

**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 7 July 2021 requesting that the CMA consents 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:

Paragraph 6(I) – Information sharing for the purpose of retaining key staff

1. After completion Cardtronics ceased to be a publicly traded company. It became a wholly owned subsidiary of NCR and its shares were de-listed from the stock exchange.
2. The CMA understands that as a consequence of this change, members of Cardtronics' Executive Leadership Team (‘**ELT**’), Cardtronics' most senior executives, are entitled to tender their resignation for "Good Reason" under their existing employment contracts. The ELT comprises:

[✂]

3. The CMA further understands that the ability for these individuals to obtain an understanding of the roles that may potentially be available to them in the enlarged company is critical to maximise the prospect of retaining members of the ELT following closing of the Acquisition.
4. In the circumstances, the CMA consents to a derogation from paragraph 6(l) of the Initial Order to permit NCR to:
 - (a) be provided by Cardtronics with certain confidential and commercially-sensitive information in relation to ELT members which is strictly necessary to enable NCR to explore options to incentivise ELT members to remain with the Cardtronics' business. [REDACTED]; and
 - (b) have discussions and, strictly subject to the condition at paragraph 5(h), reach agreement with ELT members concerning incentives to remain with the Cardtronics business post-close.
5. The derogation is granted from paragraph 6(l) strictly on the basis that:
 - (a) the Cardtronics information provided to NCR will be limited to information relating to ELT members which is strictly necessary for NCR to explore options to incentivise the relevant ELT member to remain with the Cardtronics business (the '**Permitted Purpose**');
 - (b) such information will only be shared with the NCR personnel listed in Annex 1 to this derogation letter, which can only be amended with written consent from the CMA (including by email);
 - (c) all NCR personnel receiving information under this derogation shall enter into a confidentiality undertaking in a form to be approved by the CMA and shall only use the information received under this derogation for the Permitted Purpose;
 - (d) the NCR personnel listed in Annex 1 to this derogation letter (as may be amended with written consent from the CMA) must not share the information received under this derogation with any other individuals at NCR, or consult with any other individuals at NCR in relation to the information received under this derogation;
 - (e) firewalls and/or other ring-fencing measures will be put in place to prevent any individuals who are not listed in Annex 1 to this derogation letter (as may be

amended with written consent from the CMA) from accessing the information shared in accordance with the requested derogation;

- (f) the CMA will be informed in advance of Cardtronics' intention to share any information under this derogation and NCR's intention to enter into one-on-one discussions with an ELT member in relation to retention of that executive with the Cardtronics business;
- (g) the CMA will be provided at its request with a summary of the Cardtronics information shared with NCR and a record of the discussions which have taken place;
- (h) any commitments or comfort provided to an ELT member for the purpose of this derogation will be conditional on (i.e. not come into effect until) approval of the transaction by the CMA; and
- (i) should the transaction ultimately be prohibited, NCR will ensure that any confidential information received from Cardtronics for the purposes of this requested derogation will be returned or destroyed, except to the extent that record retention is required by law or regulation.

Yours sincerely,

Andrew Hilland

Assistant Director, Mergers

28 July 2021

Annex 1

Name	Position with NCR	Why access to information is strictly necessary
[✂]	[✂]	[✂]