right to receive the number of Ordinary Shares of Cardtronics plc equal to the number of shares of Cardtronics Delaware common stock that you owned immediately prior to the Merger. Upon completion of the Merger, our business and operations will continue in substantially the same manner except that Cardtronics plc will be the parent company of the Cardtronics group of companies and you will own shares in an English company instead of shares in a Delaware corporation. Cardtronics plc will be managed by the same board of directors and executive officers as the board of directors and executive officers of Cardtronics Delaware immediately prior to the Merger. Additionally, the consolidated business, assets and operations of Cardtronics plc will be substantially the same as those of Cardtronics Delaware immediately prior to the Merger.

Under the Merger Agreement, Cardtronics MergeCo will merge with and into Cardtronics Delaware, with Cardtronics Delaware surviving the Merger as an indirect, wholly-owned subsidiary of Cardtronics plc. If stockholders approve the adoption of the Merger Agreement, we expect that the Merger will become effective shortly after such approval. We currently anticipate that the Merger will become effective early in the third quarter of 2016, although we may postpone or abandon the Merger at any time prior to its completion, including after obtaining stockholder approval.

**The Parties to the Merger**

The parties to the Merger described in this proxy statement/prospectus are related Cardtronics entities Cardtronics Delaware and its newly-formed subsidiaries Cardtronics plc, Cardtronics MergeCo and Cardtronics HoldCo.

Cardtronics Delaware provides convenient automated consumer financial services through its network of ATMs and multi-function financial services kiosks. As of March 31, 2016, we were the world's largest retail ATM owner, providing services to approximately 195,000 devices throughout the U.S. (including the U.S. territory of Puerto Rico), U.K., Germany, Poland, Canada and Mexico. Originally organized in 1993 as a Texas corporation under the name Cardpro, Inc., Cardtronics Delaware is a successor to the automated consumer financial services business operated since 1993.

Cardtronics MergeCo is a newly formed Delaware limited liability company and currently is a wholly-owned subsidiary of Cardtronics HoldCo, which is a newly formed Delaware limited liability company and currently a wholly-owned subsidiary of Cardtronics Delaware. Neither Cardtronics MergeCo nor Cardtronics HoldCo has a significant amount of assets or liabilities and neither has engaged in any business since its formation other than activities associated with its anticipated participation in the Merger.

The principal executive offices of Cardtronics Delaware, Cardtronics HoldCo and Cardtronics MergeCo in the U.S. are currently located at 3250 Briarpark Drive, Suite 400, Houston, Texas 77042, and the telephone number of each company is (832) 308-4000.



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Cardtronics plc was formed as an English private limited company named "Cardtronics Group Limited" and is currently a wholly-owned subsidiary of Cardtronics Delaware. Prior to the Merger, Cardtronics plc will re-register as an English public limited company named "Cardtronics plc" or a similar name. Cardtronics plc has minimal assets and liabilities and has not engaged in any business since its formation other than activities associated with its anticipated participation in the Merger.

The principal executive offices of Cardtronics plc are currently located at Building 4, 1st Floor Trident Place, Mosquito Way, Hatfield, Hertfordshire, AL10 9UL, and the telephone number is +44 01707 248781.

**Background and Reasons for the Merger**

Our business has been expanding globally for a number of years, and we have invested significant amounts of capital in our non-U.S. operations. Our Europe segment (including our operations in the U.K., Germany and Poland) is a substantial portion of our overall business. Our strategy is to leverage the operational expertise, electronic funds transfer transaction processing platform, and scale advantages we have built in our two largest markets, the U.S. and U.K., to continue to expand in those markets as well as to drive expansion into new international markets in order to enhance our position as a leading provider of automated consumer financial services. We believe that changing the place of incorporation of our parent company from Delaware to the U.K. will help achieve these goals.

We believe that the Merger is in the best interests of Cardtronics Delaware and our stockholders based on the following anticipated benefits.

Our parent company will be established in a country where we already have substantial operations and growth opportunities, which will facilitate our global growth strategy and enhance our ability to build long-term stockholder value.

Our efforts to position ourselves to reach more global financial institutions and retailers and fortify our position as the leading global ATM owner/operator will be enhanced.

Our visibility among potential U.K. and other European institutional investors will be elevated.

We expect to have a more efficient operating and financing structure to support our global expansion.

We expect to be more effective in competing for acquisitions on a global scale, which has been a key component of our growth strategy, and we expect a reduction in certain tax disadvantages we face when pursuing acquisitions.

Our future earnings and cash flows could more efficiently fund international expansion.

The U.K. has (i) a territorial (versus worldwide) taxation regime and (ii) an extensive treaty network.

We will benefit from the global reputation of the U.K. as a leading global financial center and Europe's transactional hub known for its financial sophistication and political stability.

The U.K. has a stable and well-developed legal system that we believe encourages high standards of corporate governance and provides stockholders with substantial rights. Generally, the rights of a stockholder of an English company are substantially similar to, and in some cases more favorable to stockholders than, the rights of a stockholder of a Delaware corporation. Further, the U.K. is an English-speaking common law jurisdiction, which we believe makes its legal system less prescriptive and more flexible than those of civil law jurisdictions and also more familiar to Cardtronics Delaware and its stockholders.



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In approving the adoption of the Merger Agreement and the Merger, our Board was cognizant of and considered a variety of negative or potentially negative factors, including the incurrence of costs in connection with the Merger, the expected benefits of the reorganization not being realized because of changes in operations, laws, etc., adverse tax consequences to stockholders and/or us, the possibility of an IRS challenge to the intended U.S. federal tax consequences of the Merger and the post-Merger structure, changes in the rights of stockholders of an English company compared to stockholders of a Delaware company, the Anti-Inversion Regulations and Debt Regulations, and potential changes in U.S. federal tax laws (with potential retroactive affect).

In the course of its review of the Merger and its attendant risks, our Board engaged in extensive discussions with management and external advisors to evaluate the potentially negative consequences of the Merger and potential impact of the Anti-Inversion Regulations and Debt Regulations. After completing its review of the expected benefits and potential risks, our Board determined that the Merger was in the best interests of Cardtronics Delaware and our stockholders as the expected benefits of the Merger outweighed the risks thereof. Please see "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors" for further discussion of the negative and potentially negative factors discussed above and for a discussion of factors that could prevent us from achieving the benefits described above that we anticipate from completion of the Merger.

**The Merger**

The primary steps that have been taken to date, and that will be taken, to complete the Merger are

Cardtronics plc was formed as an English private limited company with Cardtronics Delaware as its sole stockholder, which will hold one subscriber share and 49,999 Class B ordinary shares of Cardtronics plc, each with a nominal value of £1.00, and, prior to the Merger, Cardtronics plc will re-register as a public company with the U.K Companies House.

Cardtronics HoldCo was formed.

Cardtronics MergeCo was formed.

Prior to the time the stockholders approve the adoption of the Merger Agreement, Cardtronics plc will re-register as a public limited company and change its name to "Cardtronics plc" or a similar name.

Conditional upon stockholder approval of the adoption of the Merger Agreement and satisfaction or waiver of other conditions set forth in the Merger Agreement, such as receipt of lender consents or waivers under, or amendments to, Cardtronics Delaware's revolving credit facility, Cardtronics MergeCo and Cardtronics Delaware will merge (with Cardtronics Delaware surviving the Merger) and Cardtronics HoldCo will direct, and Cardtronics plc will issue, Ordinary Shares of Cardtronics plc to the Cardtronics Delaware stockholders pursuant to the Merger.

When the Merger becomes effective:

- each share of Cardtronics Delaware common stock (other than treasury shares and shares held by Cardtronics Delaware's subsidiaries) will be converted by operation of law into and become the right to receive one Ordinary Share of Cardtronics plc, which will result in each holder of Cardtronics Delaware common stock receiving one Ordinary Share of Cardtronics plc for each share of Cardtronics Delaware common stock held immediately prior to the Merger;

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- the issued membership interests of Cardtronics MergeCo will be converted by operation of law into one share of Cardtronics Delaware (as the surviving corporation), which will be held by an indirect, wholly-owned subsidiary of Cardtronics plc;
- all shares of Cardtronics Delaware common stock held in treasury and shares held by Cardtronics Delaware's subsidiaries immediately prior to the Merger will automatically be cancelled and retired and will cease to exist, without consideration being delivered for such cancellation; the subscriber share and all Class B ordinary shares of Cardtronics plc automatically lose their voting rights and the New Articles will provide for the cancellation of their dividend rights and limit liquidation rights to nominal value; we intend to cancel the subscriber share and all Class B ordinary shares of Cardtronics plc as part of the court approved capital reduction; and
- each outstanding stock option, share of restricted stock, award of restricted stock or restricted stock unit or other equity-based award issued under our equity incentive plans for the purchase or receipt of, or benefits or amounts based on (or by reference to), shares of Cardtronics Delaware common stock will represent the right to purchase or receive, or receive benefits or amounts based on (or by reference to), as applicable, the same number of Ordinary Shares of Cardtronics plc on the same terms.

The Merger Agreement may be amended, modified or supplemented at any time by the parties thereto before or after it is adopted by the Cardtronics Delaware stockholders. However, after adoption by the stockholders, no amendment, modification or supplement may be made or effected that requires further approval by Cardtronics Delaware stockholders without obtaining that approval. Further, our Board may postpone or abandon the Merger at any time, including after stockholder approval.

**Ownership in Cardtronics plc; Conversion of Shares**

The conversion of Cardtronics Delaware common stock into the right to receive the Merger consideration will occur automatically at the effective time of the Merger. All Ordinary Shares of Cardtronics plc delivered in connection with the Merger will initially be delivered through the facilities of DTC. If you hold your shares of Cardtronics Delaware common stock in "street name" through a broker within the facilities of DTC, your ownership of new Ordinary Shares of Cardtronics plc will be recorded in book-entry form by your broker without the need for any additional action on your part.

If you hold certificates representing shares of Cardtronics Delaware common stock or if you otherwise hold shares of Cardtronics Delaware common stock as record holder, your Ordinary Shares of Cardtronics plc initially will be delivered to a custodian and held in its account at DTC. As soon as reasonably practicable after the effective time of the Merger, our exchange agent will deliver to you a letter of transmittal, which will contain instructions as to how you may: (i) register your new Ordinary Shares of Cardtronics plc directly in your own name or that of your designee and have a new share certificate or certificates issued to you; (ii) if you are a U.S. stockholder, have your new Ordinary Shares of Cardtronics plc held in the custodian's account at DTC in book-entry form (at which time you must agree to the custodian's terms and conditions that will govern the custody account); or (iii) transfer your new Ordinary Shares of Cardtronics plc to the DTC account of your broker. The letter of transmittal will also specify that delivery shall be effected, and risk of loss and title to Cardtronics Delaware share certificates shall pass, only upon actual and proper delivery of the certificates to the exchange agent, as applicable. Only those certificated holders of Cardtronics Delaware common stock who properly surrender their certificates in accordance with the instructions contained in the letter of transmittal will receive Ordinary Shares of Cardtronics plc and cash in lieu of any fractional interests. **YOU SHOULD NOT RETURN SHARE CERTIFICATES WITH THE ENCLOSED PROXY CARD.**

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If a certificate for Cardtronics Delaware common stock has been lost, stolen or destroyed, the exchange agent will issue the Merger consideration properly deliverable under the Merger Agreement upon compliance by the applicable stockholder with the replacement requirements established by the exchange agent. After the effective time, each certificate representing shares of Cardtronics Delaware common stock that has not been surrendered will represent only the right to receive upon surrender of that certificate, the Ordinary Shares of Cardtronics plc to which such holder is entitled. Following completion of the Merger, Cardtronics Delaware will not register any transfers of Cardtronics Delaware common stock that were outstanding on its stock transfer books prior to the Merger.

Until holders of certificates representing shares of Cardtronics Delaware common stock have surrendered their certificates to the exchange agent for exchange or, in the case of book-entry shares for registered holders, adhered to the procedures set forth in the letter of transmittal, those holders will not be able to vote or transfer their shares or receive dividends or distributions with a record date after the effective time of the Merger, but instead such dividends or distributions will be accrued by the custodian for the benefit of the holder of such share certificate or, in the case of book-entry shares, the registered holder.

Any Ordinary Shares of Cardtronics plc (and any cash dividend or other distribution that a former holder of shares of Cardtronics Delaware common stock has the right to receive) issued to the custodian that remain undelivered to the former holders of shares of Cardtronics Delaware common stock as of the first anniversary of the effective time of the Merger will be delivered to Cardtronics HoldCo's designee, together with all entitlements (including dividend entitlements) arising therefrom, upon demand, and Cardtronics HoldCo or its designee will thereafter continue to hold such shares and entitlements, as nominee for, and on behalf of, the former holders of shares of Cardtronics Delaware, on substantially similar terms as the custodian, pending formal delivery of legal title thereto, but subject to applicable abandoned property, escheat or similar laws. Any such Ordinary Shares of Cardtronics plc that remain undelivered as of the second anniversary of the effective time of the Merger (or immediately prior to an earlier date on which the Ordinary Shares of Cardtronics plc would otherwise become the property of any governmental entity), any cash, share dividends and distributions otherwise payable in respect of the Ordinary Shares of Cardtronics plc will become the property of Cardtronics HoldCo to the extent permitted by applicable law.

If you elect to register your new Ordinary Shares of Cardtronics plc directly in your own name or that of your designee, you should particularly note that subsequent transfers of Ordinary Shares of Cardtronics plc may be subject to SDRT under U.K. law. Please see "Material U.K. Tax Consequences Material U.K. Tax Consequences to Stockholders U.K. Stamp Duty and Stamp Duty Reserve Tax." As a result, persons holding certificates representing shares of Cardtronics Delaware common stock or who are a registered holder of Cardtronics Delaware shares are strongly encouraged to deposit and maintain their holdings within the facilities of DTC going forward.

**Dividends and Distributions**

Cardtronics Delaware has not historically paid dividends and has no current plans for future dividend payments. The declaration and amount of all future dividends, if any, will be at the discretion of our Board and will depend upon many factors, including our availability of distributable reserves, financial condition, results of operations, cash flows, prospects, industry conditions, capital requirements of our business, covenants associated with certain debt obligations, legal requirements, regulatory constraints, industry practice and other factors our Board deems relevant. Future agreements may also limit our ability to pay dividends, and we may incur incremental taxes in the U.S. if we are required to repatriate foreign earnings to pay such dividends. If we elect to pay dividends in the future, such dividends may be suspended by our Board without advance notice. There can be no assurance that we will pay any dividends in the future.

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**Possible Postponement or Abandonment**

Pursuant to the Merger Agreement, our Board may exercise its discretion to terminate the Merger Agreement, and therefore abandon the Merger, at any time, including after stockholder approval. Please see "Risk Factors Our Board may choose to postpone or abandon the Merger at any time."

**Credit Facility**

The credit agreement governing our \$375 million revolving credit facility requires that we obtain consent for the Merger from our lenders under the credit agreement. As set forth in the Merger Agreement, it is a condition to the completion of the Merger that we either obtain consents or waivers from our lenders or otherwise amend certain provisions of the credit facility. We are seeking the necessary consents, waivers or amendments from our lenders. However, if we are unsuccessful we may not be able to complete the Merger.

**Indentures**

In connection with the Merger, Cardtronics Delaware expects to enter into supplemental indentures to the indentures governing our notes, pursuant to which, among other things, Cardtronics plc and/or certain of its subsidiaries will guarantee the obligations of Cardtronics Delaware under certain of the notes. The Merger will also constitute a share exchange event under the indenture for our 1.00% convertible senior notes due 2020.

**Interests of Directors and Executive Officers in the Merger; Additional Agreements**

The "Comparison of Rights of Stockholders Indemnification of Directors and Officers" section of this proxy statement/prospectus describes the position under English law in relation to director and officer liability and indemnification. We expect to enter into indemnity agreements and/or deeds of indemnity between Cardtronics plc and our directors, officers and employees (including directors, officers and employees of subsidiaries and other affiliates). These indemnification agreements and/or deeds of indemnity will require that Cardtronics plc indemnify and hold harmless such persons, to the fullest extent permitted by applicable law, against all losses suffered or incurred by them which arise in connection with their appointment as a director or officer, as applicable, an act done in connection with their performance of their functions as a director or officer or an official investigation ordered into the affairs of the company of which they are serving as a director or officer at the request of the indemnifying company. We also expect to enter into indemnity agreements between Cardtronics Delaware and our directors and officers, which will remain in place following the Merger, and Cardtronics Delaware's bylaws currently provide similar indemnification rights to such persons and will remain in place. However, the U.K. Companies Act prohibits an English company from indemnifying directors and certain officers in particular circumstances, which are set out in the relevant indemnity agreements and generally summarized in the "Comparison of Rights of Stockholders Indemnification of Directors and Officers."

We do not believe that any of our directors or executive officers have interests in the Merger that are different from the interests of our stockholders generally. However, the Merger may constitute a change in control for purposes of Cardtronics Delaware's equity incentive plans and related agreements. While no change in control payments or additional compensation will be payable to our directors or executive officers as a result of the completion of the Merger itself, we may elect to seek waivers with respect to change in control provisions under the equity incentive plans and related agreements. In addition, we have or will, to the extent permitted, take any necessary or advisable steps to ensure that the equity incentive plans and certain other plans and agreements provide that any outstanding equity award is converted into rights to (or benefits or amounts based on or by reference

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to) Ordinary Shares of Cardtronics plc on an equivalent one-to-one basis as of the effective time of the Merger. Please see below "Stock Compensation and Benefit Plans and Programs."

**Conditions to Completion of the Merger**

The Merger will not be completed unless the following conditions, among others, are satisfied or, if allowed by law or the Merger Agreement, waived:

the Merger Agreement will have been adopted by the requisite vote of Cardtronics Delaware stockholders;

Cardtronics plc will have re-registered as a public limited company;

the registration statement of which this proxy statement/prospectus is a part shall have become effective under the Securities Act, and no stop order with respect thereto shall be in effect;

Cardtronics Delaware will have received lender consents or waivers under, and/or amended, its revolving credit facility and other material credit and debt arrangements;

the Ordinary Shares of Cardtronics plc to be issued pursuant to the Merger will have been authorized for listing on NASDAQ, subject to official notice of issuance and satisfaction of other standard conditions;

Baker & McKenzie LLP, legal and tax counsel to Cardtronics Delaware and Cardtronics plc, shall have delivered a tax opinion, as of the effective date of the Merger to Cardtronics plc, in form and substance acceptable to Cardtronics plc;

no decree, order or injunction will have been in effect with respect to the SEC registration statement of which this proxy statement/prospectus is a part;

no law or order prohibiting or pending lawsuit seeking to prohibit the Merger will have been issued or filed by any competent U.S., European Union or U.K. governmental entity, subject to certain exceptions described in this proxy statement/prospectus;

all material consents and authorizations of, filings or registrations with, and notices to, any governmental or regulatory authority required of Cardtronics Delaware, Cardtronics plc or their subsidiaries to consummate the Merger will have been obtained or made; and

the Ordinary Shares of Cardtronics plc shall have been deemed eligible for deposit, book-entry and clearance services by DTC and its affiliates, including our receipt of such rulings from HMRC and other documentation as DTC may require.

The completion of the Merger is not dependent on the approval of the Mandatory Offer Provisions described in Proposal 2 or the approval of the adjournment proposal described in Proposal 3.

Our Board does not intend to waive (where capable of waiver) any of these or any other conditions unless it determines that the Merger is in the best interest of Cardtronics or our stockholders despite the condition(s) not being satisfied in whole or in part. Notwithstanding the foregoing, our Board reserves the right to postpone or abandon the Merger at any time, including after stockholder approval, including for the reasons described under "Risk Factors." Our Board may choose to postpone or abandon the Merger at any time."

In addition, the expected timing for the completion of the Merger may be impacted by other conditions described in this proxy statement/prospectus.



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**Stock Compensation and Benefit Plans and Programs**

We have a variety of equity incentive plans, compensation plans and other plans, agreements, awards and arrangements outstanding that provide for options, awards of restricted stock or restricted stock units or other rights to purchase, acquire or receive shares of Cardtronics Delaware (or the right to receive benefits or amounts by reference to those shares). We refer to these plans, agreements, awards and arrangements as our "Equity Incentive Plans."

As part of the Merger, Cardtronics plc will assume and adopt Cardtronics Delaware's rights and obligations under the 2007 Plan as of the effective time of the Merger, for purposes of Cardtronics plc granting new equity awards after the effective time of the Merger, and any other plans so authorized by our Board. Cardtronics plc will also assume all outstanding awards granted under the 2007 Plan and the 2001 Plan, unless otherwise determined by our Board or the board of directors of Cardtronics plc. Ordinary Shares of Cardtronics plc, rights to Ordinary Shares of Cardtronics plc or benefits or amounts based on Ordinary Shares of Cardtronics plc will thereafter be granted or issued under each equity plan instead of shares of Cardtronics Delaware common stock currently being granted or issued under such plans. Future awards would be subject to and governed by the terms of our Equity Incentive Plans, as assumed by Cardtronics plc if applicable, and any agreements entered into pursuant thereto.

The Equity Incentive Plans have been and/or will be amended or modified (i) to facilitate (as applicable) the assumption and adoption by Cardtronics plc of the applicable Equity Incentive Plans and the various rights, duties or obligations thereunder, (ii) to the extent required to reflect the issuance of rights over Ordinary Shares of Cardtronics plc (rather than rights over Cardtronics Delaware shares), (iii) to provide for the appropriate substitution of Cardtronics plc in place of Cardtronics Delaware where applicable and (iv) to comply, or facilitate compliance, with applicable English or U.S. corporate, regulatory or tax law requirements. Stockholder approval of the adoption of the Merger Agreement will also constitute stockholder approval of the adoption and assumption of the relevant Equity Incentive Plans by Cardtronics plc as contemplated by this proxy statement/prospectus and the Merger Agreement and any other amendments or modifications. Equity Incentive Plans that provide benefits to employees and directors of Cardtronics Delaware and its subsidiaries will, if applicable, upon being assumed by Cardtronics plc, continue to provide benefits to such employees or directors consistent with the current manner, subject to the limitations set forth in the relevant plan, as such plan may be amended from time to time. To the extent that awards of restricted stock, restricted stock units or similar restricted share rights are granted following the effective time of the Merger, the holder may be obligated to pay the nominal or par value to receive the Ordinary Shares of Cardtronics plc due to English company law requirements unless such Ordinary Shares of Cardtronics plc were previously issued and the nominal value was previously paid.

At the effective time of the Merger, all outstanding options to purchase shares of Cardtronics Delaware common stock granted or issued prior to the effective time of the Merger, all outstanding shares of restricted stock or restricted stock units of Cardtronics Delaware and other equity-based awards awarded under our Equity Incentive Plans will entitle the holder to purchase or receive, or receive benefits or amounts based on (or by reference to), as applicable, an equal number of Ordinary Shares of Cardtronics plc. All of such stock options, restricted stock, restricted stock units and other equity-based awards will be subject to the same terms and conditions as were applicable to such awards granted or issued by Cardtronics Delaware immediately prior to the effective time of the Merger (other than as necessary or advisable to reflect the conversion of the underlying shares of Cardtronics Delaware common stock and/or to comply or facilitate compliance with applicable English or U.S. corporate, securities, regulatory, or tax law requirements) and, with respect to stock options, for the same exercise price.

Holders of outstanding nonqualified options, awards of restricted stock, restricted stock units or other equity-based awards, and, potentially, beneficial owners of Cardtronics Delaware shares acquired

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under certain other plans, other than U.S. taxpayers who perform all of their services within the U.S., may be subject to tax as a result of the conversion of the underlying shares of Cardtronics Delaware common stock to Ordinary Shares of Cardtronics plc, depending on the country where the holders are citizens or tax residents or the country where they resided during the life of such equity awards of Cardtronics Delaware. Tax withholding and/or reporting may be required by Cardtronics plc or one of its affiliates and/or the holder of the applicable equity award, and certain employer social insurance contributions or other taxes may be due as a result of the conversion of the equity awards from Cardtronics Delaware awards to Cardtronics plc awards. Depending on the country where the holders are citizens or residents or the country where they resided during the life of the Cardtronics Delaware awards, it is also possible that the conversion of equity awards will trigger certain regulatory filings or notices to employees.

**Effective Time of the Merger**

If the proposal to adopt the Merger Agreement is approved by our stockholders at the Special Meeting, and subject to satisfaction or, if applicable, waiver of all other conditions in the Merger Agreement, we anticipate that the Merger will become effective as soon as practicable following stockholder approval. We currently anticipate that the Merger will become effective early in the third quarter of 2016, although we may postpone or abandon the Merger at any time prior to its completion, including after obtaining stockholder approval.

**Management of Cardtronics plc**

In connection with the Merger, the directors and executive officers of Cardtronics Delaware will be appointed as the directors and executive officers of Cardtronics plc, and the directors within each class of directors as currently in effect with respect to Cardtronics Delaware will be directors of the corresponding class of directors with respect to Cardtronics plc. If the Merger is effected, the members of the Cardtronics plc board of directors will serve until the earlier of the next meeting of stockholders at which an election of their respective class of directors is required or until their successors are elected or earlier death, resignation, retirement or removal, and the executive officers will serve until their successors are appointed or their earlier death, resignation, retirement or removal.

**Regulatory Approvals**

The only governmental or regulatory approvals or actions that are required to complete the Merger are compliance with U.S. federal and state securities laws, NASDAQ rules and regulations, U.K. securities laws and Delaware and English company law (including the filing with the Secretary of State of the State of Delaware of a certificate of merger).

**Appraisal Rights**

Under the DGCL, you will not have appraisal rights in connection with the Merger because, among other reasons, the Ordinary Shares of Cardtronics plc you have a right to receive in the Merger will be listed and traded on NASDAQ.

**Comparison of Rights of Stockholders**

There are numerous differences between the rights of a stockholder of Cardtronics Delaware, a Delaware corporation, and the rights of a stockholder of Cardtronics plc, a company incorporated under English law. The characteristics of and the differences between Cardtronics Delaware common stock and the Ordinary Shares of Cardtronics plc are summarized under "Description of Ordinary Shares of Cardtronics plc" and "Comparison of Rights of Stockholders."

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**Stock Exchange Listing**

Cardtronics Delaware common stock is currently listed and traded on NASDAQ under the symbol "CATM." There is currently no established public trading market for the Ordinary Shares of Cardtronics plc. However, it is a condition to the completion of the Merger that the Ordinary Shares of Cardtronics plc will be authorized for listing on NASDAQ, subject to official notice of issuance and satisfaction of other standard conditions. As such, we anticipate that, as of the effective time of the Merger, the Ordinary Shares of Cardtronics plc will be authorized for listing on NASDAQ and we expect such Ordinary Shares of Cardtronics plc will be listed and traded on NASDAQ under the symbol "CATM."

**Capital Reduction**

Under English law, Cardtronics plc will only be able to declare future dividends, make distributions or repurchase shares out of "distributable reserves" on its statutory balance sheet. Immediately after the Merger, Cardtronics plc will not have any distributable reserves. However, the Merger will give rise to a merger reserve on the balance sheet of Cardtronics plc in an amount equal to the difference between the nominal value of the Ordinary Shares and the fair market value of the Cardtronics Delaware common stock acquired pursuant to the Merger. While we have no current plans for future dividend payments or stock repurchases, in order to create distributable reserves Cardtronics plc intends to capitalize the merger reserve which would enable these actions in the future, if deemed in the interest of our stockholders. To effect the distributable reserves, we intend to undertake a customary court-approved capital reduction procedure in the U.K. post-redomiciliation which would enable future stock repurchases or the payment of dividends if and when determined by the Cardtronics plc board of directors. The foregoing process is separate from the Merger.

We expect that the current stockholder of Cardtronics plc (which will be Cardtronics Delaware) will pass a special resolution to approve the proposed reduction of capital of Cardtronics plc prior and subject to completion of the Merger.

**Accounting Treatment of the Merger**

Historical cost basis accounting, rather than acquisition method accounting, will be applied to the Merger. Given that, for accounting purposes, there will be no change in control and Cardtronics Delaware's stockholders will be in the same economic position immediately before and after the Merger, and because the Merger will be accounted for as an internal reorganization of entities under common control, there will be no revaluation of Cardtronics Delaware's assets and liabilities.

**Effect of the Merger on Potential Future Status as a Foreign Private Issuer**

We do not believe that, after the Merger, Cardtronics plc will be classified as a "foreign private issuer" within the meaning of the rules promulgated by the SEC under the Exchange Act. The definition of a "foreign private issuer" has two tests – one based on the percentage of shares held by U.S. residents and the other on its business contacts with the U.S. An organization incorporated under the laws of a foreign country will qualify as a foreign private issuer if one of the tests in the definition is met as of the last business day of its most recently completed second fiscal quarter.

The stockholder test will be met if 50% or less of the outstanding voting securities of a non-U.S. domiciled organization is held by U.S. residents. Because we understand that more than 50% of our outstanding voting securities are held and will continue to be held upon completion of the Merger by U.S. residents, we currently anticipate that Cardtronics plc will not meet the stockholder test upon completion of the Merger.

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If more than 50% of a non-U.S. company's voting securities are held by U.S. residents, the determination of foreign private issuer status will depend upon the business contacts the issuer has with the U.S. The business contacts test will not be met if any one of the following are true with respect to a non-U.S. domiciled organization: (i) the majority of its executive officers or directors are U.S. citizens or residents; (ii) 50% or more of its assets are located in the U.S.; or (iii) its business is administered principally in the U.S. We currently anticipate that Cardtronics plc will not meet the business contacts test upon the completion of the Merger.

We do not expect to qualify as a foreign private issuer in the foreseeable future. However, if Cardtronics plc satisfies either the stockholder test or the business contacts test at some time in the future and qualifies as a foreign private issuer, it would be exempt from certain requirements applicable to U.S. public companies, including, among others:

the rules requiring the filing of Quarterly Reports on Form 10-Q and Current Reports on Form 8-K with the SEC;

the SEC's rules regulating proxy solicitations;

the provisions of Regulation FD;

the filing of reports of beneficial ownership under Section 16 of the Exchange Act (although beneficial ownership reports may be required under Section 13 of the Exchange Act); and

"short-swing" trading liability imposed on insiders who purchase and sell securities within a six-month period.

## MATERIAL TAX CONSIDERATIONS

The information presented under the caption "Material U.S. Federal Income Tax Consequences" below is a discussion of the material U.S. federal income tax consequences (i) of the Merger to Cardtronics and (ii) to U.S. holders and non-U.S. holders (each as defined below) of (a) exchanging shares of Cardtronics Delaware common stock for Ordinary Shares of Cardtronics plc in the Merger and (b) owning and disposing of Ordinary Shares of Cardtronics plc received in the Merger. The information presented under the caption "Material U.K. Tax Consequences" is a discussion of the material U.K. tax consequences of the Merger (i) to stockholders of Cardtronics Delaware and (ii) to Cardtronics plc, in each case, relating to and after the Merger.

You should consult with your tax advisor regarding the applicable tax consequences of both the Merger and of ownership and disposition of the Ordinary Shares of Cardtronics plc under the laws of the U.S. (federal, state and local), the U.K. and any other applicable jurisdiction.

### Material U.S. Federal Income Tax Consequences

#### *Scope of Discussion*

Subject to the limitations and qualifications described herein, the following discussion constitutes the opinion of our U.S. tax counsel, Baker & McKenzie LLP, as to the material U.S. federal income tax consequences (i) of the Merger to Cardtronics and (ii) to U.S. holders and non-U.S. holders of (a) exchanging shares of Cardtronics Delaware common stock for Ordinary Shares of Cardtronics plc in the Merger and (b) owning and disposing of Ordinary Shares of Cardtronics plc received in the Merger. This discussion does not address any alternative minimum tax consequences, any aspects of U.S. taxation other than U.S. federal income taxation (including any non-U.S., state, local, estate or gift taxation or the Medicare contribution tax on certain net investment income), is not a complete analysis or listing of all of the possible tax consequences of the Merger or of holding and disposing of Ordinary Shares of Cardtronics plc and does not address all tax considerations that may be relevant to you. Special rules that are not discussed in the descriptions below may also apply to you. In particular, this

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discussion solely addresses stockholders that hold their Cardtronics Delaware common stock, and will hold their Ordinary Shares of Cardtronics plc, as capital assets and, except as otherwise indicated below, does not address the tax treatment of special classes of holders, such as:

a bank, thrift or other financial institution;

a tax-exempt entity (including a private foundation, an "individual retirement account" or a Roth IRA);

an underwriter or insurance company;

a grantor trust;

a person holding shares as part of a "straddle," "hedge," "wash sale," "integrated transaction" or "conversion transaction";

a person holding shares through a partnership or other pass-through entity;

a U.S. expatriate within the meaning of Sections 877 or 877A of the Code;

a broker-dealer or trader in securities, commodities or currencies;

a U.S. person whose "functional currency" is not the U.S. dollar;

a regulated investment company;

a real estate investment trust;

a trader in securities that has elected the mark-to-market method of accounting for its securities;

a person who received Cardtronics Delaware common stock through the exercise of employee stock options or otherwise as compensation or through a tax qualified retirement plan;

a non-corporate holder of Ordinary Shares of Cardtronics plc who, because of limitations under the U.S. securities laws or other legal limitations, is not free to dispose of those shares without restriction; or

a person that owns (directly or through attribution) 10% or more, determined by voting power or value, of Cardtronics Delaware common stock or Ordinary Shares of Cardtronics plc.

This discussion is based on the Code, the Treasury Regulations, judicial decisions, published rulings, administrative pronouncements and income tax treaties to which the U.S. is a party, each as in effect on the date of this proxy statement/prospectus. All of the foregoing are subject to change, which change could apply with retroactive effect and could affect the tax consequences described in this proxy statement/prospectus. There can be no assurance that the IRS will not disagree with, or will not successfully challenge, any of the conclusions reached and described in

this discussion.

For purposes of this discussion, a "U.S. holder" is any beneficial owner of Cardtronics Delaware common stock or, after the completion of the Merger, Ordinary Shares of Cardtronics plc, that for U.S. federal income tax purposes is:

an individual citizen or resident alien of the U.S.;

a corporation or other entity taxable as a corporation created or organized in or under the laws of the U.S. or any state thereof or the District of Columbia;

an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust, if such trust has validly elected to be treated as a U.S. person for U.S. federal income tax purposes or if (i) a U.S. court can exercise primary supervision over its administration and (ii) one or more U.S. persons have authority to control all of the substantial decisions of the trust.

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A "non-U.S. holder" is a beneficial owner of Cardtronics Delaware common stock or, after the completion of the Merger, Ordinary Shares of Cardtronics plc, other than a U.S. holder or an entity or arrangement treated as a partnership for U.S. federal income tax purposes (which we refer to as a "Partnership"). If a Partnership is a beneficial owner of Cardtronics Delaware common stock or Ordinary Shares of Cardtronics plc, the tax treatment of a partner in that Partnership will generally depend on the status of the partner and the activities of the Partnership. Holders of Cardtronics Delaware common stock or Ordinary Shares of Cardtronics plc that are Partnerships or partners in such Partnerships should consult their tax advisors regarding the U.S. federal income tax consequences to them of the Merger and the ownership and disposition of Ordinary Shares of Cardtronics plc. For purposes of this tax discussion, "holder" or "stockholder" means either a U.S. holder or a non-U.S. holder or both, as the context may require.

For U.S. federal income tax purposes, the conversion of each outstanding share of Cardtronics Delaware common stock into the right to receive one Ordinary Share of Cardtronics plc pursuant to the Merger will generally be treated as an exchange of such share for an Ordinary Share of Cardtronics plc. Therefore, the U.S. federal income tax discussion contained herein refers to an "exchange" rather than a "conversion" in describing the U.S. federal income tax consequences of the Merger.

***Material U.S. Federal Income Tax Consequences of the Merger to Cardtronics***

*Tax Residence of Cardtronics plc for U.S. Federal Income Tax Purposes*

Cardtronics plc, which will be a U.K. public limited company at the time of the Merger, will be classified as a foreign corporation (and therefore a non-U.S. tax resident) under the general U.S. federal tax residency rules. However, Section 7874 of the Code contains rules that can cause a non-U.S. corporation to be treated as a U.S. corporation for U.S. federal income tax purposes. The application of these rules, as described below, is complex, and there is only limited guidance regarding their application.

Under Section 7874 of the Code, a corporation created or organized outside the U.S. (*i.e.*, a foreign corporation) will be treated as a U.S. corporation for U.S. federal income tax purposes (and therefore, a U.S. tax resident and subject to U.S. federal income tax on its worldwide income) when, in relevant part, (i) the foreign corporation directly or indirectly acquires substantially all of the assets held directly or indirectly by a U.S. corporation (the "acquired U.S. corporation"), (ii) after the acquisition, the stockholders of the acquired U.S. corporation hold at least 80% of the vote or value of the shares of the foreign acquiring corporation by reason of holding stock in the acquired U.S. corporation, and (iii) after the acquisition, the foreign acquiring corporation's "expanded affiliated group" does not have substantial business activities in the foreign corporation's country of organization or incorporation (relative to its expanded affiliated group's worldwide activities). For purposes of Section 7874 of the Code, "expanded affiliated group" means the foreign corporation and all subsidiaries in which the foreign corporation, directly or indirectly, owns more than 50% of the stock by vote and value. Pursuant to and upon completion of the Merger, (i) Cardtronics plc will indirectly acquire all of the assets of Cardtronics Delaware and (ii) the former stockholders of Cardtronics Delaware will acquire, as a result of the Merger, 100% of the value of Cardtronics plc by reason of holding shares of Cardtronics Delaware common stock. Therefore, Cardtronics plc will be treated as a U.S. corporation for U.S. federal income tax purposes (pursuant to Section 7874 of the Code) unless the Cardtronics plc expanded affiliated group is treated as having substantial business activities in the U.K.

Treasury Regulation Section 1.7874-3 provides that an expanded affiliated group will be treated as having substantial business activities in the relevant foreign country when compared to its total business activities if, in general, it satisfies the SBA Test (*i.e.*, at least 25% of the expanded affiliated group's

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employees (by headcount and compensation), asset value and gross income are based, located and derived, respectively, in the relevant foreign country). Specifically: (i) the number of "group employees" based in the relevant foreign country must be at least 25% of the total number of group employees on either the acquisition date or the last day of the month immediately preceding the month that includes the acquisition date (the "Alternate Testing Date"); (ii) the employee compensation incurred with respect to group employees based in the relevant foreign country must be at least 25% of the total employee compensation incurred with respect to all group employees during the one-year period ending on either the acquisition date or the Alternate Testing Date; (iii) the value of the "group assets" located in the relevant foreign country must be at least 25% of the total value of all group assets on either the acquisition date or the Alternate Testing Date; and (iv) the "group income" derived in the relevant foreign country must be at least 25% of the total group income during the one-year period ending on either the acquisition date or the Alternate Testing Date.

In general, a substantial and growing part of our operations are in the U.K. If, as expected, the Cardtronics plc expanded affiliated group has substantial U.K. business activities through the dates described herein, then the Cardtronics plc expanded affiliated group will satisfy the SBA Test, and, therefore, Cardtronics plc will not be treated as a U.S. corporation for U.S. federal income tax purposes under Section 7874 of the Code.

As discussed above, satisfaction of the SBA Test is generally determined based upon information through the day the merger is effected (or alternatively through the Alternate Testing Date), and there could be adverse changes to the relevant facts and circumstances between the date of this proxy statement/prospectus and such testing date. In addition, there have been legislative and administrative proposals to expand the scope of Section 7874 of the Code. Thus, Cardtronics plc's ability to satisfy the SBA Test or otherwise avoid status as a U.S. corporation for U.S. federal income tax purposes could be affected by changes in law under Section 7874 of the Code, the Treasury Regulations promulgated thereunder or otherwise. If it were determined that Cardtronics plc should be taxed as a U.S. corporation for U.S. federal income tax purposes, Cardtronics plc could be liable for substantial additional U.S. federal income tax. Moreover, the U.S. federal tax treatment to the stockholders of the Merger and of owning and disposing of the Ordinary Shares of Cardtronics plc would be different than described herein. The remaining discussion is on the basis that we will have substantial business activities in the U.K. and that, as a result, Cardtronics plc will be treated as a foreign corporation for U.S. federal income tax purposes.

*The Merger*

Section 368(a) of the Code

For U.S. federal income tax purposes, the Merger should qualify as a "reorganization" under Section 368(a) of the Code. The remainder of this "Material U.S. Federal Income Tax Consequences" discussion, as relevant to the Merger, describes the consequences of the Merger qualifying as a Section 368(a) reorganization. Notwithstanding qualification of the Merger under Section 368(a) of the Code, Cardtronics may recognize income subject to U.S. federal tax in connection with the Merger, including under Treasury Regulation Section 1.367(b)-10 (and/or stockholders may recognize gain (but not loss) on the exchange of Cardtronics Delaware common stock for Ordinary Shares of Cardtronics plc in the Merger). Based upon information currently available, we expect the U.S. federal tax incurred by Cardtronics in connection with the Merger, if any, would be less than \$10 million. There is no assurance, however, that the tax would not exceed such amount. A discussion of Treasury Regulation Section 1.367(b)-10 and Section 367(a) of the Code is provided below.



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Treasury Regulation Section 1.367(b)-10

Immediately prior to and pursuant to the Merger, Cardtronics HoldCo intends to purchase from Cardtronics plc a portion of the Ordinary Shares of Cardtronics plc to be used as Merger consideration and to direct Cardtronics plc to issue such shares to the Cardtronics Delaware stockholders. This purchase transaction should be subject to Treasury Regulation Section 1.367(b)-10, and Cardtronics may be subject to U.S. federal tax, including U.S. federal withholding tax if Cardtronics plc is deemed to receive a distribution from Cardtronics HoldCo for U.S. federal income tax purposes under Treasury Regulation Section 1.367(b)-10. The amount of any deemed distribution that would be treated as a dividend to Cardtronics plc under Section 301(c)(1) of the Code were Treasury Regulation Section 1.367(b)-10, as modified by the Notice, to apply is hereinafter referred to as the "Deemed Dividend Amount."

Treasury Regulation Section 1.367(b)-10 should not apply (and no deemed distribution to Cardtronics plc should result) if the amount of aggregate stockholder gain in Cardtronics Delaware common stock (generally, the fair market value less adjusted tax basis) that would be recognized by U.S. holders in the Merger under Section 367(a) of the Code if Section 367(a) were to apply (the "Aggregate Section 367(a) Amount") is equal to or greater than the Deemed Dividend Amount. Please see the discussion below under the heading "Material U.S. Federal Income Tax Consequences Material U.S. Federal Income Tax Consequences to U.S. Holders" for a discussion of the Code Section 367(a) gain to U.S. holders.

The calculation of the Aggregate Section 367(a) Amount in the publicly traded context is complex and there is no direct guidance regarding how to determine such amount for this purpose and in such context. Moreover, neither the Aggregate Section 367(a) Amount nor the Deemed Dividend Amount will be ascertainable at the time of the Merger. The Aggregate Section 367(a) Amount will be determined based upon the fair market value of the Ordinary Shares of Cardtronics plc and the adjusted tax basis of U.S. holders' shares of Cardtronics Delaware common stock at the time of the Merger. Pre-Merger sales and other taxable dispositions of Cardtronics Delaware common stock by stockholders could reduce the Aggregate Section 367(a) Amount, thereby increasing the risk to Cardtronics of U.S. federal tax. Additionally, the Deemed Dividend Amount will not be ascertainable until after the close of the 2016 taxable year, and the earnings and profits taken into account for this purpose is uncertain. We will notify you by one or more website announcements and/or other information reporting following the completion of the Merger (and updates thereafter to account for year-end or other information relevant to the determination no later than in January 2017) whether we believe the Aggregate Section 367(a) Amount is greater than, equal to or less than the Deemed Dividend Amount.

If the Aggregate Section 367(a) Amount does not equal or exceed the Deemed Dividend Amount, then Treasury Regulation Section 1.367(b)-10 should cause Cardtronics plc to recognize a deemed distribution subject to U.S. federal taxation. Based upon information currently available, we expect the U.S. federal tax incurred by Cardtronics in connection with the Merger, if any, would be less than \$10 million. There is no assurance, however, that the taxes would not exceed such amount. Further, even if we determine that the Aggregate Section 367(a) Amount equals or exceeds the Deemed Dividend Amount, there is no assurance that the IRS will not challenge such determination and that a court would not agree with the IRS in the event of litigation. The relevant rules are highly complex and the determination of the Aggregate Section 367(a) Amount for this purpose and in the context of a publicly traded company is uncertain.

The Notice (*i.e.*, Notice 2014-32 issued by Treasury and the IRS) announced that Treasury Regulations will be issued that, in relevant part, will alter certain of the rules currently contained in the Treasury Regulations with respect to the Aggregate Section 367(a) Amount and the Deemed Dividend Amount. The Notice provides that the Treasury Regulations to be issued will be effective for

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transactions completed on or after April 25, 2014, however, to date no such Treasury Regulations have been issued. It is uncertain if and when the Treasury Regulations will be issued, and whether they will be consistent with the rules described in the Notice. The determination as to whether Cardtronics plc recognizes a deemed distribution subject to U.S. withholding tax and if so, the amount of such distribution, may be different under the rules currently contained in the Treasury Regulations as compared to those described in the Notice (or any future Treasury Regulations that may have retroactive effect).

As described below, U.S. holders will not be subject to the special rules in Section 367(a) of the Code (and therefore will not recognize gain, if any, on the receipt of Ordinary Shares of Cardtronics plc in exchange for shares of Cardtronics Delaware common stock pursuant to the Merger) if Cardtronics plc is deemed to receive a distribution under Treasury Regulation Section 1.367(b)-10.

***Material U.S. Federal Income Tax Consequences to U.S. Holders***

*The Merger*

As discussed above, the Merger should qualify as a "reorganization" within the meaning of Section 368(a) of the Code, and we expect Cardtronics plc to be respected as a foreign corporation for U.S. federal tax purposes. Whether a U.S. holder recognizes gain, if any, pursuant to the Merger for U.S. federal income tax purposes depends on the Aggregate Section 367(a) Amount and the Deemed Dividend Amount (and the Deemed Dividend Amount could be impacted by the number of Ordinary Shares of Cardtronics plc to be purchased by Cardtronics HoldCo for use in the Merger, which will be determined shortly before the Merger).

Aggregate Section 367(a) Amount Equals or Exceeds Deemed Dividend Amount

If the Aggregate Section 367(a) Amount is equal to or exceeds the Deemed Dividend Amount, then, for U.S. federal income tax purposes, special rules contained in Section 367(a) of the Code and the Treasury Regulations promulgated thereunder require that U.S. holders exchanging shares of Cardtronics Delaware common stock for Ordinary Shares of Cardtronics plc pursuant to the Merger recognize gain (but not loss), if any, on such exchange. The amount of gain recognized will be equal to the excess, if any, of the fair market value of the Ordinary Shares of Cardtronics plc received in the Merger over the U.S. holder's adjusted tax basis in the shares of Cardtronics Delaware common stock exchanged therefor. In determining the amount of gain recognized, each share of Cardtronics Delaware common stock transferred will be treated as the subject of a separate exchange. Thus, if a U.S. holder transfers some shares of Cardtronics Delaware common stock on which gains are realized and other shares of Cardtronics Delaware common stock on which losses are realized, the U.S. holder may not net the losses against the gains to determine the amount of gain recognized under Section 367(a) of the Code. This gain, if any, will be capital in nature. Any capital gain generally will be long-term capital gain if the U.S. holder's holding period for its shares of Cardtronics Delaware common stock is more than one year at the time of the Merger. If the U.S. holder has held its shares of Cardtronics Delaware common stock for one year or less at the time of the Merger, any capital gain generally will be short-term capital gain. A U.S. holder that exchanges shares of Cardtronics Delaware common stock for Ordinary Shares of Cardtronics plc pursuant to the Merger will have an adjusted tax basis in the Ordinary Shares of Cardtronics plc it receives equal to the adjusted tax basis of the shares of Cardtronics Delaware common stock exchanged therefor, increased by the amount of gain recognized, if any.

A U.S. holder will not be permitted to recognize any loss on the exchange of its shares of Cardtronics Delaware common stock in the Merger. The adjusted tax basis of the Ordinary Shares of Cardtronics plc received by a U.S. holder with a loss on its shares of Cardtronics Delaware common stock will be equal to such U.S. holder's adjusted tax basis in its shares of Cardtronics Delaware

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common stock surrendered in exchange therefor. Thus, subject to any subsequent changes in the fair market value of the Ordinary Shares of Cardtronics plc, any loss will be preserved. The holding period for any Ordinary Shares of Cardtronics plc received by a U.S. holder pursuant to the Merger will include the holding period of the shares of Cardtronics Delaware common stock exchanged therefor.

Aggregate Section 367(a) Amount is Less Than the Deemed Dividend Amount

If the Aggregate Section 367(a) Amount is less than the Deemed Dividend Amount, then, for U.S. federal income tax purposes, U.S. holders will not be subject to the special rules in Section 367(a) of the Code discussed above. In this case, U.S. holders will not recognize gain or loss on the receipt of Ordinary Shares of Cardtronics plc in exchange for shares of Cardtronics Delaware common stock pursuant to the Merger. A U.S. holder's aggregate adjusted tax basis in Ordinary Shares of Cardtronics plc received in the Merger will equal the aggregate adjusted tax basis in the shares of Cardtronics Delaware common stock exchanged therefor on the date of the Merger. In addition, a U.S. holder's holding period in the Ordinary Shares of Cardtronics plc received in the Merger will include the holding period for the shares of Cardtronics Delaware common stock exchanged therefor. If a U.S. holder acquired different blocks of Cardtronics Delaware common stock at different times and at different prices, such U.S. Holder's adjusted tax basis and holding periods in its Ordinary Shares of Cardtronics plc should be determined with reference to each block of Cardtronics Delaware common stock.

**U.S. HOLDERS ARE URGED TO CONSULT THEIR TAX ADVISORS AS TO THE PARTICULAR CONSEQUENCES OF THE EXCHANGE OF SHARES OF CARDTRONICS DELAWARE COMMON STOCK FOR ORDINARY SHARES OF CARDTRONICS PLC PURSUANT TO THE MERGER.**

*Distributions on Ordinary Shares of Cardtronics plc*

U.S. holders will be required to include in gross income the gross amount of any distribution received (or deemed to be received) on the Ordinary Shares of Cardtronics plc to the extent that the distribution is paid out of Cardtronics plc's current or accumulated earnings and profits, as determined for U.S. federal income tax purposes, referred to as a dividend for these purposes. With respect to non-corporate U.S. holders, certain dividends received from a qualified foreign corporation will be subject to U.S. federal income tax at a maximum rate of 20%. Provided (i) the Ordinary Shares of Cardtronics plc are regularly tradable on NASDAQ (or certain other stock exchanges) and/or Cardtronics plc qualifies for benefits under the income tax treaty between the U.S. and the U.K. and (ii) Cardtronics plc is not a passive foreign investment company (discussed below), Cardtronics plc will be treated as a qualified foreign corporation for this purpose. This reduced rate will not be available in all situations, and U.S. holders should consult their tax advisors regarding the application of the relevant rules to their particular circumstances. Dividends from Cardtronics plc will not be eligible for the dividends-received deduction under the Code, which is generally allowed to U.S. corporate stockholders on dividends received from certain domestic and foreign corporations.

Distributions in excess of the current and accumulated earnings and profits of Cardtronics plc will be applied first to reduce the U.S. holder's tax basis in its Ordinary Shares of Cardtronics plc, and thereafter will constitute capital gain from the sale or exchange of such shares. In the case of a non-corporate U.S. holder, the maximum U.S. federal income tax rate applicable to such gain is 20% if the holder's holding period for such Ordinary Shares of Cardtronics plc exceeds 12 months. Special rules not described herein may apply to U.S. holders who do not have a uniform tax basis and holding period in all of their Ordinary Shares of Cardtronics plc, and any such U.S. holders are urged to consult their tax advisors with regard to such rules.

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*Dispositions of Ordinary Shares of Cardtronics plc*

U.S. holders of Ordinary Shares of Cardtronics plc should generally recognize capital gain or loss for U.S. federal income tax purposes on the sale, exchange or other taxable disposition of Ordinary Shares of Cardtronics plc in an amount equal to the difference between the amount realized from such sale, exchange or other taxable disposition and the U.S. holder's tax basis in such shares. In the case of a non-corporate U.S. holder, the maximum U.S. federal income tax rate applicable to such gain is 20% if the holder's holding period for such Ordinary Shares of Cardtronics plc exceeds 12 months. The deductibility of capital losses is subject to limitations.

*Passive Foreign Investment Company Provisions*

The treatment of U.S. holders of Ordinary Shares of Cardtronics plc in some cases could be materially different from that described above if, at any relevant time, Cardtronics plc were a passive foreign investment company ("PFIC"). For U.S. federal income tax purposes, a foreign corporation, such as Cardtronics plc, would generally be classified as a PFIC for any taxable year in which either: (i) 75% or more of its gross income is passive income (as defined for U.S. federal income tax purposes); or (ii) the average percentage of its assets that produce passive income or that are held for the production of passive income is at least 50%. For purposes of applying the tests in the preceding sentence, the foreign corporation is deemed to own its proportionate share of the assets, and to receive directly its proportionate share of the income, of any other corporation of which the foreign corporation owns, directly or indirectly, at least 25% by value of the stock.

We believe that Cardtronics plc will not be a PFIC following the Merger. However, the tests for determining PFIC status are applied annually, and it is difficult to accurately predict future income and assets relevant to this determination. Accordingly, we cannot assure U.S. holders that Cardtronics plc will not become a PFIC. If Cardtronics plc should determine in the future that it is a PFIC, we will endeavor to notify U.S. holders of Ordinary Shares of Cardtronics plc, although there can be no assurance that we will be able to do so in a timely and complete manner. U.S. holders of Ordinary Shares of Cardtronics plc should consult their tax advisors about the PFIC rules, including the availability of certain elections.

*Information Reporting and Backup Withholding*

U.S. holders that own at least 5% (of total voting power or total value) of the shares of Cardtronics Delaware common stock outstanding immediately before the Merger will be required to file certain reorganization statements pursuant to Section 368(a) of the Code. Other information reporting, including information reporting on IRS Form 926, could also be required as a result of the Merger. U.S. holders of shares of Cardtronics Delaware common stock should consult their tax advisors about the information reporting requirements applicable to the Merger.

Distributions and disposition proceeds will be subject to U.S. information reporting and certain withholding provisions including the Foreign Account Tax Compliance Act. In addition, dividends on Ordinary Shares of Cardtronics plc paid within the U.S. or through certain U.S.-related financial intermediaries may be subject to backup withholding at a 28% rate unless the holder (i) is a corporation or other exempt recipient or (ii) provides a taxpayer identification number and satisfies certain other requirements. Information reporting requirements and backup withholding may also apply to the proceeds of a sale of Ordinary Shares of Cardtronics plc.

In addition to being subject to backup withholding, if a U.S. holder of Ordinary Shares of Cardtronics plc does not provide Cardtronics plc (or its paying agent) with the holder's correct taxpayer identification number or other required information, the holder may be subject to penalties imposed by the IRS. Backup withholding is not an additional tax, and any amounts withheld under the backup

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withholding rules may be allowed as a refund or a credit against the holder's U.S. federal income tax liability, provided that the holder timely furnishes certain required information to the IRS.

Section 6038D of the Code requires an individual (other than a nonresident alien) who holds an interest in a "specified foreign financial asset" to attach to such person's U.S. federal income tax return certain information with respect to such specified foreign financial asset, including the name and address of the issuer and information necessary to identify the class or issue of which such stock is a part. Treasury Regulations prescribe IRS Form 8938 (Statement of Specified Foreign Financial Assets) as the appropriate means to comply with Section 6038D of the Code. Ordinary Shares of Cardtronics plc will be specified foreign financial assets unless such shares are held in an account maintained by a financial institution. Any stockholder who does not intend to hold its Ordinary Shares of Cardtronics plc in an account maintained by a financial institution should consult his or her tax advisor with respect to the requirement to provide such information.

***Material U.S. Federal Income Tax Consequences to Non-U.S. Holders***

*Consequences of the Merger*

A non-U.S. holder generally will not be subject to U.S. federal income or withholding tax on gain realized, if any, on the exchange of shares of Cardtronics Delaware common stock for Ordinary Shares of Cardtronics plc unless: (i) such gain is effectively connected with the conduct by the non-U.S. holder of a trade or business within the U.S. (or, if a tax treaty applies, is attributable to a permanent establishment or fixed place of business maintained by the non-U.S. holder in the U.S.); (ii) in the case of certain capital gains recognized by a non-U.S. holder that is an individual, such individual is present in the U.S. for 183 days or more during the taxable year in which the capital gain is recognized and certain other conditions are met; (iii) the non-U.S. holder is subject to backup withholding; or (iv) Cardtronics Delaware is or has been a "U.S. real property holding corporation" within the meaning of Section 897(c)(2) of the Code at any time within the shorter of the five-year period preceding the Merger or such non-U.S. holder's holding period, and the non-U.S. holder holds, or has held at any time during such shorter period, more than 5% of Cardtronics Delaware common stock. We do not believe that Cardtronics Delaware is or has been a U.S. real property holding corporation within the last five years.

*Owning and Disposing of Ordinary Shares of Cardtronics plc*

A non-U.S. holder will not be subject to U.S. federal income or withholding tax on dividends received (or deemed to be received) from, or gains realized from the sale, exchange or other taxable disposition of Ordinary Shares of Cardtronics plc, unless: (i) the dividends or gains are effectively connected with the holder's conduct of a trade or business in the U.S. or, if a tax treaty applies, the dividends are attributable to a permanent establishment or fixed place of business maintained by the non-U.S. holder in the U.S.; (ii) in the case of gains realized by a non-U.S. holder that is an individual, such non-U.S. holder is present in the U.S. for 183 days or more during the taxable year in which the gains are realized and certain other conditions are met; or (iii) the non-U.S. holder is subject to backup withholding.

*Information Reporting and Backup Withholding*

In order not to be subject to backup withholding on distributions and disposition proceeds, or under other U.S. withholding provisions, a non-U.S. holder may be required to provide a taxpayer identification number, certify the holder's foreign status or otherwise establish an exemption. Non-U.S. holders of Ordinary Shares of Cardtronics plc should consult their tax advisors regarding the application of information reporting and backup withholding in their particular situations, the availability of exemptions and the procedures for obtaining any exemption, if available. Backup

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withholding is not an additional tax, and any amount withheld from a payment to a non-U.S. holder under the backup withholding rules may be allowed as a refund or credit against the holder's U.S. federal income tax, provided that the required information is timely furnished to the IRS.

**EACH HOLDER SHOULD CONSULT HIS OR HER TAX ADVISOR AS TO THE POTENTIAL CONSEQUENCES THAT MAY APPLY TO SUCH HOLDER.**

**Material U.K. Tax Consequences**

*Scope of Discussion*

The following is intended to be a general discussion of certain material U.K. tax consequences relating to the Merger based on current U.K. law relating to income tax, capital gains tax, corporation tax, stamp duty, SDRT and inheritance tax and on our understanding of the current administrative policies and practices of HMRC published in writing prior to the date hereof. This discussion does not constitute legal or tax advice, and relates only to persons who are beneficial owners of Cardtronics Delaware common stock and Ordinary Shares of Cardtronics plc. This discussion may not relate to certain classes of stockholders, such as employees or directors of Cardtronics Delaware or Cardtronics plc or its affiliates, persons who are connected with Cardtronics plc, insurance companies, charities, collective investment schemes, pension schemes or persons who hold Cardtronics Delaware common stock or Ordinary Shares of Cardtronics plc otherwise than as an investment, or individuals who are not domiciled in the U.K. This discussion, and all other statements, do not otherwise take into account or anticipate any changes in law or practice, whether legislative, governmental or judicial decision or action, which could possibly be made effective on a retroactive basis. This discussion does not describe all of the circumstances in which stockholders may benefit from an exemption or relief from taxation, and it is recommended that all stockholders obtain their own taxation advice. In particular, non-U.K. resident or domiciled stockholders are advised to consider the potential impact of any relevant double tax agreements.

**Material U.K. Tax Consequences to Stockholders**

*Capital Gains Tax (Individual Stockholders)*

An individual stockholder who is resident in the U.K. will be within the scope of U.K. capital gains tax in respect of a disposal of his or her shares of Cardtronics Delaware common stock. If an individual stockholder has ceased to be resident in the U.K., and the Merger takes place during the period of non-residence, such holder may be within the scope of U.K. capital gains tax on his or her return to the U.K. in respect of a disposal of his or her shares of Cardtronics Delaware common stock pursuant to the Merger under certain anti-avoidance rules. An individual stockholder who is not resident in the U.K. should otherwise not be within the scope of U.K. capital gains tax unless he or she carries on (whether solely or in partnership) a trade, profession or vocation in the U.K. through a branch or agency to which the shares of Cardtronics Delaware common stock is attributable.

The following discussion applies only to an individual stockholder who is within the scope of U.K. capital gains tax as regards his or her holding of shares of Cardtronics Delaware common stock. For the tax year 2016/2017, the rate of capital gains tax on chargeable gains is 18% or 28% (to be reduced to 10% and 20%, respectively, effective April 6, 2016 under current budget proposals) depending, broadly, on whether an individual stockholder is liable to income tax at the basic or higher/additional rate on their total income.

The receipt by an individual stockholder who is within the scope of U.K. capital gains tax of Ordinary Shares of Cardtronics plc pursuant to the Merger will constitute a disposal of his or her shares of Cardtronics Delaware common stock if the Merger does not qualify as a scheme of reconstruction such that "rollover" treatment is not available (discussed in the summary below). Such

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disposal may, depending on the particular circumstances of that individual stockholder (including the acquisition cost of the shares of Cardtronics Delaware common stock and any available exemptions or reliefs), give rise to a chargeable gain or allowable loss for the purposes of U.K. capital gains tax by reference to the market value of the Ordinary Shares of Cardtronics plc at the effective time of the Merger. However, we expect that the Merger should qualify as a scheme of reconstruction for these purposes, such that roll-over relief is available for the purposes of U.K. capital gains tax.

Where the Merger is treated as a scheme of reconstruction and therefore "rollover" treatment is available in respect of the Ordinary Shares of Cardtronics plc received by an individual stockholder, that stockholder would be treated for the purposes of U.K. capital gains tax as not having made a disposal of his or her shares of Cardtronics Delaware common stock in return for the Ordinary Shares of Cardtronics plc received. Instead, the Ordinary Shares of Cardtronics plc received by such a stockholder would generally be treated for those purposes as the same asset as the stockholder's shares of Cardtronics Delaware common stock, and acquired at the same time and for the same consideration as the stockholder acquired his or her shares of Cardtronics Delaware common stock.

The Merger should not be treated as giving rise to a distribution which will be chargeable to income tax. Where "rollover" treatment does not apply, the individual stockholder will be treated as acquiring the Ordinary Shares of Cardtronics plc for a consideration equal to their market value at the effective time of the Merger for U.K. capital gains tax purposes.

*Corporation Tax (Corporate Stockholders)*

At the effective time of the Merger, a corporate stockholder that is resident in the U.K. will be within the scope of U.K. corporation tax in respect of the Merger. A corporate stockholder that is not resident in the U.K. will not be within the scope of U.K. corporation tax in respect of the Merger unless it carries on (whether solely or in partnership) a trade in the U.K. through a permanent establishment in the U.K. to which the shares of Cardtronics Delaware common stock is attributable.

The discussion below applies only to a corporate stockholder that is within the scope of U.K. corporation tax as regards the holding of shares of Cardtronics Delaware common stock. The full rate of corporation tax on chargeable gains for the financial year 2016 is 20%. A corporate stockholder will be entitled to an indexation allowance in computing the amount of a chargeable gain accruing on the disposal of its shares of Cardtronics Delaware common stock, which will provide relief for the effects of inflation by references to movements in the U.K. retail price index.

The receipt by a corporate stockholder who is within the scope of U.K. corporation tax of Ordinary Shares of Cardtronics plc pursuant to the Merger will constitute a disposal of the stockholder's shares of Cardtronics Delaware common stock if the Merger does not qualify as a scheme of reconstruction such that "rollover" treatment is not available (discussed in the paragraphs below). Such disposal may, depending on the particular circumstances of that corporate stockholder (including the acquisition cost of the shares of Cardtronics Delaware common stock and any available exemptions or reliefs), give rise to a chargeable gain or allowable loss for the purposes of U.K. corporation tax by reference to the market value of the Ordinary Shares of Cardtronics plc at the effective time of the Merger.

However, we expect that the Merger should qualify as a scheme of reconstruction for these purposes, such that roll-over relief is available for the purposes of U.K. corporation tax on capital gains. Where the Merger is treated as a scheme of reconstruction and therefore "rollover" treatment is available in respect of the Ordinary Shares of Cardtronics plc received by a corporate stockholder, that stockholder would be treated for the purposes of U.K. corporation tax as not having made a disposal of his or her shares of Cardtronics Delaware common stock in return for the Ordinary Shares of Cardtronics plc received. Instead, the Ordinary Shares of Cardtronics plc received by such a stockholder would generally be treated for those purposes as the same asset as the stockholder's shares

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of Cardtronics Delaware common stock, acquired at the same time and for the same consideration as the stockholder acquired its shares of Cardtronics Delaware common stock.

The Merger should not be treated as giving rise to a distribution that would be chargeable to U.K. corporation tax on income. Where "rollover" treatment does not apply, the corporate stockholder will be treated as acquiring the Ordinary Shares of Cardtronics plc for a consideration equal to their market value at the effective time of the Merger for U.K. corporation tax purposes.

If the conditions of the substantial shareholding exemption set out in Section 192A and Schedule 7AC of the Taxation of Chargeable Gains Act 1992 are satisfied in relation to a chargeable gain accruing to a corporate holder of shares of Cardtronics Delaware common stock, the chargeable gain will be exempt from U.K. corporation tax. The substantial shareholding exemption will also take precedence over the "rollover" treatment described above if the conditions for exemption are satisfied. Whether the conditions of the substantial shareholding exemption will be satisfied will depend, amongst other things, on the particular circumstances of the corporate stockholder. One of the conditions of the substantial shareholding exemption that must be satisfied is that the corporate holder must have held a substantial shareholding in Cardtronics Delaware throughout a 12-month period beginning not more than two years before the day on which the disposal takes place. Ordinarily, a corporate stockholder will not be regarded as holding a substantial shareholding in Cardtronics Delaware unless it (whether alone or together with other group companies) directly holds not less than 10% of the outstanding shares of Cardtronics Delaware common stock. If the substantial shareholding exemption does apply to a corporate stockholder, the corporate stockholder will be treated as acquiring its Ordinary Shares of Cardtronics plc for a consideration equal to their market value at the effective time of the Merger for U.K. corporation tax purposes.

*U.K. Taxation of Dividends*

Withholding Tax

Dividends paid by Cardtronics plc will not be subject to any withholding or deduction for or on account of U.K. tax, irrespective of the residence or the individual circumstances of the stockholders.

Income Tax

An individual stockholder who is resident in the U.K. may, depending on his or her individual circumstances, be subject to income tax on dividends received from Cardtronics plc at the applicable rate of income tax. An individual stockholder who is not resident in the U.K. will not be chargeable to income tax on dividends received from Cardtronics plc, unless the stockholder carries on (whether solely or in partnership) any trade, profession or vocation through a branch or agency in the U.K. and the Ordinary Shares of Cardtronics plc are used by or held by or for that branch or agency. In these circumstances, the non-U.K. resident stockholder may, depending on his or her individual circumstances, be chargeable to income tax on dividends received from Cardtronics plc at the applicable rate of income tax.

Corporation Tax

Unless an exemption is available as discussed below, a corporate stockholder that is resident in the U.K. will be subject to corporation tax on dividends received from Cardtronics plc. A corporate stockholder that is not resident in the U.K. will not be subject to corporation tax on dividends received from Cardtronics plc unless the stockholder carries on a trade in the U.K. through a permanent establishment in the U.K. and the dividends form part of the profits of a trade carried on through or from the permanent establishment or the Ordinary Shares of Cardtronics plc are used by, for or held by or for, the permanent establishment. In these circumstances, the non-U.K. resident corporate



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stockholder may, depending on its circumstances and if the exemption discussed below is not available, be chargeable to corporation tax on dividends received from Cardtronics plc.

The full rate of corporation tax chargeable on dividends received from Cardtronics plc in financial years 2016 is 20%, currently set to reduce to 19% in financial year 2017 and to 18% in financial year 2020 (and to further reduce to 17% in financial year 2020 under current budget proposals). If dividends paid by Cardtronics plc fall within an exemption from corporation tax set out in Part 9A of the Corporation Tax Act 2009, the receipt of the dividend by a corporate stockholder will be exempt from corporation tax. Generally, the conditions for exemption from corporation tax on dividends paid by Cardtronics plc should be satisfied, although the conditions which must be satisfied in any particular case will depend on the individual circumstances of the corporate stockholder.

Stockholders that are regarded as "small companies" should generally be exempt from corporation tax on dividends received from Cardtronics plc, unless the dividends are made as part of a tax advantage scheme. Stockholders that are not regarded as small companies should generally be exempt from corporation tax on dividends received from Cardtronics plc on the basis that the Ordinary Shares of Cardtronics plc should be regarded as non-redeemable ordinary shares. Alternatively, stockholders that are not small companies should also generally be exempt from corporation tax on dividends received from Cardtronics plc if they hold Ordinary Shares of Cardtronics plc which represent less than 10% of the issued share capital of Cardtronics plc, would be entitled to less than 10% of the profits available for distribution to holders of the issued share capital of Cardtronics plc and would be entitled on a winding up to less than 10% of the assets of Cardtronics plc available for distribution to holders of its issued share capital. In certain limited circumstances, the exemption from corporation tax will not apply to such stockholders if a dividend is made as part of a scheme which has a main purpose of falling within the exemption from corporation tax.

*Material U.K. Taxation of Capital Gains on Disposition of Ordinary Shares of Cardtronics plc*

Capital Gains Tax

A disposal of Ordinary Shares of Cardtronics plc by an individual stockholder who is resident in the U.K. may, depending on his or her individual circumstances, give rise to a chargeable gain or an allowable loss for the purposes of capital gains tax. An individual stockholder who temporarily ceases to be resident in the U.K. for a period of less than five years and who disposes of his or her Ordinary Shares of Cardtronics plc during that period of temporary non-residence may be liable to capital gains tax on a chargeable gain accruing on the disposal on his or her return to the U.K. under certain anti-avoidance rules. An individual stockholder who is not resident in the U.K. will not be chargeable to capital gains tax on capital gains arising on the disposal of their Ordinary Shares of Cardtronics plc unless the stockholder carries on a trade, profession or vocation in the U.K. through a branch or agency in the U.K. and the Ordinary Shares of Cardtronics plc were acquired, used in or for the purposes of the branch or agency or used in or for the purposes of the trade, profession or vocation carried on by the stockholder through the branch or agency. In these circumstances, the non-U.K. resident stockholder may, depending on his or her individual circumstances, be chargeable to capital gains tax on chargeable gains arising from a disposal of their Ordinary Shares of Cardtronics plc. For the tax year 2016/2017, the rate of capital gains tax on chargeable gains is 18% or 28% (to be reduced to 10% and 20%, respectively, effective April 6, 2016 under current budget proposals) depending, broadly, on whether the individual stockholder is liable to income tax at the basic or higher/additional rate.

Corporation Tax

A disposal of Ordinary Shares of Cardtronics plc by a corporate stockholder that is resident in the U.K. may give rise to a chargeable gain or an allowable loss for the purposes of corporation tax. A

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corporate stockholder that is not resident in the U.K. will not be liable for corporation tax on chargeable gains accruing on the disposal of its Ordinary Shares of Cardtronics plc unless it carries on a trade in the U.K. through a permanent establishment in the U.K. and the Ordinary Shares of Cardtronics plc were acquired, used in or for the purposes of the permanent establishment or used in or for the purposes of the trade carried on by the stockholder through the permanent establishment. In these circumstances, the non-U.K. resident stockholder may, depending on its individual circumstances, be chargeable to corporation tax on chargeable gains arising from a disposal of its Ordinary Shares of Cardtronics plc.

The full rate of corporation tax on chargeable gains for the financial years 2016 is 20%, currently set to reduce to 19% in financial year 2017 and to 18% in financial year 2020 (and to further reduce to 17% in financial year 2020 under current budget proposals). Corporate stockholders will be entitled to an indexation allowance in computing the amount of a chargeable gain accruing on a disposal of the Ordinary Shares of Cardtronics plc, which will provide relief for the effects of inflation by reference to movements in the U.K. retail price index. If the conditions of the substantial shareholding exemption set out in s.192A and Schedule 7AC of the Taxation of Chargeable Gains Act 1992 are satisfied in relation to a chargeable gain accruing to a corporate stockholder, the chargeable gain will be exempt from corporation tax. The conditions of the substantial shareholding exemption which must be satisfied will depend on the individual circumstances of the corporate stockholder. One of the conditions of the substantial shareholding exemption which must be satisfied is that the corporate stockholder must have held a substantial shareholding in Cardtronics plc throughout a 12-month period beginning not more than two years before the day on which the disposal takes place. Ordinarily, a corporate stockholder will not be regarded as holding a substantial shareholding in Cardtronics plc unless it (whether alone, or together with other group companies) directly holds not less than 10% of Cardtronics plc's ordinary share capital.

*U.K. Stamp Duty and Stamp Duty Reserve Tax*

The discussion below relates to holders of Ordinary Shares of Cardtronics plc wherever resident (but not to holders such as market makers, brokers, dealers and intermediaries, to whom special rules apply).

*Transfer of Ordinary Shares of Cardtronics plc*

Transfers of Ordinary Shares of Cardtronics plc within the DTC (by means of the transfer of book-entry interests) should not be subject to stamp duty or SDRT provided that no instrument of transfer is entered into and that no election that applies to the Ordinary Shares of Cardtronics plc is or has been made by DTC or its nominee Cede & Co. ("Cede") under section 97A of the Finance Act 1986 (the "Finance Act"). In this regard DTC has confirmed that neither DTC nor Cede has made an election under section 97A of the Finance Act which would affect the Ordinary Shares of Cardtronics plc to be issued to Cede, as nominee of DTC, as part of the Merger. This is on the basis that an agreement to transfer an interest in Ordinary Shares of Cardtronics plc within or through a clearance service or depositary receipt system should not give rise to a liability to SDRT and we expect that DTC would be treated as a clearance service for these purposes.

Transfers of Ordinary Shares of Cardtronics plc outside of DTC that are held in certificated form generally will be subject to stamp duty of 0.5% of the amount or value of the consideration given (the liability being rounded up to the nearest £5). SDRT will also be payable on an agreement to transfer such Ordinary Shares of Cardtronics plc, generally at the rate of 0.5% of the amount or value of the consideration given under the agreement to transfer the Ordinary Shares of Cardtronics plc, but this liability would be discharged if stamp duty is duly paid on the instrument transferring the Ordinary Shares of Cardtronics plc within six years of the agreement. Any such duty must be paid (and the

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relevant transfer document stamped by HMRC) before the transfer can be registered in the register of members of Cardtronics plc.

If Ordinary Shares of Cardtronics plc (or interests therein) are subsequently transferred into a clearance system (including DTC) or to a depository, stamp duty or SDRT will generally be payable at the rate of 1.5% of the amount or value of the consideration given or, in certain circumstances, the value of the shares. Further information on the 1.5% charge is provided below in the section headed "Material U.K. Tax Considerations Relating to and After the Merger."

A transfer of title in the shares from within the DTC system to outside of the DTC system should not attract stamp duty or SDRT if undertaken for no consideration. However, stockholders should note in particular that a redeposit of Ordinary Shares of Cardtronics plc into DTC, including by means of an initial transfer into a depository receipt system, will generally attract stamp duty and/or SDRT at the higher rate of 1.5%.

Stockholders should therefore note that the withdrawal of Ordinary Shares of Cardtronics plc from the DTC system, or any transfers outside the DTC system, are likely to cause additional costs and delays in disposing of their Ordinary Shares of Cardtronics plc than would be the case if they continue to hold shares in book-entry form through the DTC system.

Any repurchase of Ordinary Shares of Cardtronics plc by Cardtronics plc would generally give rise to a stamp duty charge at 0.5% of the amount or value of the consideration provided for the repurchase.

*U.K. Inheritance Tax*

The Ordinary Shares of Cardtronics plc will be assets situated in the U.K. for the purposes of U.K. inheritance tax. A gift or settlement of such assets by, or on the death of, an individual stockholder of such assets may give rise to a liability to U.K. inheritance tax even if the stockholder is not a resident of or domiciled in the U.K. A charge to U.K. inheritance tax may also arise in certain circumstances where Ordinary Shares of Cardtronics plc are held by close companies and trustees of settlements. However, pursuant to the U.K.-U.S. income tax treaty, a gift or settlement of Ordinary Shares of Cardtronics plc by stockholders who are domiciled in the U.S. for the purposes of the U.K.-U.S. income tax treaty should generally not give rise to a liability to U.K. inheritance tax.

**EACH STOCKHOLDER SHOULD CONSULT HIS OR HER TAX ADVISOR AS TO THE POTENTIAL CONSEQUENCES THAT MAY APPLY TO SUCH STOCKHOLDER.**

*Material U.K. Tax Consequences to Cardtronics plc Relating to and After the Merger*

*Material U.K. Tax Consequences of the Merger*

Corporation Tax

We anticipate that none of Cardtronics Delaware, Cardtronics plc or any of their subsidiaries will incur a charge to U.K. corporation tax as a result of completion of the Merger.

Stamp duty/SDRT

We anticipate that no liability in respect of U.K. stamp duty or U.K. SDRT will be applied in respect of the implementation of the Merger.

An issue or transfer of Ordinary Shares of Cardtronics plc to a person whose business is or includes the provision of clearance services (or its nominee) may give rise to a charge to U.K. stamp duty or U.K. SDRT at the rate of 1.5% of the amount or value of the consideration payable or, in certain circumstances, the value of the Ordinary Shares of Cardtronics plc. This liability for U.K. stamp

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duty or U.K. SDRT will strictly be accountable by the clearance service operator or its nominee, as the case may be, but will, in practice, generally be reimbursed by participants in the clearance service.

However, pursuant to the judgment of the European Court of Justice in *HSBC Holdings plc, Vidacos Nominees Ltd v. HMRC Case C-569/07* given on October 1, 2009, such a charge to U.K. stamp duty or U.K. SDRT is prohibited by Council Directive 69/335/EEC of July 17, 1969 concerning indirect taxes on the raising of capital (as amended), with respect to issues of such shares to clearance services or depositary receipt issuers in the European Union. Furthermore, in the judgment of the U.K. First Tier Tribunal (Tax Chamber) in *HSBC Holdings plc and Bank of New York Mellon Corporation v. HMRC 2012 UKFTT 163 (TC)*, such a charge to U.K. stamp duty or U.K. SDRT with respect to transfers of shares of companies incorporated in the U.K. to an issuer of depositary receipts, its nominee or agent, or to a clearance services provider or its nominee, which are integral to the raising of capital, was held to be unlawful under the Council Directive 2008/7/EC of 12 February 2008 concerning indirect taxes on the raising of capital (the "Capital Duties Directive," replacing Council Directive 69/335/EEC of July 17, 1969), notwithstanding the fact that the depositary receipt issuer in that case was located outside the European Union.

HMRC's guidance published following the First Tier Tribunal's decision confirms that HMRC will no longer seek to apply 1.5% U.K. stamp duty or U.K. SDRT when new shares of companies incorporated in the U.K. are issued to a clearance service (or its nominee) or depositary receipt issuer (or its nominee or agent) anywhere in the world or are transferred to such an entity as an integral part of an issue of share capital.

Accordingly, we consider that HMRC should not seek to charge U.K. stamp duty or U.K. SDRT in relation to the issue of Ordinary Shares of Cardtronics plc to DTC or its nominee Cede pursuant to the Merger.

*Certain U.K. Tax Consequences After the Merger*

General

Subject to any available exemptions or other forms of relief, a U.K. resident company, such as Cardtronics plc, is subject to corporation tax on its worldwide income profits and chargeable gains. The current main rate of corporation tax is 20%, currently set to lower to 19% in financial year 2017 and to 18% in financial year 2020 (and to further reduce to 17% in financial year 2020 under current budget proposals).

Dividend Exemption

A U.K. resident company, such as Cardtronics plc, is exempt from corporation tax in respect of certain broad classes of dividend or other distributions (except of a capital nature) received from companies subject to meeting the requisite conditions, whether they are resident in the U.K. or overseas, including dividends or other distributions from controlled companies and in respect of non-redeemable ordinary shareholdings.

Substantial Shareholding Exemption

A U.K. resident company, such as Cardtronics plc, which is a stockholder of a trading group should also generally be exempt from corporation tax in respect of capital gains arising from the actual or deemed disposal of qualifying shareholdings in qualifying companies following the satisfaction of a 12-month shareholding period and assuming the requisite legislative conditions are met, whether they are resident in the U.K. or elsewhere. For this purpose, a capital distribution is generally treated as a deemed disposal by a stockholder of the shares of the distributing company.

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Controlled Foreign Companies

Subject to certain exemptions and other forms of relief, a U.K. resident company, such as Cardtronics plc, which directly or indirectly controls a non-U.K. resident company (a "controlled foreign company") may be liable in certain circumstances under the U.K.'s controlled foreign company legislation to U.K. corporation tax on the income profits (whether or not distributed) of the non-U.K. resident company. The exemptions under the U.K.'s controlled foreign company legislation include a general exemption where the controlled foreign company in question is not subject to a lower level of taxation (broadly, if the amount of local tax on its income profits is at least 75% of the corresponding U.K. corporation tax that would be payable if the controlled foreign company were resident in the U.K.), and exemptions relating to specific types of income such as trading profits of the controlled foreign company, which, broadly, are not attributable to activities taking place in the U.K., and non-trading finance profits of the controlled foreign company, which, broadly, are not attributable to activities in the U.K. and which do not derive (directly or indirectly) from a capital contribution or other assets made by a U.K. resident company or are incidental when compared with the trading profits of the controlled foreign company.

Cardtronics plc does not expect any material U.K. tax to be charged under the controlled foreign company legislation in respect of the combined group as it will exist immediately after the Merger.

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**DESCRIPTION OF ORDINARY SHARES OF CARDTRONICS PLC**

**General**

The following information is a summary of the material terms of the Ordinary Shares of Cardtronics plc as specified in the New Articles. You are encouraged to read the New Articles in the form attached to this proxy statement/prospectus as Annex B and which are to be adopted substantially as proposed immediately prior to the completion of the Merger. Please also see "Comparison of Rights of Stockholders." If Proposal 2 is not approved by our stockholders, the Mandatory Offer Provisions set forth in Annex B will not be included in the New Articles upon the completion of the Merger.

Pursuant to the Merger Agreement, each outstanding share of Cardtronics Delaware common stock will be converted on a one-for-one basis into the right to receive an Ordinary Share of Cardtronics plc.

All of the Ordinary Shares of Cardtronics plc issued pursuant to the Merger will be fully paid and not subject to any further calls or assessments by Cardtronics plc. There are no conversion rights, redemption provisions or sinking fund provisions relating to any Ordinary Shares of Cardtronics plc.

Under English law, persons who are neither residents nor nationals of the U.K. may freely hold, vote and transfer the Ordinary Shares of Cardtronics plc in the same manner and under the same terms as U.K. residents or nationals.

**Share Capital**

As of the date of this proxy statement/prospectus there is one subscriber share in issue and, prior to the merger, there will be 49,999 Class B ordinary shares of Cardtronics plc in issue. At the effective time of the Merger, the subscriber share and the Class B ordinary shares of Cardtronics plc will automatically lose their voting rights and the New Articles will provide for the cancellation of their dividend rights and limit liquidation rights to nominal value. We intend to cancel the subscriber share and the Class B ordinary shares of Cardtronics plc shortly after the Merger by means of a court approved capital reduction, so that only the Ordinary Shares will be in issue.

The Ordinary Shares of Cardtronics plc will be issued at the effective time of the Merger. The Ordinary Shares of Cardtronics plc will have the rights and privileges set forth below.

Following the Merger, the Cardtronics plc board of directors will be authorized to allot up to \$620,000 of aggregate nominal value of shares, which may consist of one or more classes of shares of Cardtronics plc that may be issued by the Cardtronics plc board of directors pursuant to a stockholder resolution that is intended to be passed prior to the completion of the Merger. The shares will be in such classes, including Ordinary Shares of Cardtronics plc, and have such rights as the Cardtronics plc board of directors shall determine at the time of allotment and issuance.

**Dividends**

Subject to the U.K. Companies Act, the Cardtronics plc board of directors may declare a dividend to be paid to the stockholders according to their respective rights and interests in Cardtronics plc and may fix the time for payment of such dividend. The Cardtronics plc board of directors may from time to time declare and pay (on any class of shares of any amounts) such dividends as appear to them to be justified by the profits of Cardtronics plc that are available for distribution. There are no fixed dates on which entitlement to dividends arise on any of the Ordinary Shares of Cardtronics plc. The Cardtronics plc board of directors may direct the payment of all or any part of a dividend to be satisfied by distributing specific assets, in particular paid up shares or debentures of any other company. The New Articles also permit a scrip dividend scheme under which stockholders may be given the

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opportunity to elect to receive fully paid Ordinary Shares of Cardtronics plc instead of cash with respect to all or part of future dividends.

If a stockholder owes any money to Cardtronics plc for calls on shares or money in any other way relating to a share held by such stockholder, the Cardtronics plc board of directors may deduct any of this money from any dividend or any other money payable to such stockholder on or in respect of that share. Money deducted in this way may be used to pay the amount owed to Cardtronics plc.

Any unclaimed dividends, interest or other amount payable by Cardtronics plc in respect of an Ordinary Share may be invested or otherwise made use of by the board of directors for the benefit of Cardtronics plc until they are claimed under English law. A dividend or other money remaining unclaimed for a period of 12 years from the date it was declared or became due for payment will be forfeited and cease to remain owed by Cardtronics plc.

**Voting Rights**

At a general meeting any resolutions put to a vote must be decided on a poll.

Subject to any rights or restrictions as to voting attached to any class of shares in accordance with the New Articles and subject to disenfranchisement: (i) in the event of non-payment of any call or other sum due and payable in respect of any shares not fully paid; (ii) in the event of any non-compliance with any statutory notice requiring disclosure of an interest in shares; or (iii) with respect to any shares held by any subsidiary of Cardtronics plc, every stockholder (other than Cardtronics Delaware or any other subsidiary of Cardtronics plc) who (being an individual) is present in person or (being a corporation) is present by a duly authorized corporate representative at a general meeting of the Cardtronics plc stockholders will have one vote for every share of which such person is the holder, and every person present who has been appointed as a proxy shall have one vote for every share in respect of which such person is the proxy, except that any proxy who has been appointed by the depositary shall have such number of votes as equals the number of shares in relation to which such proxy has been appointed.

In the case of joint holders of a share, the vote of the most senior joint holder who tenders a vote, whether in person or by proxy, is accepted to the exclusion of any votes tendered by any other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register.

No business may be transacted at a general meeting unless a quorum is present. Pursuant to the New Articles, a quorum will comprise qualifying persons (as defined herein), who together are entitled to cast at least the majority of the voting rights of Cardtronics plc. As used in the New Articles, a "qualifying person" means (i) a stockholder of Cardtronics plc (other than a stockholder who, under the New Articles or any restrictions imposed on any shares, is not entitled to attend, speak or vote, whether in person or by proxy, at any general meeting of Cardtronics plc) or his validly appointed attorney or proxy or a corporate representative of such attorney or proxy in relation to any general meeting of Cardtronics plc or (ii) a person authorized under the U.K. Companies Act to act as the representative of a corporation in relation to any general meeting of Cardtronics plc.

Under English law, an annual general meeting shall be called by not less than 21 clear days' notice and all other general meetings shall be called by not less than 14 clear days' notice. In calculating the period mentioned, "clear days" means calendar days and excludes (i) the date a notice is given or deemed to be given and (ii) the date of the meeting itself. Pursuant to the New Articles, the maximum notice period is 60 clear days, for both a general meeting and an annual general meeting. The notice of meeting must also specify a time (which shall not be more than 60 days nor less than 10 days before the date of the meeting) by which a person must be recorded on the register in order to have the right

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to attend or vote at the meeting. The number of shares registered on the record date shall determine the number of votes the relevant stockholder is entitled to cast at that meeting.

An appointment of proxy (whether in hard copy form or electronic form, including via the Internet or by means of a telephonically communicated datagram, in accordance with the means as provided by Cardtronics plc) must be received by Cardtronics plc by the time specified by the Cardtronics plc board of directors (as the board of directors may determine, in compliance with the provisions of the U.K. Companies Act) as specified in the notice convening the meeting or in any appointment of proxy or any invitation to appoint a proxy sent out or made available by Cardtronics plc in relation to the meeting. In the case of a poll taken more than 48 hours after the meeting at which the relevant vote was to be taken, an appointment of proxy must be received after such meeting and not less than 24 hours (or such shorter time as the Cardtronics plc board of directors may determine) before the time appointed for taking the poll; or in the case of a poll not taken immediately but taken not more than 48 hours after the meeting, the appointment of proxy must be delivered at the meeting at which the poll is to be taken. An appointment of proxy not received or delivered in accordance with the New Articles is invalid under English law.

**Return of Capital**

In the event of a voluntary winding up of Cardtronics plc, the liquidator may, on obtaining any sanction required by law, divide among the stockholders (excluding stock held by any subsidiary of Cardtronics plc) the whole or any part of the assets of Cardtronics plc, whether or not the assets consist of property of one kind or of different kinds. The liquidator may also, with the same authority, transfer the whole or any part of the assets to trustees upon any trusts for the benefit of the stockholders as the liquidator decides. No past or present stockholder can be compelled to accept any asset which could subject him or her to a liability.

**Preemptive Rights and New Issues of Shares**

Under the U.K. Companies Act, directors are, with certain exceptions, unable to allot equity securities without being authorized either by the stockholders in a general meeting or by the New Articles. In addition, the issuance of equity securities that are to be paid for wholly in cash (except shares held under an employees' share scheme) must be offered first to the existing equity stockholders in proportion to the respective nominal values of their holdings on the same or more favorable terms, unless a special resolution (*i.e.*, 75% of votes cast) to the contrary has been passed in a general meeting or the articles of association otherwise provide for an authorization of the Cardtronics plc board of directors to allot equity securities (which can be granted for a maximum of five years after which stockholders approval would be required to renew the authorization). For the purpose of this section, "equity securities" means shares in Cardtronics plc and any rights to subscribe for or convert a security into Cardtronics plc shares.

We anticipate that prior to the effective time of the Merger an ordinary resolution will be adopted by the current stockholder of Cardtronics plc to authorize the Cardtronics plc board of directors (generally and unconditionally) to allot equity securities, or to grant rights to subscribe for or to convert or exchange any security, including convertible preference shares, convertible debt securities and exchangeable debt securities of a subsidiary, into shares of Cardtronics plc, up to an aggregate nominal amount of \$620,000 and to exclude preemptive rights in respect of such issuances. Such authority will be granted for five years, but we may seek renewal for additional five year terms more frequently. Cardtronics plc may, before the expiration of any such authority, make an offer or agreement which could require Ordinary Shares of Cardtronics plc to be allotted (or rights to be granted) after the expiration of this five year period, and the Cardtronics plc board of directors may allot shares or grant rights in pursuance of such an offer or agreement as if the authority to allot had not expired.



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Subject to the provisions of the U.K. Companies Act and to any rights attached to any existing shares, any Ordinary Shares of Cardtronics plc may be issued with, or have attached to them, such rights or restrictions as the Cardtronics plc stockholders may by ordinary resolution determine or, where the above authorizations are in place, the Cardtronics plc board of directors may determine such rights or restrictions.

The U.K. Companies Act prohibits an English company from issuing shares for no consideration, including with respect to shares to be issued pursuant to stock options, restricted stock and restricted stock units granted under the Equity Incentive Plans. Accordingly, the nominal value of the shares issued pursuant to any such award or any other share-based award granted under the Equity Incentive Plans must be paid pursuant to the U.K. Companies Act. However, these restrictions will not apply to shares previously issued for which the nominal value of the shares have been previously paid.

**Disclosure of Interests in Shares**

Section 793 of the U.K. Companies Act provides Cardtronics plc the power to require persons whom it knows has, or whom it has reasonable cause to believe has, or within the three years preceding the request for disclosure has had, any ownership interest in any shares (which we refer to as the "default shares") to disclose prescribed particulars of those shares. For this purpose, "default shares" includes any shares allotted or issued after the date of the Section 793 notice in respect of those shares. Failure to provide the information requested within the prescribed period after the date of sending the notice results in the holder of the default shares being guilty of an offence and liable to conviction as provided within the U.K. Companies Act.

Under the New Articles, Cardtronics plc will also withdraw voting and certain other rights, place restrictions on the rights to receive dividends and transfer default shares if the relevant holder of a minimum amount of default shares has failed to provide the information requested within 14 days after the date of sending the notice, depending on the level of the relevant shareholding (and unless the Cardtronics plc board of directors decides otherwise).

**Alteration of Share Capital/Repurchase of Shares**

Subject to the provisions of the U.K. Companies Act, Cardtronics plc may from time to time:

increase its share capital by allotting new shares in accordance with the U.K. Companies Act and the New Articles;

by ordinary resolution, consolidate and divide all or any of its share capital into shares of a larger nominal amount than the existing shares;

by ordinary resolution, subdivide its shares, or any of them, into shares of a smaller nominal amount than its existing shares; and

by special resolution, reduce its share capital, any capital reserves and any share premium account.

Subject to the U.K. Companies Act and to any rights the holders of any Ordinary Shares of Cardtronics plc may have, Cardtronics plc may purchase any of its own shares of any class (including any redeemable shares, if the Cardtronics plc board of directors should decide to issue any) by way of "off market purchases" with the prior approval of stockholders by ordinary resolution. Such authority can be granted for up to five years from the date of the ordinary resolution, and renewal of such authority for additional five year terms may be sought more frequently.

It is intended that prior to the effective time of the Merger, a stockholder resolution will be adopted by the current stockholder of Cardtronics plc to authorize the Cardtronics plc board of directors to repurchase shares without further stockholder approval. However, shares may only be

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repurchased out of distributable reserves or the proceeds of a fresh issue of shares made for that purpose and, if a premium is paid, it must be paid out of distributable reserves.

**Transfer of Shares**

The New Articles allow stockholders to transfer all or any of their certificated shares by instrument of transfer in writing in any usual form or in any other form which is permitted by the U.K. Companies Act and is approved by the Cardtronics plc board of directors. The instrument of transfer must be executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid) by or on behalf of the transferee and must be delivered to the registered office or any other place the Cardtronics plc board of directors decides.

The Cardtronics plc board of directors may refuse to register a transfer:

if the shares in question are not fully paid;

if it is with respect to shares on which Cardtronics plc has a lien;

if it is with respect to more than one class of shares;

if it is in favor of more than four persons jointly;

if it is not duly stamped (if such a stamp is required);

if it is not presented for registration together with the share certificate and evidence of title as the Cardtronics plc board of directors reasonably requires; or

in certain circumstances, if the holder has failed to provide the required particulars to Cardtronics plc as described under "Disclosure of Interests in Shares" above.

If the Cardtronics plc board of directors refuses to register a transfer of a share, it shall, within two months after the date on which the transfer was lodged with Cardtronics plc, send to the transferee notice of the refusal together with its reasons for refusal.

**General Meetings and Notices**

The notice of a general meeting or an annual general meeting shall be provided to the stockholders (other than any who, under the provisions of the New Articles or the terms of allotment or issue of shares, are not entitled to receive notice), to the Cardtronics plc board of directors and to the independent auditors.

Under English law, Cardtronics plc is required to hold an annual general meeting of stockholders within six months from the day following the end of its fiscal year. Subject to the foregoing, the meeting may be held at a time and place determined by the Cardtronics plc board of directors.

**Mandatory Offers**

Although Cardtronics plc is not expected to be subject to the Takeover Code, the Cardtronics plc board of directors recognizes the importance of certain of the protections afforded to stockholders of U.K. public companies, which are subject to the Takeover Code, and has recommended that the New Articles include some substantially similar protections. These provisions are summarized below and seek to regulate certain acquisitions of interests in the shares of Cardtronics plc. However, these provisions do not provide all of the protections provided by the Takeover Code.



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Under the Mandatory Offer Provisions, which are intended to be substantially similar to Rule 9 of the Takeover Code, if approved, a person must not:

whether acting alone or with others acting in concert with such person, acquire an interest in shares (as defined in the Takeover Code) whether by a single transaction or a series of transactions over a period of time which, when taken together with any interest in shares already held by that person or any interest in shares held or acquired by others acting in concert with such person, in aggregate carry 30% or more of the voting rights of Cardtronics plc; or

whether acting alone or with others acting in concert with such person, while interested in shares which in aggregate carry not less than 30% but not more than 50% of the voting rights of Cardtronics plc, acquire any further shares,

except, in either case, with the consent of the Cardtronics plc board of directors or where such person makes a mandatory offer to all other stockholders of Cardtronics plc. Any such mandatory offer must be unconditional, be in cash or be accompanied by a cash alternative and be at the highest price paid by such person required to make the mandatory offer, or any other acting in concert with such person, for any interest in shares in Cardtronics plc during the prior 12 months.

If approved, the Cardtronics plc board of directors would have various powers to enforce these provisions including disenfranchisement (as regards voting and entitlement to dividends), as set out in the New Articles. If Proposal 2 is not approved by our stockholders, the Mandatory Offer Provisions described above and set forth in Annex B will not be included in the New Articles upon the completion of the Merger.

The Cardtronics plc board of directors will have the full authority to determine the application of these provisions in the New Articles, including the deemed application of any relevant parts of the Takeover Code and such authority will include all the discretion that the UK Panel on Takeovers and Mergers would exercise if the Takeover Code applied to Cardtronics plc. The Cardtronics plc board of directors will not be required to give any reason for any decision or determination it makes.

Although not intended to be an anti-takeover provision, the Mandatory Offer Provisions could have the effect of discouraging, delaying or preventing hostile takeovers, including those that might result in a premium being paid over the market price of Ordinary Shares of Cardtronics plc and discouraging, delaying or preventing changes in control or management of Cardtronics plc. Please see "Proposal 2: Approval of Mandatory Offer Provisions."

**Squeeze-Out & Sell-Out Provisions**

*Squeeze-Out*

Under the U.K. Companies Act, if an offeror were to acquire or unconditionally contract to acquire 90% of the shares to which the offer relates and 90% of the voting rights attached to those shares, then, within three months of the last day on which its offer can be accepted, it could compulsorily acquire the remaining 10%. The offeror would do so by sending a notice to outstanding stockholders telling them that it will compulsorily acquire their shares and then, six weeks later, it would execute a transfer of the issued shares in its favor and pay the consideration to Cardtronics plc, which would hold the consideration in trust for outstanding stockholders, unless a stockholder objects to the English court and the court enters an order that the offeror is not entitled to acquire the shares or specifying terms of the acquisition different from those of the offer. The consideration offered to the stockholders whose shares are compulsorily acquired must, generally, be the same as the consideration that was available under the takeover offer.

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***Sell-Out***

The U.K. Companies Act also provides Cardtronics plc's minority stockholders a right to be bought out in certain circumstances by an offeror who had made a takeover offer. If at any time before the end of the period within which a takeover offer could be accepted (as set forth in such offer), the offeror holds or has unconditionally contracted to acquire with or without any other shares in Cardtronics plc that the offeror has acquired or contracted to acquire (i) not less than 90% in value of all the voting shares in Cardtronics plc and (ii) shares that carry not less than 90% of the voting rights in Cardtronics plc, then any holder of shares to which the offer related who had not accepted the offer could, by a written communication to the offeror, require the offeror to acquire those shares. The offeror would be required to provide any Cardtronics plc stockholder notice of his right to be bought out within one month of that right arising. Sell-out rights cannot be exercised after the end of the period of three months from the last date on which the offer can be accepted or, if later, three months from the date on which the notice is served on the Cardtronics plc stockholders notifying them of their sell-out rights. If a stockholder of Cardtronics plc exercises its rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

**Liability of Cardtronics plc and its Directors and Officers**

The New Articles provide that the courts of England and Wales have exclusive jurisdiction with respect to any suits brought by stockholders against Cardtronics plc, its directors, the board, officers, employees or stockholders individually. Please see "Comparison of Rights of Stockholders/Stockholders Liability of Directors and Officers" for a discussion of the inability of an English company to exempt directors and officers from certain liabilities.

**Anti-Takeover Provisions**

While Proposal 1 regarding the Merger is not intended to cause any new anti-takeover provisions to be implemented, the level of anti-takeover provisions with respect to Cardtronics plc will differ from that with respect to Cardtronics Delaware by virtue of the DGCL and the U.K. Companies Act, the differences between the certificate of incorporation and bylaws of Cardtronics Delaware and the New Articles of Cardtronics plc and the rights of holders of Cardtronics Delaware common stock and the rights of holders of Ordinary Shares of Cardtronics plc (including if the Mandatory Offer Provisions under Proposal 2 are approved by our stockholders). The provisions summarized below do not include those provisions resulting from the U.K. Companies Act. The provisions of the New Articles summarized below may have the effect of discouraging, delaying or preventing hostile takeovers, including those that might result in a premium being paid over the market price of Ordinary Shares of Cardtronics plc and discouraging, delaying or preventing changes in control or management of Cardtronics plc.

Takeover offers and certain other transactions in respect of certain public companies are regulated by the Takeover Code, which is administered by the Takeover Panel, a body consisting of representatives of the City of London financial and professional institutions which oversees the conduct of takeovers. An English public limited company is potentially subject to the Takeover Code if, among other factors, its central place of management and control is within the U.K., the Channel Islands or the Isle of Man. The Takeover Panel will generally look to the residency of a company's directors to determine where it is centrally managed and controlled. The Takeover Panel has confirmed that, based upon Cardtronics plc's current and intended plans for its directors and management and, for purposes of the Takeover Code, Cardtronics plc will be considered to have its place of central management and control outside the U.K., the Channel Islands or the Isle of Man. Therefore, the Takeover Code would not apply to Cardtronics plc. It is possible that in the future circumstances could change that may cause the Takeover Code to apply to Cardtronics plc.

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***Classified Board of Directors***

The Cardtronics plc board of directors, like our Board, will be divided into three classes, with the members of each class serving for staggered three-year terms. As a result, only one class of directors will be elected at each annual general meeting of stockholders, with the other classes continuing for the remainder of their respective three-year terms. Under English law, stockholders have no cumulative voting rights. In addition, the New Articles incorporate similar provisions to those contained in Cardtronics Delaware's certificate of incorporation and bylaws, which regulate stockholders' ability to nominate directors for election, subject to a 5% and, in respect of an annual general meeting only, 100 stockholders (and/or 100 beneficial owners) who have a right to vote and hold (on average) at least £100 per stockholder of paid-up share capital, share ownership requirement as provided under the U.K. Companies Act and certain procedural requirements set out in the New Articles. Generally, the classification of the Cardtronics plc board of directors, the lack of cumulative voting and the limitations on stockholders' powers to nominate directors may have the effect of making it difficult for any party to obtain control of Cardtronics plc by replacing the majority of the Cardtronics plc board of directors and to force an immediate change in the composition of the Cardtronics plc board of directors. However, under English law, stockholders have the ability to remove a director without cause without respect to these provisions. Any director who is proposed to be removed under this procedure has a statutory right of protest. In addition, under the New Articles and the U.K. Companies Act, if the stockholders remove the entire board, a stockholder may then convene a general meeting for the purpose of appointing directors.

***Issuance of Additional Shares***

The Cardtronics plc board of directors will have the authority, without further action of its stockholders for a period of five years, but subject to its statutory and fiduciary duties, to allot shares of Cardtronics plc or to grant rights to subscribe for or to convert or exchange any security, including convertible preference shares, convertible debt securities and exchangeable debt securities of a subsidiary, into shares of Cardtronics plc up to an aggregate nominal amount of \$620,000 and to exclude preemptive rights in respect of such issuances for the same period of time. Such authority will continue for five years and thereafter it must be renewed by a vote of the stockholders, but we may seek renewal for additional five year terms more frequently. The issuance of additional shares on various terms could adversely affect the holders of Ordinary Shares of Cardtronics plc. The potential issuance of additional shares may discourage bids for Ordinary Shares of Cardtronics plc at a premium over the market price, may adversely affect the market price of Ordinary Shares of Cardtronics plc and may discourage, delay or prevent a change in control of Cardtronics plc.

***Stockholder Rights Plan***

The Cardtronics plc board of directors will have the necessary corporate authority, without further action of its stockholders for a period of five years, but subject to its statutory and fiduciary duties, to give effect to a stockholder rights plan and to fix the terms thereof. Such a plan could make it more difficult for another party to obtain control of Cardtronics plc by threatening to dilute a potential acquirer's ownership interest in the company under certain circumstances. The Cardtronics plc board of directors may adopt a stockholder rights plan at any time, including in conjunction with the completion of the Merger or sometime thereafter. Cardtronics Delaware currently has the authority to adopt a stockholder rights plan under Delaware law. Please see "Comparison of Rights of Stockholders Anti-Takeover Matters."

The anti-takeover and other provisions of the New Articles, as well as any adoption of a stockholder rights plan, could discourage potential acquisition proposals and could delay or prevent a change in control. These provisions are intended to enhance stockholder value by discouraging certain types of abusive takeover tactics. However, these provisions could have the effect of discouraging others

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from making tender offers for Ordinary Shares of Cardtronics plc and, as a consequence, also may inhibit fluctuations in the market price of Ordinary Shares of Cardtronics plc that could result from actual or rumored takeover attempts.

**COMPARISON OF RIGHTS OF STOCKHOLDERS**

Your rights as a stockholder of Cardtronics Delaware are governed by the DGCL and Cardtronics Delaware's certificate of incorporation and bylaws. After the Merger, you will be a stockholder of Cardtronics plc and your rights will generally be governed by English law and the New Articles. In addition, the provisions of Cardtronics plc's New Articles will be substantially similar to the provisions of Cardtronics Delaware's certificate of incorporation and bylaws, except for changes (i) to ensure compliance with, or that are otherwise permissible under, English law, (ii) that preserve the current rights of stockholders and powers of the Cardtronics plc board of directors following the Merger or (iii) to reflect the proposed Mandatory Offer Provisions as described in Proposal 2 (if approved by stockholders).

The relative economic and voting rights of Cardtronics Delaware common stock and the Ordinary Shares of Cardtronics plc are essentially the same. However, there are differences between stockholder's rights under the DGCL and under applicable English law. In addition, there will be differences between Cardtronics Delaware's certificate of incorporation and bylaws and the New Articles.

The following discussion is a summary of the material differences in your rights that would result from the Merger and assuming you hold Ordinary Shares of Cardtronics plc. As such, this summary does not cover all of the differences between Cardtronics Delaware's certificate of incorporation and bylaws and the New Articles. While we believe this summary is accurate in all material respects, the following descriptions are qualified in their entirety by reference to the complete text of the relevant provisions of applicable English law (including the U.K. Companies Act), the DGCL, Cardtronics Delaware's certificate of incorporation and bylaws and the New Articles. We encourage you to read those laws and documents. A copy of the New Articles, substantially as proposed to be adopted immediately prior to the completion of the Merger, is found in the form attached to this proxy statement/prospectus as Annex B. For information as to how you can obtain a copy of Cardtronics Delaware's certificate of incorporation and bylaws, see "Where You Can Find More Information."

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**Voting Rights**

***Voting, Generally***

Each stockholder is entitled to one vote for each share of capital stock held by the stockholder, unless the certificate of incorporation or a certificate of designation provides otherwise.

If issued, the voting rights of holders of preferred stock will be determined by the certificate of incorporation or the certificate of designation with respect to such preferred stock.

Cardtronics Delaware's bylaws also provide that, as a general matter, when a quorum is present, action on a matter will be approved if the majority of votes cast are in favor of the matter

Certain special matters, such as an amendment to the certificate of incorporation, require the approval of the holders of a majority of the outstanding shares of common stock.

Each stockholder of Cardtronics plc is entitled to one vote for each Ordinary Share of Cardtronics plc held by such stockholder.

If issued, the voting rights of holders of any additional shares that may be issued will be determined by the Cardtronics plc board of directors in accordance with the New Articles.

Under English law and the New Articles, certain matters require "ordinary resolutions," which must be approved by at least a majority of the votes cast by stockholders, and certain other matters require "special resolutions," which require the affirmative vote of at least 75% of the votes cast at the meeting.

An ordinary resolution is needed to (among other matters): remove a director; appoint directors (where appointment is by stockholders); and provide, vary or renew a director's authority to allot shares.

A special resolution is needed to (among other matters): alter a company's articles of association, change the company's name, exclude statutory preemptive rights on allotment of securities for cash; reduce a company's share capital; re-register a public company as a private company (or vice versa); and approve a scheme of arrangement.

The Cardtronics plc board of directors will also have the authority under the New Articles to change the company's name.

***Record Date***

Cardtronics Delaware's bylaws provide that the record date for determining the stockholders entitled to notice of or to vote at any meeting shall be not more than 60 days and not less than 10 days prior to the meeting date.

The New Articles provide that the record date for determining the stockholders entitled to attend and vote at any meeting shall be not more than 60 days, unless a shorter time is required by law, and not less than 10 days, unless a shorter time is required by law, in which case the record date will be the maximum time permitted by law.

***Quorum***

Holders of at least a majority of the stock issued and outstanding and entitled to vote, present at a meeting, shall constitute a quorum.

A quorum will comprise qualifying persons, who together are entitled to cast at least the majority of the voting rights of Cardtronics plc.

***Cumulative Voting***

In accordance with Delaware law, because Cardtronics Delaware's certificate of incorporation or bylaws do not authorize cumulative voting of common stock or preferred stock, cumulative voting is not permitted.

Cumulative voting is not recognized under English law.

**Action by Written Consent**

Cardtronics Delaware's certificate of incorporation prohibits stockholder action by written consent.

Under English law, a public limited company's stockholders cannot pass a resolution by written consent. Stockholders can only pass





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**Stockholder Proposals and Stockholder Nominations of Directors**

***Stockholders' Ability to Call an Annual Meeting to Elect Directors***

Cardtronics Delaware's bylaws do not permit stockholders to call an annual meeting of stockholders. Under Delaware law, any stockholder may petition the Delaware Court of Chancery to order a meeting to elect directors if such meeting, or action to elect directors by written consent in lieu of a meeting, has not been held within 13 months.

The New Articles provide that the annual general meetings of stockholders may be called only on the order of the Cardtronics plc board of directors at such times and places as it thinks fit. However, see "Calling a Special Meeting" below.

***Stockholder Proposals: Director Nominations, Generally***

Under Cardtronics Delaware's bylaws, stockholders have an express right to nominate candidates for election to our Board and bring other business before an annual meeting, provided the stockholder holds of record stock entitled to vote at the meeting on the matter and complies with the notice procedures set forth below as to such business or nomination. The stockholder must give timely notice in writing and the notice must:

One or more stockholders representing, individually or in the aggregate, at least 5% of the paid-up share capital of Cardtronics plc carrying the right to vote at general meetings, or at least 100 stockholders (and/or beneficial owners of shares) who have a right to vote and hold (on average) at least £100 per stockholder of paid-up share capital, may nominate persons for appointment to the Cardtronics plc board of directors or propose other business to be considered by stockholders at an annual general meeting.

set forth, if the stockholder desires to nominate any person or persons for election as a director or directors, (i) the name and address of the person or persons to be nominated, (ii) the number and class of all shares of each class of stock of the corporation owned of record and beneficially by each nominee, as reported to the stockholder by the nominee, (iii) the information regarding each nominee required to be disclosed in a proxy statement, (iv) the signed consent by each nominee to serve as a director of the corporation if elected, (v) the stockholder's name and address, (vi) the number and class of all shares of each class of stock of the corporation owned of record and beneficially by the stockholder and (vii) in the case of a nominee holder, evidence establishing the nominee holder's indirect ownership of stock and entitlement to vote the stock for the election of directors at the annual meeting; and

Without prejudice to a stockholders rights, the New Articles require a stockholder's notice with respect to any nominations or any other business to be moved before an annual general meeting to be delivered to or mailed and received by the secretary at the registered office of Cardtronics plc not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual general meeting; provided, however, that in the event that the date of the annual general meeting is more than 30 days before or more than 70 days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to the date of such annual general meeting and not later than the close of business on the later of the 90th day prior to the date of such annual general meeting or, if the first public announcement of the date of such annual general meeting is less than 100 days prior to the date of such annual general meeting, the 10th day following the day on which public announcement of the date of such meeting is first made by the Cardtronics plc. If so requested, Cardtronics plc is required to give notice of a resolution in the same manner and at the same time (or as soon as reasonably practical thereafter) as the notice of the annual general meeting.

if the notice relates to any business other than a nomination of a director(s), set forth (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the stockholder's name and address as they appear on the corporation's books, (iii) the number and class of all shares of each class of stock of the corporation owned of record and beneficially by the stockholder, (iv) any material interest of the stockholder in the matter proposed (other than as a stockholder), if applicable, (v) in the case of a nominee holder, evidence establishing the nominee holder's indirect ownership of stock and entitlement to vote the stock on the matter proposed at the meeting and (vi) any other information that is required to be provided by the stockholder in a proxy statement.

No person, unless recommended by the Cardtronics plc board of directors, may be appointed or re-appointed as a director, unless the notice proposing the appointment or re-appointment contains the information set out in the New Articles.

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To be timely, a stockholder's notice must be delivered to the secretary of the corporation not less than 120 days prior to the first anniversary date of the annual meeting for the preceding year; provided, however, that if and only if the annual meeting is not scheduled to be held within a period that commences 30 days before and ends 30 days after the anniversary date (an annual meeting date outside the period being referred to herein as an "Other Meeting Date"), the stockholder's notice shall be given in the manner provided herein by the later of (i) the close of business on the date 120 days prior to the Other Meeting Date or (ii) the close of business on the 10th day following the date on which the Other Meeting Date is first publicly announced or disclosed.

Under Cardtronics Delaware's bylaws and except as otherwise provided by law, the certificate of incorporation or the bylaws, the chairman of any meeting of stockholders shall determine whether a nomination or any business proposed to be brought before the meeting was properly made and if not, to declare that such defective proposal or nomination shall not be considered.

All stockholder resolutions or business proposed must not be:

if passed, ineffective (whether by reason of inconsistency with any enactment or the New Articles);

defamatory of any person; or

frivolous or vexatious.

Directors of Cardtronics plc that are proposed to be elected at a stockholder meeting generally must be elected individually pursuant to separate proposals at the meeting. More than one director cannot be elected under the same stockholder proposal.

The New Articles generally continue Cardtronics Delaware's current mechanism for nominating directors, subject to certain threshold requirements set forth above.

Under the New Articles and except as otherwise provided by law, the chairman of the meeting shall determine whether a nomination or any business proposed to be brought before the meeting is made in accordance with the New Articles.

One or more stockholders holding at least 5% of the paid-up share capital of Cardtronics plc carrying the right to vote at a general meeting, or at least 100 stockholders (and/or beneficial owners of shares) who have a right to vote and hold (on average) at least £100 per stockholder of paid-up share capital, can require Cardtronics plc to circulate to stockholders a statement of up to 1,000 words relating to a matter referred to in a proposed resolution or any other business matter to be dealt with in any type of general meeting. The request must be received at least one week before the meeting to which it relates. If so requested, Cardtronics plc is required to circulate a statement in the same manner and at the same time (or as soon as reasonably practical thereafter) as the notice of the relevant general meeting.

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**Sources and Payment of Dividends**

***Sources of Dividends***

Under Delaware law, subject to any restriction in the corporation's certificate of incorporation, the board of directors may declare and pay dividends out of:

surplus of the corporation, which is defined as net assets less statutory capital; or

if no surplus exists, out of the net profits of the corporation for the year in which the dividend is declared and/or the preceding year;

provided, however, that if the capital of the corporation has been diminished to an amount less than the aggregate amount of capital represented by the outstanding stock of all classes having preference upon the distribution of assets, the board of directors may not declare and pay dividends out of the corporation's net profits until the deficiency in the capital has been repaired.

***Declaration of Dividends***

Cardtronics Delaware's bylaws do not prohibit our Board from declaring dividends from time to time out of any funds legally available therefor.

***Record Date***

Cardtronics Delaware's bylaws provide that for dividends and other matters, the record date must be set not more than 60 days prior to such action.

Cardtronics plc may pay dividends on its shares only out of profits available for distribution, which are accumulated, realized profits (so far as not previously utilized by distribution or capitalization) less its accumulated, realized losses (so far as not previously written off in a reduction or reorganization of capital).

In addition, under English law, Cardtronics plc will only be permitted to make a distribution if, at the time, the amount of its net assets is not less than the aggregate of its issued and paid-up share capital and undistributable reserves, and to the extent that the distribution does not reduce the net assets below such aggregate.

The New Articles authorize the Cardtronics plc board of directors to declare dividends if it considers that the financial position of Cardtronics plc justifies such payment.

The New Articles provide that dividends may be paid in cash or in property, paid-up shares or debentures of another company.

The New Articles provide that shares held by or for the benefit of subsidiaries of Cardtronics plc will not be entitled to dividends, including any scrip dividends, share distributions or dividends or distributions of property or debentures of any other company.

The New Articles provide that, subject to certain restrictions, the Cardtronics plc board of directors may set the record date for a dividend or other distribution, provided the date is not more than 60 days before the date of declaration of the dividend.

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**Purchase and Redemption of Stock**

***Purchase and Redemption of Stock, Generally***

Under Delaware law, a corporation may purchase, redeem, receive, take or otherwise acquire, own and hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own shares; provided, however, that no corporation shall:

purchase or redeem its own shares of capital stock for cash or other property when the capital of the corporation is impaired or when such purchase or redemption would cause any impairment of the capital of the corporation, except that a corporation may purchase or redeem out of capital any of its own shares which are entitled upon any distribution of its assets, whether by dividend or in liquidation, to a preference over another class or series of its stock, or, if no shares entitled to such a preference are outstanding, any of its own shares, if such shares will be retired upon their acquisition and the capital of the corporation reduced;

purchase, for more than the price at which they may then be redeemed, any of its shares which are redeemable at the option of the corporation; or

redeem any of its shares unless their redemption is authorized by a subsection of the DGCL and then only in accordance with such section and the certificate of incorporation.

Under Delaware law, a corporation has a right to resell any of its shares theretofore purchased or redeemed out of surplus and which have not been retired, for such consideration as shall be fixed by the board of directors.

***Voting Treasury Stock***

Under Delaware law, shares of its own capital stock belonging to the corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the corporation, are neither entitled to vote nor counted for quorum purposes. However, a corporation has a right to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Under Delaware law, shares which have been called for redemption shall not be deemed to be outstanding shares for the purpose of voting or determining the total number of shares entitled to vote on any matter on and after the date on which written notice of

The New Articles provide that Cardtronics plc may purchase its own shares, which, if purchased "off market," requires approval of the stockholders by ordinary resolution, and redeem outstanding redeemable shares. Immediately prior to the effective time of the Merger, the current stockholder of Cardtronics plc is expected to pass an ordinary resolution, which would authorize the repurchase of up to 15% of the issued share capital for a five year period. Stockholder approval would be necessary no less frequently than every five years to renew this authorization.

Cardtronics plc may redeem or purchase shares only if the shares are fully paid and only out of:

distributable reserves; or

the proceeds of a new issue of shares made for the purpose of the purchase or redemption.

Under English law, any shares (other than treasury shares which may be temporarily held for resale) purchased by Cardtronics plc must then be cancelled (and cannot be resold by the company).

Under English law, any shares held by a subsidiary of Cardtronics plc may not be voted or counted for determining quorum.

Any redeemable shares which are redeemed by Cardtronics plc would be cancelled.

redemption has been sent to holders thereof and a sum sufficient to redeem such shares has been irrevocably deposited or set aside to pay the redemption price to the holders of the shares upon surrender of certificates therefor.

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Cardtronics Delaware's bylaws provide that the corporation shall not vote, directly or indirectly, shares of stock owned by it and such shares shall not be counted for quorum purposes.

**Meetings of Stockholders**

***Meetings, Generally***

Cardtronics Delaware's bylaws provide that all meetings of stockholders are to be held at any place designated by our Board. Also, written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than 10 and not more than 60 days before the date of the meeting.

The New Articles provide that the Cardtronics plc board of directors, chairman, chief executive officer, president or secretary may convene general meetings of the stockholders at any place they so designate.

The notice of the general meeting must state the time, date and place of the meeting and the general nature of the business to be dealt with. The general meeting may be within or outside the U.K.

Cardtronics plc must hold its annual general meeting within six months from the day following the end of its fiscal year.

Under English law, an annual general meeting must be called by at least 21 clear days' notice. It is possible to extend this notice period in the company's articles of association. This notice period can be shortened if all stockholders who are permitted to attend and vote agree to the shorter notice. A meeting other than the annual general meeting must be called by not less than 14 clear days' notice, but this too can be longer or shortened by agreement by consent of at least 95% of the nominal value of the stock entitled to attend and vote. The maximum notice in the New Articles is 60 clear days for both types of meeting.

***Calling an Annual Meeting***

Cardtronics Delaware's bylaws provide that annual meetings of stockholders may be called only on the order of our Board.

The New Articles provide that the annual general meetings of stockholders may be called only on the order of the Cardtronics plc board of directors at such times and places as it thinks fit.

***Calling a Special Meeting***

Cardtronics Delaware's bylaws provide that special meetings of the stockholders may be called at any time by the Chairman of the Board, by a special committee that is duly designated by our Board or by resolution adopted by the affirmative vote of the majority of our Board. Under Cardtronics Delaware's bylaws, stockholders do not have the right to call special meetings.

Under English law, one or more stockholders representing at least 5% of the paid up capital of Cardtronics plc carrying voting rights also have the right to requisition the holding of a general meeting.

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**Notice**

Cardtronics Delaware's bylaws provide that stockholders entitled to vote at such meeting must receive notice of the meeting not less than 10 days and not more than 60 days prior to the meeting. This notice must state the place, if any, date, hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Business transacted at any meeting of stockholders shall be limited to the purposes stated in the notice.

English law requires that notice of a general meeting of stockholders (other than an annual general meeting convened by the officers, which requires at least 21 clear days) must be delivered to the stockholders at least 14 clear days prior to the meeting. Under the New Articles the notice must be delivered not more than 60 clear days prior to the meeting. This notice must state the place, date and time of the meeting and the purpose or purposes for which the meeting is called. Business transacted at any general meeting of stockholders (other than an annual general meeting) shall be limited to the purposes stated in the notice.

Where the meeting is properly requisitioned by the Cardtronics plc stockholders, the Cardtronics plc board of directors must call the general meeting within 21 days, and the meeting itself must be held not more than 28 days after the date of the notice convening the meeting.

Notice periods for general meetings (other than an annual general meeting) can be shortened for public companies if stockholders holding 95% of the voting rights agree to hold the meeting at short notice. In the case of annual general meetings, all stockholders entitled to attend and vote must agree to short notice.

**Appraisal Rights**

***To Whom are Appraisal Rights Available***

Under Delaware law, stockholders of a corporation involved in a merger who hold shares of stock on the date a demand is made with respect to such shares, who continuously holds such shares through the effective date of the merger or consolidation, and who have neither voted in favor of the merger or consolidation nor consented thereto in writing generally have the right to demand and receive payment in cash of the fair value of their stock as determined by the Delaware Court of Chancery, in lieu of receiving the merger consideration. However, appraisal rights are not available to holders of shares:

English law does not provide for "appraisal rights" similar to those rights under Delaware law. However, English law will provide for dissenter's rights which permit a stockholder to object in court to a compulsory acquisition of minority shares. Please see "Stockholders' Votes on Certain Transactions" below.

listed on a national securities exchange; or

held of record by more than 2,000 stockholders.

***Exceptions to Appraisal Rights***

Appraisal rights shall be available for the shares of any class or series of stock of a constituent corporation if the holders are required by the terms of an agreement of merger or consolidation to accept for such stock anything except:



shares of stock of the corporation surviving or resulting from such merger or consolidation, or depositary receipts in respect thereof;

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shares of stock or depositary receipts of another corporation that, at the effective date of the merger, will be either (i) listed on a national securities exchange or (ii) held of record by more than 2,000 holders;

cash in lieu of fractional shares of the stock or depositary receipts received; or

any combination of the shares of stock, depositary receipts and cash in lieu of fractional shares or fractional depositary receipts described in the foregoing.

In addition, appraisal rights are not available to the holders of shares of the surviving corporation in the merger, if the merger does not require the approval of the stockholders of that corporation.

**Preemptive Rights**

Under Delaware law, a stockholder is not entitled to preemptive rights to subscribe for additional issuances of stock or any security convertible into stock unless they are specifically granted in the certificate of incorporation.

Cardtronics Delaware's certificate of incorporation does not grant preemptive rights to stockholders.

Under English law, unless either a special resolution to the contrary has been passed by the stockholders or there is a provision in the articles of association conferring a corresponding right, the issuance for cash of the following securities must generally be offered first to the existing ordinary stockholders in proportion to the respective nominal values of their holdings:

equity securities (*i.e.*, ordinary shares, which are shares other than shares which, with respect to dividends or capital, carry a right to participate only up to a specified amount in a distribution); or

rights to subscribe for or convert securities into, ordinary shares.

English law permits a company's stockholders by special resolution to exclude preemptive rights for a period of up to five years if coupled with a general authorization to allot shares.

Preemptive rights do not generally apply to a company's issuance of shares in exchange for consideration other than cash.

Immediately prior to the effective time of the Merger, the current stockholder of Cardtronics plc is expected to pass a special resolution to exclude preemptive rights for a period of five years with respect to the allotment of shares up to an aggregate nominal amount of \$620,000. Stockholder approval would be necessary no less frequently than every five years to renew this authorization. Please see "Description of Ordinary Shares of Cardtronics plc Preemptive Rights and New Issues of Shares."

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**Amendment of Governing Instruments**

Under Delaware law, unless the certificate of incorporation requires a greater vote, an amendment to the certificate of incorporation requires:

The provisions in the articles of association of an English public limited company are generally equivalent to the collective provisions in a certificate of incorporation and bylaws of a Delaware corporation.

recommendation of the board of directors;

Under English law, a special resolution of the stockholders is required to amend any provision of the New Articles. The Cardtronics plc board of directors does not have the power to amend the New Articles without stockholder approval.

the affirmative vote of a majority of the outstanding stock entitled to vote; and

the affirmative vote of a majority of the outstanding stock of each class entitled to vote.

Cardtronics Delaware's bylaws provide that the bylaws may be altered or repealed by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote thereon. provided, however, that any proposed alteration or repeal of the bylaws inconsistent with certain sections of the bylaws by the stockholders shall require the affirmative vote of at least 66<sup>2</sup>/<sub>3</sub>% of the stock issued and outstanding and entitled to vote thereon.

Under Delaware law, if provided by the certificate of incorporation, the board of directors has the power to adopt, amend or repeal the bylaws of a company. Cardtronics Delaware's certificate of incorporation authorizes our Board to adopt, amend or repeal the corporation's bylaws.

**Preferred Stock/Additional Shares**

Cardtronics Delaware's certificate of incorporation authorizes our Board:

Preferred shares can be issued by English companies and can provide the holders rights of priority over ordinary stockholders.

to provide for the issuance of one or more series of preferred stock;

Subject to there being an unexpired authority to allot shares, the New Articles permit the Cardtronics plc board of directors to issue shares with rights to be determined by the Cardtronics plc board of directors at the time of issuance, which may include such powers, designations, preferences and relative participating, optional or other special rights and qualifications, limitations and restrictions attaching thereto as the Cardtronics plc board of directors may determine, including, without limitation, rights to (i) receive dividends (which may include, without limitation, rights to receive preferential or cumulative dividends), (ii) distributions made on a winding up of the Cardtronics plc and (iii) be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of shares, at such prices or prices (subject to the U.K. Companies Act) or at such rates of exchange and with such adjustments as may be determined by the Cardtronics plc board of directors.

to establish from time to time the number of shares to be included in such series and the designation to distinguish the shares of such series from the shares of all other series; and

to fix the powers, designations, preferences, and relative participating, optional, or other special rights, and qualifications, limitations and restrictions thereof.

Cardtronics Delaware currently does not have any outstanding shares of preferred stock.

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**Stock Class Rights**

Under Delaware law, any change to the rights of holders of Cardtronics Delaware's common or preferred stock would require an amendment to Cardtronics Delaware's certificate of incorporation or the applicable certificate of designation. Holders of shares of a class are entitled to vote as a class upon a proposed amendment to the certificate of incorporation if the amendment will:

Amendments affecting the rights of the holders of any class of shares may, depending on the rights attached to the class and the nature of the amendments, also require approval of the class affected at a separate class meeting.

The New Articles provide that stockholders of the relevant class of shares can approve any amendment to their rights (where there is more than one class of shares in issue) either by:

increase or decrease the authorized shares of the class;

consent in writing of stockholders holding at least three-fourths of the nominal amount of the issued shares of that class (excluding any shares held as treasury shares); or

increase or decrease the par value of the shares of the class; or

alter or change the powers, preferences or special rights of the shares of the class so as to affect them adversely.

a special resolution passed at a class meeting of the relevant class.

**Stockholders' Votes on Certain Transactions**

***Approval of Mergers and Acquisitions Generally***

Generally, under Delaware law, unless the certificate of incorporation provides for the vote of a larger portion of the stock, completion of a merger or consolidation or substantially all of a corporation's assets or dissolution requires:

As noted above, ordinary resolutions must be approved by at least a majority of the votes cast by stockholders. Special resolutions require the affirmative vote of at least 75% of the votes cast at the meeting to be approved.

the approval of the board of directors; and

There is no concept of a statutory merger under English law (except where an English company merges with another company based in the European Economic Area).

approvals by the vote of the holders of a majority of the outstanding stock or, if the certificate of incorporation provides for more or less than one vote per share, a majority of the votes of the outstanding stock of a corporation entitled to vote on the matter.

Under English law and subject to applicable U.S. securities laws and NASDAQ rules and regulations, as a general matter unless Cardtronics plc proposes to issue 20% or more of its Ordinary Shares of Cardtronics plc in the transaction, where Cardtronics plc proposes to acquire another company, approval of Cardtronics plc's stockholders is not required.

Cardtronics Delaware's certificate of incorporation does not provide for a higher vote for certain transactions than a majority vote of the stockholders.

Under English law, where another company proposes to acquire Cardtronics plc, the requirement for the approval of the Cardtronics plc stockholders depends on the method of acquisition.

Under English law, schemes of arrangement are arrangements or compromises between a company and any class of stockholders or creditors, and are used in certain types of reconstructions, amalgamations, capital reorganizations or takeovers (similar to a merger in the U.S.). Such arrangements require the approval of (i) a majority in number of stockholders or creditors (as the case may be) representing 75% in value of the creditors or class of creditors or stockholders or class of stockholders present and voting either in person or by proxy at an annual meeting convened by order of the

court and (ii) the English court.  
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Once approved, sanctioned and becoming effective, all stockholders and creditors of the relevant class are bound by the terms of the scheme, and a dissenting stockholder would have no rights comparable to appraisal rights provided under Delaware law.

A dissenting stockholder may object to the transfer on the basis that the bidder is not entitled to acquire shares or to specify terms of acquisition different from those in the offer by applying to the court within six weeks of the date on which notice of the transfer was given. In the absence of fraud or oppression, the court is unlikely to order that the acquisition shall not take effect, but it may specify terms of the transfer that it finds appropriate.

Under the U.K. Companies Act, if an offeror were to acquire or unconditionally contract to acquire 90% of the shares to which the offer relates and 90% of the voting rights attached to those shares, then, within three months of the last day on which its offer can be accepted, it could compulsorily acquire the remaining 10%. It would do so by sending a notice to outstanding stockholders telling them that it will compulsorily acquire their shares and then, six weeks later, it would execute a transfer of the issued shares in its favor and pay the consideration to Cardtronics plc, which would hold the consideration in trust for outstanding stockholders. The consideration offered to the stockholders whose shares are compulsorily acquired must, in general, be the same as the consideration that was available under the takeover offer. Please see "Description of Ordinary Shares of Cardtronics plc Squeeze-Out & Sell-Out Provisions."

A minority stockholder is also entitled in similar circumstances to require the offeror to acquire his or her shares on the terms of the offer. Please see "Description of Ordinary Shares of Cardtronics plc Squeeze-Out & Sell-Out Provisions."

***Related Party Transactions***

Under the rules of NASDAQ, stockholder approval is required prior to the issuance of common stock, or of securities convertible into or exercisable for common stock, in any transaction or series of related transactions, to:

a director, officer or substantial security holder of the company, referred to as a "related party";

a subsidiary, affiliate or other closely-related person of a related party; or

any company or entity in which a related party has a substantial direct or indirect interest,

Cardtronics plc will be subject to the rules of NASDAQ regarding related party transactions.

Under English law, certain transactions between a director and a related company of which he or she is a director are prohibited unless approved by the stockholders, such as loans, credit transactions and substantial property transactions.

if the number of shares of common stock to be issued, or if the number of shares of common stock into which the securities may be convertible or exercisable, exceeds either 1% of the number of shares of common stock or 1% of the voting power outstanding before the issuance.



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However, if the related party involved in the transaction is classified as such solely because such person is a substantial security holder, and if the issuance relates to a sale of stock for cash at a price at least as great as each of the book and market value of the issuer's common stock, then stockholder approval will not be required unless the number of shares of common stock to be issued, or unless the number of shares of common stock into which the securities may be convertible or exercisable, exceeds either 5% of the number of shares of common stock or 5% of the voting power outstanding before the issuance.

Loans to directors and executive officers are prohibited under U.S. securities laws.

***Greater than 20% Change in Ordinary Shares of Cardtronics plc or Voting Power***

Under the rules of NASDAQ, stockholder approval is required prior to the issuance of common stock, or of securities convertible into or exercisable for common stock, in any transaction or series of related transactions if:

Cardtronics plc will continue to be subject to the rules of NASDAQ regarding the issuances of shares representing 20% or more of its issued share capital.

the common stock has, or will have upon issuance, voting power equal to or in excess of 20% of the voting power outstanding before the issuance of such stock or of securities convertible into or exercisable for common stock; or

the number of shares of common stock to be issued is, or will be upon issuance, equal to or in excess of 20% of the number of shares of common stock outstanding before the issuance of the common stock or of securities convertible into or exercisable for common stock.

**Rights of Inspection**

***Rights of Inspection Generally***

Delaware law allows any stockholder in person or by attorney or other agent, upon written demand under oath stating the purpose thereof, during the usual hours for business to inspect for any proper purpose, and to make copies and extracts from:

Generally, the register of Cardtronics plc stockholders may be inspected at any time (i) for free, by its stockholders, and (ii) for a fee by any other person.

the corporation's stock ledger, a list of its stockholders, and its other books and records; and

The inspecting stockholder has to show he or she has a proper purpose in inspecting the register and has to provide certain explanatory information to the company. Documents may be copied for a fee.

a subsidiary's books and records, to the extent that:

The service contracts, if any, of Cardtronics plc's directors can be inspected without charge and during business hours. In this and certain other contexts under applicable English law, a "director" includes certain executive officers and a "service contract" includes any contract under which such a director or executive officer

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○ the corporation has actual possession and control of such records of such subsidiary; or

undertakes personally to provide services to the company or a subsidiary company, whether in that person's capacity as a director, an executive officer or otherwise.

The Cardtronics plc stockholders may also inspect,

○ the corporation could obtain such records through the exercise of control over such subsidiary, provided that as of the date of the making of the demand: (i) the stockholder inspection of such books and records of the subsidiary would not constitute a breach of an agreement between the corporation or the

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subsidiary and a person or persons not affiliated with the corporation; and (ii) the subsidiary would not have the right under the law applicable to it to deny the corporation access to such books and records upon demand by the corporation.

without charge and during business hours, the minutes of meetings of the stockholders for the previous 10 years and obtain copies of the minutes for a fee.

In addition, the published annual accounts of Cardtronics plc are required to be available for stockholders at a general meeting and a stockholder is entitled to a copy of these accounts. The accounts must also be made available on Cardtronics plc's website and remain available until the accounts for the next financial year are placed on the website.

Under English law, the stockholders of a company do not have the right to inspect the corporate books of a subsidiary of that company.

***Stockholder List***

Cardtronics Delaware's bylaws state that a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order for each class of stock, and showing the address of each stockholder and the number of shares registered in the name of each stockholder shall be open to the examination of any stockholder, for any purpose germane to the stockholder meeting, during ordinary business hours, for a period of at least 10 days prior to the meeting, on a reasonably accessible electronic network. The list shall also be produced and kept at the time and place of the meeting and may be inspected by any stockholder who is present.

The New Articles permit stockholders to examine a complete list of stockholders for 10 days prior to, and at, a stockholder meeting.

**Standard of Conduct for Directors**

Delaware law does not contain any specific provisions setting forth the standard of conduct of a director. The scope of the fiduciary duties of our Board is thus determined by the courts of the State of Delaware. In general, directors have a duty to act in good faith, on an informed basis and in a manner they reasonably believe to be in the best interests of the stockholders.

English law imposes certain specific obligations on the directors of Cardtronics plc. In addition to certain common law and equitable principles, there are statutory director duties, including seven codified duties as follows:

Cardtronics Delaware's bylaws state that the number of directors of the corporation shall be fixed from time to time by resolution adopted by our Board. Our Board currently consists of nine director positions with one vacancy, and one of the directors is an executive officer of Cardtronics Delaware.

to act in a way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its stockholders as a whole;

to act in accordance with the company's constitution and exercise powers only for the purposes for which they are conferred;

to exercise independent judgment;

to exercise reasonable care, skill and diligence;

to avoid conflicts of interest;

not to accept benefits from third parties; and

to declare an interest in a proposed transaction with the company.  
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The New Articles state that the number of directors of the company shall be fixed from time to time by resolution adopted by the Cardtronics plc board of directors (but must not be less than three and not more than such number determined by the Cardtronics plc board of directors). The initial number of directors will be eight with one vacancy.

**Classification of our Board of Directors**

Delaware law permits the certificate of incorporation or a stockholder-adopted bylaw to provide that directors be divided into one, two or three classes, with the term of office of one class of directors to expire each year.

English law permits a company to provide for terms of different length for its directors.

Cardtronics Delaware's bylaws provide that our Board will be divided into three classes of directors, each class is elected to serve for a term of three years, with the term of only one class expiring every year.

The New Articles provide that the Cardtronics plc board of directors will be divided into three classes of directors, and each class is elected to serve for a term of three years, with the term of only one class expiring every year.

**Removal of Directors**

Delaware law provides that a director or the entire board of directors may be removed with or without cause by the holders of a majority of the shares entitled to vote at an election of directors, except that:

Under English law, stockholders may remove a director without cause by ordinary resolution, irrespective of any provisions in the company's articles of association, provided that 28 clear days' notice of the resolution is given to the company.

members of a classified board of directors may be removed only for cause, unless the certificate of incorporation provides otherwise; and

The director has a right to protest his or her removal and is entitled to be heard on the resolution at the meeting. Provided the right is not abused, a director is entitled to make written representations (not exceeding reasonable length), which the company must circulate to stockholders, as to why he or she should not be removed.

directors may not be removed in certain situations in the case of a corporation having cumulative voting.

Under Cardtronics Delaware's certificate of incorporation and bylaws, any director may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 66<sup>2</sup>/<sub>3</sub>% of the voting power of the then outstanding capital stock of the corporation entitled to vote generally in the election of directors.

**Vacancies on our Board of Directors**

***Vacancies, Generally***

Under Delaware law, unless otherwise provided in the certificate of incorporation or the bylaws, (i) vacancies on a board of directors and (ii) newly created directorships resulting from an increase in the number of directors may be filled by a majority of the directors in office, although less than a quorum, or by a sole remaining director. In the case of a classified board, directors elected to fill vacancies or newly created directorships will hold office until the next election of the class for which the directors have been chosen. If, at the time of

The New Articles provide that any vacancy on the board that occurs or is created, whether arising through death, resignation, retirement or removal of a director, or through an increase in the number of directors of any class, shall be filled by the majority vote of the remaining directors, whether or not a quorum, or by a sole remaining director. If there are, however, no directors in office, the chief executive officer, the secretary or stockholder may convene a general meeting for the purpose of appointing directors.

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filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board, the Delaware Court of Chancery may, upon application of any stockholder or stockholders holding at least 10% of the voting stock at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Stockholders also have a right to propose directors for appointment at a general meeting convened by the Cardtronics plc board of directors for such purpose, provided the stockholder(s) comply with the relevant procedural requirements. Please see "Stockholder Proposals and Stockholder Nominations of Directors" and "Meetings of Stockholders" above.

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Under Delaware law, unless otherwise provided in the certificate of incorporation or the bylaws, when one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as provided in this section in the filling of other vacancies.

Cardtronics Delaware's bylaws provide that (i) any vacancies on our Board or (ii) newly created directorships may be filled only by a majority of the directors then in office, although less than a quorum, or a sole remaining director.

***Term of Service After Appointment to Fill a Vacancy***

Cardtronics Delaware's bylaws provide that any director so chosen shall hold office until the next annual election and until his successor shall be duly elected and shall qualify, unless sooner displaced.

The New Articles provide that any director appointed to fill a vacancy shall serve for the remainder of the then present term of office of the class to which he or she was appointed. In the event such term extends beyond the next annual general meeting of stockholders for which a definitive proxy statement has not been filed at the time of the appointment, the director or directors so appointed shall be named and described in the next definitive annual general meeting proxy statement and shall stand for election for the remaining portion of the term of office at the annual general meeting of stockholders subject to said proxy statement.

***Impact on Classification of our Board***

Cardtronics Delaware's certificate of incorporation and bylaws also provide that in the event of any change in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by our Board among the classes of directors so as to maintain such classes as nearly equal as possible.

The New Articles provide for the same apportionment among the classes of directors where numerically possible.

**Liability of Directors and Officers**

Delaware law permits a corporation's certificate of incorporation to include a provision eliminating or limiting the personal liability of a director to the corporation and its stockholders for damages arising from a breach of fiduciary duty as a director. However, no provision can limit the liability of a director for:

English law does not permit a company to exempt any director or certain officers from any liability arising from negligence, default, breach of duty or breach of trust against the company. However, despite this prohibition, an English company is permitted to purchase and maintain insurance for a director or executive officer of the company against any such liability.

any breach of his or her duty of loyalty to the corporation or its stockholders;

Stockholders can ratify by ordinary resolution a director's or certain officer's conduct amounting to negligence, default, breach of duty or breach of trust in relation to the company.

acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

intentional or negligent payment of unlawful dividends or stock purchases or redemptions; or



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any transaction from which he or she derives an improper personal benefit.

Cardtronics Delaware's certificate of incorporation provides that a director of the company will not be personally liable to the company or its stockholders for monetary damages for breach of fiduciary duty as a director. However, a director will be liable (i) for any breach of the director's duty of loyalty, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which such director derived an improper personal benefit.

**Indemnification of Directors and Officers**

Delaware law provides that a corporation may indemnify a person who is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding on account of being a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person:

acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; and

in a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Cardtronics Delaware's bylaws provide that the company will indemnify, to the fullest extent permitted by Delaware law, members of our Board and officers of the company from and against all expenses, liabilities or losses reasonably incurred or suffered. Further, the company may purchase and maintain insurance to effect indemnification.

Subject to exceptions, English law does not permit a company to exempt a director or certain officers from, or indemnify a director against, liability in connection with any negligence, default, breach of duty or breach of trust by a director in relation to the company.

The exceptions allow a company to:

Purchase and maintain director and officer insurance, or "D&O Insurance" against any liability attaching in connection with any negligence, default, breach of duty or breach of trust owed to the company. D&O Insurance generally covers costs incurred in defending allegations and compensatory damages that are awarded. However, D&O Insurance will not cover losses incurred in relation to criminal acts, intentional malfeasance or other forms of dishonesty, regulatory offences or excluded matters such as environmental liabilities. In relation to these matters, D&O Insurance generally only covers defense costs, subject to the obligation of the director or officer to repay the costs if an allegation of criminality, dishonesty or intentional malfeasance is subsequently admitted or found to be true.

Provide a qualifying third-party indemnity provision ("QTPIP"). This permits a company to indemnify its directors and certain officers (and directors and certain officers of an associated company) in respect of proceedings brought by third parties (covering both legal costs and the amount of any adverse judgment, except for: the legal costs of an unsuccessful defense of criminal proceedings or civil proceedings brought by the company itself, fines imposed in criminal proceedings and penalties imposed by regulatory bodies). Cardtronics plc can therefore indemnify directors and certain officers against such third-party actions as class actions or actions following mergers and acquisitions or share issuances.

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Indemnify a director or certain officers in respect of defense costs in relation to civil and criminal proceedings against him or her (even if the action is brought by the company itself). This is subject to the requirement for the director or officer to reimburse the company if the defense is unsuccessful. However, if the company has a QTPIP in place whereby the director or officer is indemnified in respect of legal costs in civil proceedings brought by third parties, then the director or officer will not be required to reimburse the company.

The New Articles include a provision requiring Cardtronics plc to indemnify to any extent permitted by law any person who is or was a director or officer of Cardtronics plc, or a director or officer of any associated company, or is or was serving or has agreed to serve at the request of Cardtronics plc as a director or officers of another organization or trustee of any employee benefit plan, directly or indirectly (including by funding any expenditure incurred or to be incurred by him or her) against any loss or liability, whether in connection with any negligence, default, breach of duty or breach of trust by him or her or otherwise, in relation to Cardtronics plc, any associated company or such other organization or employee benefit plan, where the basis of such proceeding is in his official capacity as a director or officer or trustee while serving or having agreed to serve as a director or officer or trustee. The New Articles go on to state that where a person is so indemnified, such indemnity may extend to all costs, charges, losses, expenses and liabilities incurred by him or her.

In addition to the provisions of the New Articles, it is common to set out the terms of the QTPIP in the form of a deed of indemnity between the company and the relevant director or officer which essentially indemnifies the director or officer against claims brought by third parties to the fullest extent permitted under English law. We expect to enter into new indemnification agreements and deeds of indemnity with directors, executive officers and certain other officers and employees (including directors, officers and employees of subsidiaries and other affiliates). Please see "Proposal 1: Approval of the Adoption of the Merger Agreement Interests of Directors and Executive Officers in the Merger; Additional Agreements."

Cardtronics plc will be required to disclose in its annual directors' report any QTPIP in force at any point during the relevant financial year or in force when the directors' report is approved. A copy of the indemnity or, if it is not in writing, a memorandum setting out its terms must be open to inspection during the life of the indemnity and for a period of one year from the date of its termination or expiration. Any stockholder may inspect the indemnity, or memorandum, without charge or may request a copy on payment of a fee.

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**Stockholders' Suits**

Under Delaware law, a stockholder may initiate a derivative action to enforce a right of a corporation if the corporation fails to enforce the right itself. The complaint must:

state that the plaintiff was a stockholder at the time of the transaction of which the plaintiff complains or that the plaintiff's shares thereafter devolved on the plaintiff by operation of law; and

o

allege with particularity the efforts made by the plaintiff to obtain the action the plaintiff desires from the directors; or

o

state the reasons for the plaintiff's failure to obtain the action or for not making the effort.

Additionally, the plaintiff must remain a stockholder through the duration of the derivative suit. The action will not be dismissed or compromised without the approval of the Delaware Court of Chancery.

An individual may also commence a class action suit on behalf of himself or herself and other similarly situated stockholders where the requirements for maintaining a class action under Delaware law have been met.

While English law only permits a stockholder to initiate a lawsuit on behalf of the company in limited circumstances, it does permit a stockholder whose name is on the register of stockholders of Cardtronics plc to apply for a court order:

when Cardtronics plc's affairs are being or have been conducted in a manner unfairly prejudicial to the interests of all or some stockholders, including the stockholder making the claim; or

when any act or omission of Cardtronics plc is or would be so prejudicial.

The New Articles provide that the courts of England and Wales will have exclusive jurisdiction with respect to any suits brought by stockholders against Cardtronics plc, its directors, the board, officers, employees or stockholders individually.

**Share Acquisitions**

Section 203 of the Delaware General Corporation Law prohibits certain "business combinations" with interested stockholders. A corporation shall not engage in any business combination with any interested stockholder for a period of three years following the time that such stockholder became an interested stockholder, unless:

No comparable provision.

prior to such time the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding (but not the outstanding voting stock owned by the interested stockholder) those shares owned (i) by persons who are directors and also officers and (ii) employee stock plans in which employee participants do not have

the right to determine confidentially whether shares held subject to  
the plan will be tendered in a tender or exchange offer; or

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at or subsequent to such time the business combination was approved by the board of directors and authorized at a special or annual meeting of stockholders, and not by written consent, by the affirmative vote of at least 66<sup>2</sup>/<sub>3</sub>% of the outstanding voting stock which is not owned by the interested stockholder.

**Mandatory Offer**

No comparable provision.

If Proposal 2 is approved, then, except with the consent of the Cardtronics plc board of directors, a stockholder would not be able to acquire a 30% shareholding (either alone or, as the board may determine, with others acting in concert with such person) in Cardtronics plc or more without making an offer for all of the other issued shares. Please see "Proposal 2: Approval of Mandatory Offer Provisions," "Description of Ordinary Shares of Cardtronics plc Mandatory Offers" and the New Articles in Annex B.

**Anti-Takeover Matters**

A Delaware court will generally uphold board of director decisions to adopt anti-takeover measures, such as stockholder rights plans, in the face of a potential takeover where the directors are able to show that:

English law does not expressly prohibit anti-takeover measures, such as stockholder rights plans. The New Articles provide that the Cardtronics plc board of directors may adopt a stockholder rights plan at any time, subject to compliance with their fiduciary duties. Please see "Description of Ordinary Shares of Cardtronics plc Anti-Takeover Provisions."

they had reasonable grounds for believing that there was a danger to corporate policy and effectiveness from an acquisition proposal; and

the board action taken was reasonable in relation to the threat posed.

**Disclosure of Interests**

Certain acquisitions of Cardtronics Delaware stock may require disclosure under the Exchange Act on Schedule 13D. Some acquisitions, however, may qualify for a short-form disclosure on Schedule 13G. Generally, an acquisition of more than a 5% interest in a U.S. publicly-held issuer by:

After the effective time of the Merger, the Schedule 13D and Schedule 13G reporting regime will continue to apply to Cardtronics plc as it will have its shares registered under Section 12 of the Exchange Act.

certain types of persons, including a broker-dealer, a bank, an insurance company, an investment company and an investment adviser; or

In addition, English law provides that a company may, by notice in writing, require a person whom the company knows or reasonably believes to be or to have been within the three preceding years of such notice in writing, interested in its issued voting share capital to:

a "passive investor" who is not seeking to acquire or influence control of the issuer, so long as the investor owns less than 20% of the class of stock it is acquiring;

confirm whether this is or is not the case; and

may be disclosed on a Schedule 13G.

if this is the case, to provide further information that it requires relating to his or her interest and any other interest in the company's shares of which he or she is aware.

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A buyer who files a Schedule 13G must amend it periodically: (i) to report any change in the information previously reported; or (ii) if it acquires more than 10% of the class of stock and, thereafter, if it undergoes any change in ownership of 5% or more of the class of stock.

The disclosure must be made within a reasonable period as specified in the relevant notice.

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**Limitation on Enforceability of Civil Liabilities Under U.S. Federal Securities Laws**

Cardtronics Delaware is a U.S. company incorporated under the laws of Delaware and has substantial assets located in the U.S. As a result, investors generally can initiate lawsuits in the U.S. against Cardtronics Delaware and its directors and officers and can enforce lawsuits based on U.S. federal securities laws in U.S. courts.

As a company listed on NASDAQ, Cardtronics plc and its directors and officers will be subject to U.S. federal securities laws, and investors could initiate civil lawsuits in the U.S. against Cardtronics plc for breaches of the U.S. federal securities laws.

Because Cardtronics plc will be a public limited company incorporated under English law after the effective time of the Merger, investors could experience more difficulty enforcing judgments obtained against Cardtronics plc in U.S. courts than would currently be the case for U.S. judgments obtained against Cardtronics Delaware. In addition, it may be more difficult (or impossible) to bring some types of claims against Cardtronics plc in courts sitting in England than it would be to bring similar claims against a U.S. company in a U.S. court. In addition, the New Articles will provide that English courts have exclusive jurisdiction with respect to any suits brought by stockholders against Cardtronics plc, its directors, the board, officers, employees or stockholders individually.

A judgment obtained against Cardtronics plc from a U.S. court will not be recognized by the English courts but an action may be commenced in the English courts for an amount due under a judgment given by the U.S. courts if that judgment is (i) for a debt or definite sum of money; (ii) final and conclusive; and (iii) not of a penalty or revenue nature. A judgment may be impeached by showing that: (i) the court in question did not, in the circumstances of the case, and in accordance with the English rules of private international law, have jurisdiction to give that judgment; (ii) the judgment was obtained through fraud; (iii) the enforcement of the judgment would be contrary to the public policy of the U.K.; or (iv) the proceedings in which the judgment was obtained were opposed to the rules of natural justice.

Cardtronics plc and its directors and officers may be subject to criminal penalties in the U.S. arising from breaches of the U.S. federal securities laws, but may not be subject to criminal penalties in the U.K. unless the criminal laws of the U.K. were violated.

A criminal judgment in a U.S. court under U.S. federal securities laws may not be enforceable in the English courts on public policy grounds and a prosecution brought before the English courts under U.S. federal securities laws might not be permitted on public policy grounds.

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**Short Swing Profits**

Directors and officers of Cardtronics Delaware are governed by rules under the Exchange Act that may require directors and officers to forfeit to Cardtronics Delaware any "short swing" profits realized from purchases and sales, as determined under the Exchange Act and the rules thereunder, of Cardtronics Delaware equity securities.

As a company listed on NASDAQ and subject to the Exchange Act, directors and officers of Cardtronics plc would continue to be subject to the U.S. securities laws, including the prohibitions on "short swing" trading.

**Proxy Statements and Reports**

***Proxy Statements Generally***

Under the Exchange Act proxy rules, Cardtronics Delaware must comply with notice and disclosure requirements relating to the solicitation of proxies for stockholder meetings.

The Exchange Act proxy rules will continue to apply to Cardtronics plc, unless there are further changes as described in "Effect of the Merger on Potential Future Status as a Foreign Private Issuer."

English law does not have specific proxy solicitation legislation, but approaches to stockholders may need to comply with the U.K. Financial Services and Markets Act 2000.

***Voting by Proxy***

Cardtronics Delaware's bylaws provide that each stockholder is entitled to vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

The New Articles provide that each stockholder is entitled to vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date unless the proxy provides for a longer period.

Cardtronics plc may provide means, including in hard copy form or in electronic form, for the receipt of any document or information relating to proxies.

***Approval of Director Compensation***

Cardtronics Delaware's stockholders generally do not have the right to approve directors' compensation. However, Cardtronics Delaware is subject to SEC reporting requirements for director and executive officer compensation and stockholder non-binding advisory votes to approve named executive officer compensation and to determine the frequency of such non-binding advisory votes.

As Cardtronics plc will trade on NASDAQ, Cardtronics plc will be required to prepare and submit to stockholders a directors' remuneration report every year at the annual general meeting for a non-binding advisory vote. Every three years, or if stockholders did not approve the previous year's remuneration report, Cardtronics plc must submit a remuneration policy to its stockholders for approval by simple majority in a binding vote.

Cardtronics plc will also remain subject to SEC reporting requirements for director and executive officer compensation and stockholder non-binding advisory votes to approve named executive officer compensation and to determine the frequency of such non-binding advisory votes.

English law requires, in the case of officers who are also considered directors under English law, that employment agreements with a guaranteed term of more than two years be subject to a prior approval of stockholders at a general meeting.





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***Approval of Auditors***

Cardtronics Delaware's stockholders do not have the right to appoint the company's auditors. However, Cardtronics Delaware typically includes in its proxy statement a stockholder proposal to ratify the appointment of its auditors.

Under English law, Cardtronics plc's stockholders approve the company's auditors each year. In addition, the company's annual financial statements, which must, to the satisfaction of the Cardtronics plc board of directors, provide a "true and fair view" of the assets, liabilities, financial position and profit or loss of Cardtronics plc and the consolidated group, must be presented to the stockholders at a general meeting but are not required to be approved by the stockholders.

***Notice***

Cardtronics Delaware's bylaws provide that whenever notice is required to be given to any stockholder, such notice may be given in writing, by mail, addressed to such stockholder at his or her address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the U.S. mail. In addition, any notice to stockholders may be given by electronic transmission in the manner provided in DGCL.

The New Articles provide that whenever notice is required to be given to any stockholder, such notice may be given in writing:

personally;

by mail, addressed to such stockholder, at his or her registered address with postage thereon prepaid;

by hand at the stockholder's registered address;

by sending it in electronic form (if the stockholder has so agreed); or

in certain circumstances, by making the notice available on a website.

**Reporting Requirements**

As a U.S. public company, Cardtronics Delaware must file (or furnish, as applicable) with the SEC, among other reports and notices:

Cardtronics plc will be considered a successor issuer to Cardtronics Delaware and would be listed and traded on NASDAQ. As such, Cardtronics plc would remain subject to U.S. securities laws and these reporting requirements. Cardtronics plc would not be subject to the reporting obligations of companies listed on the London Stock Exchange or on any other securities exchange.

an Annual Report on Form 10-K within 60 days after the end of a fiscal year;

a Quarterly Report on Form 10-Q within 40 days after the end of a fiscal quarter ending; and

Current Reports on Form 8-K within four business days, unless otherwise specified, after the occurrence of certain important corporate events.

\* \* \*

**Recommendation and Required Vote**

The affirmative vote of the holders of a majority of our issued and outstanding shares of common stock entitled to vote at the Special Meeting is required to approve the proposal to adopt the Merger Agreement. Our Board believes that the Merger, to be effected by the Merger Agreement, is advisable and in the best interests of Cardtronics Delaware and our stockholders. **ACCORDINGLY, OUR BOARD HAS UNANIMOUSLY APPROVED THE MERGER AND THE MERGER AGREEMENT. OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE PROPOSAL TO APPROVE THE ADOPTION OF THE MERGER AGREEMENT.**

**If this Proposal 1 to approve the adoption of the Merger Agreement is not approved, we will not present Proposal 2 (Mandatory Offer Provisions) for a vote at the Special Meeting.**

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**PROPOSAL 2:  
APPROVAL OF MANDATORY OFFER PROVISIONS**

*The following includes a brief summary of the material parts of the Mandatory Offer Provisions and which are proposed to be adopted immediately prior to the completion of the Merger, a copy of which is substantially in the form attached to this proxy statement/prospectus as Annex B and incorporated by reference into this proxy statement/prospectus. The Mandatory Offer Provisions are indicated in the New Articles by the use of brackets and bold lettering. We encourage you to read the New Articles in their entirety. In the event of any discrepancy between the Mandatory Offer Provisions in the New Articles and the following summary, the New Articles will control.*

**Non-Applicability of the Takeover Code**

In the U.K., takeover offers and certain other transactions in respect of certain public companies are regulated by the Takeover Code, which is administered by the Takeover Panel. An English public limited company is potentially subject to the Takeover Code if, among other factors, its central place of management and control is within the U.K., the Channel Islands or the Isle of Man. The Takeover Panel will generally look to the residency of a company's directors to determine where it is centrally managed and controlled. The Takeover Panel has confirmed that, based upon Cardtronics plc's current and intended plans for its directors and management and for purposes of the Takeover Code, Cardtronics plc will be considered to have its place of central management and control outside the U.K., the Channel Islands or the Isle of Man. Therefore, the Takeover Code should not apply to Cardtronics plc. It is possible that in the future circumstances could change that may cause the Takeover Code to apply to Cardtronics plc.

**Providing Stockholders some Protections of Mandatory Offer Provisions Substantially Similar to the Takeover Code**

Although Cardtronics plc is not expected to be subject to the Takeover Code, our Board recognizes the importance of certain of the protections afforded to stockholders of U.K. public companies, which are included in the Takeover Code, and has recommended that the New Articles include some substantially similar protections. These provisions are summarized in the following paragraph and seek to regulate certain acquisitions of interests in the shares of Cardtronics plc. However, these provisions do not provide all of the protections provided by the Takeover Code.

Under the proposed Mandatory Offer Provisions, which are intended to be substantially similar to Rule 9 of the Takeover Code, a person must not:

whether acting alone or with others acting in concert with such person, acquire an interest in shares (as defined in the Takeover Code) whether by a single transaction or a series of transactions over a period of time which, when taken together with any interest in shares already held by that person or any interest in shares held or acquired by others acting in concert with such person, in aggregate carry 30% or more of the voting rights in Cardtronics plc; or

whether acting alone or with others acting in concert with such person, while interested in shares which in aggregate carry not less than 30% but not more than 50% of the voting rights of Cardtronics plc, acquire any further shares,

except, in either case, with the consent of the Cardtronics plc board of directors or where such person makes a mandatory offer to all other Cardtronics plc stockholders. Any such mandatory offer must be unconditional, be in cash or be accompanied by a cash alternative and be at the highest price paid by such person required to make the mandatory offer, or any other acting in concert with such person, for any interest in shares in Cardtronics plc during the 12 months.

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As set out in Article 144 of the New Articles, if approved, the Cardtronics plc board of directors would have various powers to enforce these provisions including disenfranchisement (as regards voting and entitlement to dividends).

The mandatory offer provisions of the Takeover Code were adopted with the philosophy that if effective control of a public company were obtained by the acquisition of shares by a person or group acting in concert, the principle of equality of treatment for stockholders would require that all stockholders should have the opportunity to obtain the price paid per share by those acquiring effective control and to liquidate their investment if they so desire. The ability of stockholders to retain their shares upon completion of a mandatory offer may depend on whether the offeror subsequently causes Cardtronics plc to propose a court-approved scheme of arrangement that would compel minority stockholders to accept the offer or, if the offeror has acquired at least 90% of the relevant shares, the offeror requires minority stockholders to accept the offer under the "squeeze-out" provisions described in "Description of Ordinary Shares of Cardtronics plc Squeeze-Out & Sell-Out Provisions." In the U.K., the 30% threshold is generally believed to be appropriate as it represents the point at which it is considered that, taking into account typical voting patterns for U.K. public companies subject to the Takeover Code, a stockholder may commonly be reasonably likely to be able to cause ordinary resolutions to be passed. The same or similar thresholds apply in all other European Union countries. Our Board believes that, as an English company, our stockholders should have the benefit of the protections of the Mandatory Offer Provisions, which are intended to be substantially similar to those under the Takeover Code. These provisions could have the effect of discouraging the acquisition and holding of interests of 30% or more of the voting rights and encouraging those stockholders who may be acting in concert with respect to the acquisition of shares to consult with the Cardtronics plc board of directors before effecting any additional purchases.

\* \* \*

**Recommendation and Required Vote**

The affirmative vote of the holders of a majority of our issued and outstanding shares of common stock, represented in person or by proxy and entitled to vote at the Special Meeting, is required to approve the Mandatory Offer Provisions. Our Board believes that the Mandatory Offer Provisions are advisable and in the best interests of Cardtronics Delaware and our stockholders. **ACCORDINGLY, OUR BOARD HAS UNANIMOUSLY APPROVED THE MANDATORY OFFER PROVISIONS. OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE APPROVAL OF THE MANDATORY OFFER PROVISIONS.**

The proposal to approve the Mandatory Offer Provisions will not be presented at the Special Meeting if "Proposal 1: Approval of the Adoption of the Merger Agreement" is not approved by the requisite vote of our stockholders. The approval of Proposal 2 is not a condition to the approval of Proposal 1. If Proposal 2 is not approved by our stockholders, the Mandatory Offer Provisions described above and set forth in Annex B will not be included in the New Articles upon the completion of the Merger.

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**PROPOSAL 3:  
ADJOURNMENT OF SPECIAL MEETING**

At the Special Meeting, stockholders will vote on, if made, a motion to adjourn the Special Meeting to another time and or place if necessary or as appropriate to (i) solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the adoption of the Merger Agreement, (ii) to provide to Cardtronics Delaware stockholders any supplement or amendment to the proxy statement/prospectus or (iii) to disseminate any other information that is material to Cardtronics Delaware stockholders voting at the Special Meeting.

In this proposal, you are being asked to authorize the holder of any proxy solicited by our Board to vote in favor of granting discretionary authority to the proxy or attorney-in-fact to adjourn the Special Meeting one or more times for the purposes described above. If Cardtronics Delaware's stockholders approve the adjournment proposal, Cardtronics Delaware could adjourn the Special Meeting and any adjourned session of the Special Meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from stockholders that have previously returned properly executed proxies or authorized a proxy. Among other things, approval of the adjournment proposal could mean that, even if Cardtronics Delaware has received proxies representing a sufficient number of votes against the approval of Proposal 1 such that the proposal would be defeated, Cardtronics Delaware could adjourn the Special Meeting without a vote on Proposal 1 and seek to obtain sufficient votes in favor of approval of Proposal 1 to obtain approval of that proposal.

\* \* \*

**Recommendation and Required Vote**

The affirmative vote of the holders of a majority of our issued and outstanding shares of common stock, represented in person or by proxy and entitled to vote at the Special Meeting, is required to approve this proposal. Our Board believes that the adjournment proposal is advisable and in the best interests of Cardtronics Delaware and our stockholders. **ACCORDINGLY, OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE ADJOURNMENT PROPOSAL.**

Table of Contents**STOCK OWNERSHIP MATTERS****Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth information regarding the beneficial ownership of our common stock as of May 16, 2016 for:

each person known by us to beneficially own more than 5% of our common stock;

each of our directors and director nominees;

each of our Named Executive Officers; and

all directors and executive officers as a group.

Footnote 1 to the following table provides a brief explanation of what is meant by the term "beneficial ownership." The number of shares of common stock and the percentages of beneficial ownership are based on 45,220,621 shares of common stock outstanding as of May 16, 2016, and the number of shares owned and acquirable within 60 days of May 16, 2016 by the named person assuming no other person exercised options, with the exception of the amounts reported in filings on Schedule 13D and 13G, which amounts are based on holdings as of December 31, 2015, or as otherwise disclosed in such filings.

To our knowledge and except as indicated in the footnotes to this table and subject to applicable community property laws, the persons named in this table have the sole voting and investment power with respect to all shares of common stock listed as beneficially owned by them.

| Name and Address of Beneficial Owners <sup>(1)(2)</sup>             | Shares<br>Beneficially<br>Owned <sup>(3)</sup> | Percent of<br>Shares<br>Beneficially<br>Owned |
|---|--|---|
| <b>5% Stockholders:</b>   |  |   |
| Wellington Management Group LLP <sup>(4)</sup>                      | 4,519,035                                      | 10.0%   |
| BlackRock, Inc. <sup>(5)</sup>                                      | 4,203,848                                      | 9.3%  |
| The Vanguard Group, Inc. <sup>(6)</sup>                             | 3,543,386                                      | 7.8%  |
| FMR LLC <sup>(7)</sup>  | 2,520,070                                      | 5.6%  |
| Westwood Management Corp. <sup>(8)</sup>                            | 2,396,915                                      | 5.3%  |
| <b>Directors and Named Executive Officers:</b>                      |  |   |
| Steven A. Rathgaber   | 291,350  | *   |
| J. Chris Brewster   | 63,494   | *   |
| David W. Dove   | 57,532   | *   |
| Jorge M. Diaz   | 39,215   | *   |
| P. Michael McCarthy   | 29,865   | *   |
| Dennis F. Lynch   | 28,628 <sup>(9)</sup>                          | *   |
| Mark Rossi  | 24,747   | *   |
| G. Patrick Phillips   | 22,735   | *   |
| Juli C. Spottiswood   | 15,445   | *   |
| Jonathan Simpson-Dent   | 14,746   | *   |
| J. Tim Arnoult  | 11,648   | *   |
| Julie Gardner   | 6,570  | *   |
| <b>All directors and executive officers as a group (15 persons)</b> | 671,011  | 1.5%  |

\*

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Less than 1.0% of our outstanding common stock

(1)

Beneficial ownership is determined according to the rules of the SEC and generally means that a person has beneficial ownership of a security if he, she, or it possesses sole or shared voting or



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investment power of that security, including options that are currently exercisable or exercisable within 60 days of May 16, 2016, and RSUs that are currently vested or will be vested within 60 days of May 16, 2016. Shares issuable pursuant to options and RSUs are deemed outstanding for computing the percentage of the person holding such options or RSUs but are not deemed outstanding for computing the percentage of any other person.

- (2) The address for each Named Executive Officer and director set forth in the table, unless otherwise indicated, is c/o Cardtronics, Inc., 3250 Briarpark Drive, Suite 400, Houston, Texas 77042. The address of Wellington Management Group LLP is 280 Congress Street, Boston, Massachusetts 02210. The address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055. The address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, Pennsylvania 19355. The address of FMR LLC is 245 Summer Street, Boston, Massachusetts 02210. The address of Westwood Management Corp. is 200 Crescent Court, Suite 1200, Dallas, Texas 75201.
- (3) Amounts shown include common stock and restricted stock awards beneficially owned. There are no RSUs that will vest within 60 days of May 16, 2016 or exercisable options or unvested options that will vest within 60 days of May 16, 2016.
- (4) As reported on Schedule 13G, dated as of December 31, 2015 and filed with the SEC on January 11, 2016 by Wellington Management Group LLP ("Wellington Management"), these shares are owned of record by clients of Wellington Management. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities. Wellington Management has shared voting power over 2,950,176 shares and shared dispositive power over 4,519,035 shares.
- (5) As reported on Schedule 13G/A, dated as of December 31, 2015 and filed with the SEC on February 10, 2016, BlackRock, Inc. has sole voting power over 4,107,446 shares and sole dispositive power over 4,203,848 shares.
- (6) As reported on Schedule 13G/A, dated as of December 31, 2015 and filed with the SEC on February 10, 2016, The Vanguard Group, Inc. has sole voting power over 98,611 shares, sole dispositive power over 3,444,675 shares, shared dispositive power over 98,711 shares and shared voting power over 2,900 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 95,811 of such shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 5,700 shares as a result of its serving as investment manager of Australian investment offerings.
- (7) As reported on Schedule 13G, dated as of December 31, 2015 and filed with the SEC on February 12, 2016, FMR LLC has sole voting power over 42,570 shares and sole dispositive power over 2,520,070 shares. Abigail P. Johnson is a Director, the Vice Chairman, the Chief Executive Officer and the President of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act of 1940 ("Fidelity Funds") advised by Fidelity Management & Research Company, a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds'

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Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees.

- (8) As reported on Schedule 13G, dated as of December 31, 2015 and filed with the SEC on February 16, 2016, Westwood Management Corp. has sole voting power over 2,127,105 shares, shared voting power over 57,110 shares, and sole dispositive power over 2,396,915 shares.
- (9) Of the shares reported as beneficially owned by Mr. Lynch, 3,269 of such shares are held in trust by Cardtronics, Inc. pursuant to our nonqualified deferred compensation program.

**PROPOSALS FOR THE 2017 ANNUAL MEETING OF STOCKHOLDERS**

Pursuant to the various rules promulgated by the SEC, stockholders interested in submitting a proposal for inclusion in our proxy materials and for presentation at the 2017 annual meeting of stockholders (the "2017 Annual Meeting") may do so by following the procedures set forth in Rule 14a-8 under the Exchange Act. To be eligible for inclusion in such proxy materials, stockholder proposals must be received by our Corporate Secretary no later than December 20, 2016.

If stockholders approve the adoption of the Merger Agreement and the Merger is effected, stockholders that desire to bring a matter before an annual general meeting that is submitted outside the process of Rule 14a-8 must follow the procedures set forth in our New Articles following the Merger. A copy of our New Articles is attached to this proxy statement/prospectus as Annex B. Pursuant to our New Articles, stockholder proposals submitted outside the process of Rule 14a-8 must be delivered to or mailed and received by our Corporate Secretary at the principal executive office of Cardtronics plc no earlier than the 120th day and no later than the 90th day prior to the first anniversary of the preceding year's annual general meeting. In other words, such proposals or nominations submitted pursuant to the provisions of the New Articles for our 2017 Annual Meeting must be received no earlier than February 2, 2017 and no later than the close of business on March 4, 2017.

If the stockholders do not approve the adoption of the Merger Agreement or the Merger is not effected, stockholders that desire to propose any business at an annual meeting, including for a nomination of persons for election to our Board, must follow the procedures of Cardtronics Delaware's bylaws. Under our bylaws, a stockholder making a nomination for election to our Board or a proposal of business must deliver proper notice to our Corporate Secretary at least 120 days prior to the anniversary date of the 2016 Annual Meeting of Stockholders. In other words, for a stockholder nomination for election to our Board or a proposal of business to be considered at the 2017 Annual Meeting, it should be properly submitted to our Corporate Secretary no later than February 2, 2017.

If a stockholder provides notice for a proposal of business to be considered at an annual meeting in accordance with our bylaws, the notice must include the following information:

a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting;

the stockholder's name and address as they appear on our books;

the number and class of all shares of each class of our stock owned of record and beneficially by the stockholder;

any material interest of the stockholder in the matter proposed (other than as a stockholder), if applicable;

in the case of a Nominee Holder (as defined in our bylaws), evidence establishing the Nominee Holder's indirect ownership of stock and entitlement to vote the stock on the matter proposed at the meeting; and

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any other info