

# **Amended and Restated Code of Business Conduct and Ethics**

## **1. INTRODUCTION**

A most valued asset of Cantaloupe is its reputation for integrity and ethical standards. To preserve Cantaloupe's reputation and to reaffirm its existing policy for integrity to its employees, officers and directors and to persons who deal with Cantaloupe, the Board of Directors of Cantaloupe has adopted this policy.

## **2. SCOPE**

This Code of Business Conduct and Ethics ("Code") applies in the United States and in every other country in which Cantaloupe and its subsidiaries do business. Compliance with this Code is required of every employee, officer and director. If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor or Cantaloupe's General Counsel, who leads Cantaloupe's compliance program.

## **3. CODE**

This Code outlines the broad principles of legal and ethical business conduct embraced by Cantaloupe. It is not a complete list of legal or ethical issues you might face in the course of business, and, therefore, you must apply this Code using common sense and good judgment. Employees, officers and directors should report promptly to their supervisor or to Cantaloupe's General Counsel any possible violations of this Code, laws or safety rules. No form of reprisal will be taken against you for reporting in good faith actual or suspected violations.

## **4. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

All employees, officers and directors shall comply with all laws, rules and regulations applicable to Cantaloupe wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

## **5. COMPETITIVE BUSINESS**

Each employee, officer and director must act in the best interests of Cantaloupe. You must refrain from engaging in any activity that interferes with your exercise of independent judgment or materially impairs the performance of your responsibilities, including engaging in any business venture or owning an interest in any enterprise that places you in direct competition with Cantaloupe. You should not, as an employee, officer or director, take action nor have an interest that prevents you from performing your responsibilities honestly and objectively. You may invest in stock (or other securities) in publicly or privately owned companies, whether or not they are competitors of, or do business with, Cantaloupe so long as that holding is not so great as to interfere with your exercise of independent judgment or materially impair the performance of your responsibilities.

## **6. CONFLICT OF INTEREST AND CORPORATE OPPORTUNITIES**

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of Cantaloupe or any of its subsidiaries. Conflicts of interest may also arise when employees, officers or directors, or members of their family receive improper personal benefits as a result of their position with Cantaloupe. Loans to, or guarantees of obligations of, employees, officers or directors or their family members may create conflicts of interest. Where a conflict of interest is not very clear or obvious, the General Counsel may be approached to receive clarification and guidance.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to interfere with your exercise of independent judgment or materially impair the performance of your responsibilities to the General Counsel or, if you are an executive officer or director, to the Audit Committee of the Board of Directors, which shall be responsible for reviewing such transaction or relationship and determining whether any action needs to be taken.

Employees, officers and directors must not take for themselves personally opportunities that are discovered through the use of Cantaloupe property, information or position. You may not use Cantaloupe property, information or position for improper personal gain. You owe a duty to Cantaloupe to advance its legitimate interests when the opportunity to do so arises.

## **7. GIFTS AND GRATUITIES**

The use of Cantaloupe funds or assets for gifts, gratuities, entertainment or other favors to employees, officers, or officials of customers, suppliers, or the government is prohibited, except to the extent such gifts are in compliance with applicable law, nominal in amount and not given in consideration or expectation of any action by the recipient.

Employees, officers and directors must not accept, or permit any member of their immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other

person doing or seeking to do business with Cantaloupe, other than items of nominal value. Any gifts that are not of nominal value should be returned immediately and reported to your supervisor.

Modest business meals and entertainment are permitted provided that they are in compliance with Cantaloupe's Employee Travel and Expense Policy. We neither give nor accept gifts or entertainment that could raise concerns about relations with existing or potential business partners, both public and private. We exercise common sense and sound judgement when engaging in such customary business courtesies. If in doubt as to accepting such items, please consult in advance with the General Counsel.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You are prohibited from promising, approving, authorizing, or offering to give to anyone anything of value for the purpose of improperly inducing the recipient to take or refrain from taking an action that would benefit Cantaloupe or any other party anywhere in the world. Providing or receiving gifts, gratuities, or other favors that are excessive or inappropriate may create the appearance of impropriety or may violate anti-bribery laws. You must exercise a high degree of care in dealings with any government official, including employees of state-owned enterprises, and as a result you must consult with the General Counsel prior to any such engagement.

## **8. POLITICAL CONTRIBUTIONS**

Except as permitted by applicable law, no political contributions of the funds of Cantaloupe are to be made, directly or indirectly, to candidates for political office or to political parties or committees in the United States or any foreign country. Any permissible exceptions to this general prohibition will require the prior consent of the General Counsel of Cantaloupe.

## **9. INSIDER TRADING**

Employees, officers and directors who have material non-public information about Cantaloupe or other companies, including Cantaloupe's suppliers and customers, as a result of their relationship with Cantaloupe are prohibited by law and Cantaloupe's policy from trading in securities of Cantaloupe or such other companies, as well as from communicating such information to others who might trade on the basis of that information. Employees should follow the requirements as set forth in Cantaloupe's Blackout and Notification and Communications policies.

## **10. CONFIDENTIALITY**

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by Cantaloupe or other companies, including Cantaloupe's suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated.

You should also take appropriate precautions to ensure that confidential or sensitive business

information, whether it is proprietary to Cantaloupe or another company, is not communicated within Cantaloupe except to those who have a need to know such information in order to perform their responsibilities so that this information is not, among other things, inadvertently disclosed by someone who does not recognize its significance, is overheard and used by a competitor, or is overheard and used by someone to gain an unfair advantage in buying or selling securities. As reflected in Cantaloupe's Security Policy, no one is permitted to remove or make copies of any Cantaloupe records, reports or documents containing sensitive, confidential, customer or proprietary information (such as credit card and customer account numbers) without prior management approval.

As described in the Communications Policy, the prohibition on inappropriate and selective disclosure of material, non-public and other confidential information applies particularly to inquiries concerning Cantaloupe from the business/financial media, stock market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and stockholders. All responses to such inquiries on behalf of Cantaloupe must be made only by Cantaloupe's authorized spokespersons. If you receive any inquiries asking you to speak on behalf of Cantaloupe or about material, non-public Cantaloupe information, you must decline to comment and refer the inquirer to your supervisor or one of Cantaloupe's authorized spokespersons.

Confidential information includes, but is not limited to: (a) non-public information concerning Cantaloupe's business plans, strategies and practices, (b) non-public information about Cantaloupe's transactions, products and services, (c) non-public financial information and analyses, (d) non-public information about competitors, financial institutions, business partners, customers (including customer lists), clients, employees and Cantaloupe's dealings with them, (e) non-public pricing, quoting and investment information, policies, procedures, practices and plans, (f) non-public performance measures for products or processes and the methods used to derive those measures and (g) non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and directors.

You also must abide by any lawful obligations that you have to your former employer or other entities. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at Cantaloupe and non-competition obligations.

## **11. HONEST AND ETHICAL CONDUCT AND FAIR DEALING**

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with Cantaloupe's suppliers, customers, competitors and employees. Statements regarding Cantaloupe's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **12. PROTECTION AND PROPER USE OF CORPORATE ASSETS**

Employees, officers and directors should seek to protect Cantaloupe's assets. Theft, carelessness and waste have a direct impact on Cantaloupe's financial performance. Employees, officers and directors must use Cantaloupe's assets and services solely for legitimate business purposes of Cantaloupe and not for any personal benefit or the personal benefit of anyone else.

## **13. ACCURACY OF BOOKS AND RECORDS**

All transactions must be properly and accurately recorded in the appropriate books and records of Cantaloupe, and all receipts and disbursements, and any asset or liability resulting from the transactions, must be reflected in any financial statements based upon such books and records. All receipts and disbursements must be properly supported and documented. No payment on behalf of Cantaloupe shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payments. No undisclosed or unrecorded fund, bank account or asset of Cantaloupe may be established at any time. No employee, officer or director shall make a false or misleading statement to, nor shall any employee, officer or director conceal information from, outside or internal auditors or legal counsel of Cantaloupe.

## **14. PUBLIC REPORTING OF INFORMATION**

It is the policy of Cantaloupe to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission ("SEC") and in other public communications. Every employee of Cantaloupe has the responsibility to assist Cantaloupe in meeting these legal and regulatory requirements. If an employee reasonably believes that Cantaloupe or any of its employees or others, acting on behalf of Cantaloupe, have violated any securities laws or regulations, including matters relating to accounting and auditing, the employee should immediately report any such potential violation to Cantaloupe's General Counsel.

## **15. WAIVERS OF THIS CODE**

Any executive officer or director who seeks an exception to any of these policies should contact the General Counsel. Any waiver of this Code for executive officers or directors or any change of this Code that applies to executive officers or directors may be made only by the Board of Directors of Cantaloupe and will be disclosed as required by law or stock market regulation.

## **16. REPORTING AND COMPLIANCE RESPONSIBILITIES**

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any employee, officer or director who knows or believes that any other employee or representative

of Cantaloupe has engaged or is engaging in company-related conduct that violates applicable law, safety rules, or this Code should report such information to his or her supervisor or to the General Counsel so that it can be promptly addressed and corrective action taken if necessary to prevent further harm. Employees may also report concerns or violations to Cantaloupe's Human Resources department or through Cantaloupe's anonymous whistleblower hotline reporting service. You may report such conduct openly or anonymously without fear of retaliation. Cantaloupe will not discipline, discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against any employee who reports such conduct, unless it is determined that the report was made with knowledge that it was false. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation. Employees should refer to Cantaloupe's Whistleblower policy for information on reporting information and incidents.

Managers have a greater responsibility related to the Code. If you are a manager, your team members look to you to lead with integrity. Make sure that you know the Code, exhibit its behaviors and are in a position to help employees with questions or direct them to someone who can. If an ethical issue or a suspected violation is brought to your attention, don't investigate it yourself. Report it to the appropriate parties who will conduct an investigation. Make sure that the reporting employee is protected from any form of retaliation.

Questions regarding this policy should be referred to the General Counsel of Cantaloupe. Candor is expected from all employees, officers and directors at all times and prompt communication of any problems or breaches seen or foreseen in the areas described above should be made to the General Counsel of Cantaloupe.

Each Cantaloupe director and executive officer shall no less than annually, and any Cantaloupe employee upon request of the CEO of Cantaloupe shall, certify and acknowledge that such person is subject to the Code, agrees to comply with all of the applicable requirements of the Code, understands the applicable requirements of the Code, and has complied with all of the applicable requirements of the Code during the period of time covered by such certification. Any such certification shall be signed, dated, and returned to Cantaloupe by such director, officer or employee within 14 days after the receipt of any such certification, the form of which is attached hereto as Exhibit A.

## **17. CORRECTIVE ACTIONS**

Cantaloupe shall determine whether violations of this Code have occurred and, if so, shall determine the corrective measures to be taken regarding any employee or officer who has violated this Code in order to remedy the violation and prevent future occurrences. In the event that the alleged violation involves an executive officer or a director, the Board of Directors shall determine whether a violation of this Code has occurred and, if so, shall determine the corrective measures to be taken against such executive officer or director. A member of the Board of Directors may only be removed from office to the extent permitted, and in the manner

provided, under Cantaloupe's Articles of Incorporation, Bylaws and applicable law.

Failure to comply with the standards outlined in this Code will result in corrective action including, but not limited to, coaching, warnings, probation or suspension without pay, demotions, reductions in salary, restitution, and/or termination. Certain violations of this Code may require Cantaloupe to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, will also be subject to disciplinary action.

## **18. AMENDMENTS**

Cantaloupe reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be obtained from the General Counsel.

## Code of Business Conduct and Ethics Certification

I hereby certify that:

- 1) I have received and read Cantaloupe, Inc.'s Code of Business Conduct and Ethics (the "Code");
- 2) I understand the purpose of the Code and its requirements;
- 3) I am in, and will remain in, compliance with the requirements of the Code at all times;
- 4) I have no actual or potential conflicts of interest, other than those disclosed in writing to the General Counsel;
- 5) I understand that the Code may be amended, modified or clarified at any time and that I will have access to any updates that may occur.

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First and Last Name (print)

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Signature

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Date