

**DEROGATION LETTER  
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED PURSUANT TO  
SECTION 72(2) ENTERPRISE ACT 2002**

**Consent under section 72(3C) of the Enterprise Act 2002 (the ‘Act’) to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (‘CMA’) on 15 June 2021.**

**Completed acquisition by NCR Corporation (‘NCR’) of Cardtronics plc (‘Cardtronics’) (the ‘Acquisition’).**

We refer to your submission of 15 June 2021 and 18 June 2021 requesting that the CMA consent to a derogation from the Initial Enforcement Order of 15 June 2021 (the ‘**Initial Order**’). Unless otherwise stated, the terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, NCR Corporation, NCR UK Group Limited, and Cardtronics plc (the ‘**Addressees**’) are required to hold separate the Cardtronics business from the NCR business and refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference.

After due consideration of your request for a derogation from the Initial Order, based on the information received from you and in the particular circumstances of this case, the CMA consents to the Addressees carrying out the following actions, in respect of the specific paragraphs:

**Paragraphs 6(a), 6(h) and 6(l) – Cardtronics access to NCR's stock incentive plan**

The CMA understands that, at closing of the Transaction, NCR became the sole owner of all of Cardtronics’ outstanding stock and Cardtronics stock ceased to be publicly traded. [X].

The CMA understands that access by Cardtronics executives and employees to NCR equity awards under the NCR stock incentive plan forms an important part of the remuneration package for Cardtronics executives and employees and is critical in order to ensure the post-closing retention of Cardtronics executives and employees.

The CMA also understands that approval of the awards by certain individuals at NCR (as listed in Annex 1 (Part B)) is required as a matter of policy in line with NYSE listing rules which require that grants of equity compensation be made pursuant to a shareholder-approved equity plan. [✂].

The CMA consents to a derogation from paragraphs 6(a), 6(h) and 6(l) of the Initial Order to permit Cardtronics executives and employees to participate in NCR's stock incentive plan and for certain individuals at NCR and Cardtronics to jointly agree the appropriate awards. The CMA grants this derogation strictly on the basis that:

- (a) Cardtronics information provided to NCR will be limited to what is strictly necessary for NCR and Cardtronics to agree the appropriate awards and to arrange access for Cardtronics and will only be used for these purposes. This would include recommendations as to who should be eligible for stock awards. For the avoidance of doubt, this will not involve the exchange of any commercially sensitive information between NCR and Cardtronics, with the limited exception of salary, bonus and outstanding equity award information for the eligible individuals to allow a limited group of individuals at NCR to evaluate the appropriate level of any awards.
- (b) Commercially sensitive information will only be provided to individuals listed in Annex 1 (Part A) for whom it is strictly necessary to see Cardtronics information to evaluate the appropriate value of the awards, make a recommendation to the individuals listed in Annex 1 (Part B) and to arrange access to NCR's stock incentive plans.
- (c) The individuals listed in Annex 1 (Part A) do not have a commercial or strategic role with NCR for which the commercially-sensitive information shared under this derogation would be relevant and shall not use any information provided by Cardtronics in any way to intervene in the management or operation of Cardtronics, or for any purpose other than the purpose for which this derogation was granted.
- (d) The individuals listed in Annex 1 shall enter into non-disclosure agreements in a form approved by the CMA. The Addressees shall submit to the CMA a summary of the information shared with the individuals listed in Annex 1, should the CMA request this.
- (e) IT firewalls and/or other ring-fencing measures will be put in place to prevent any unauthorised individuals within NCR from accessing the information shared with the individuals listed in Annex 1 for the purposes of this derogation.

- (f) NCR will ensure that any third party to whom it provides the information provided by Cardtronics is aware of the terms on which the information has been provided and that the information must not be provided to any individual other than in compliance with the Initial Order and this derogation.
- (g) No changes to the individuals listed in Annex 1 are permitted without the prior written consent of the CMA (including via email).
- (h) Should the Acquisition be prohibited or NCR is required to divest all or part of the Cardtronics business, NCR will ensure that any records or copies (electronic or otherwise) of business secrets, know-how, commercially-sensitive information, intellectual property or any other information of a confidential or proprietary nature, wherever they may be held, that were received from Cardtronics for the purposes of this derogation will be returned to Cardtronics and any copies destroyed, except to the extent that record retention is required by law or regulation.
- (i) Should the Acquisition be prohibited or NCR is required to divest all or part of the Cardtronics business, Cardtronics staff who have received NCR stock would retain the rights to any such stock, including the right to immediately be able to sell 100% of their outstanding stock without restrictions.
- (j) This derogation shall not prevent any remedial action which the CMA may need to take regarding the Acquisition.
- (k) This derogation will not result in any integration between the Cardtronics business and the NCR business.

Yours sincerely,

Andrew Hilland

Assistant Director, Mergers

19 July 2021

## Annex 1

**Part A: Commercially sensitive information (i.e. individual salary, bonus and stock holdings)**

[✂]

**Part B: Confidential information only (for the purposes of approving the awards)**

[✂]