

CHARTER OF THE COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS OF CANTALOUPE, INC.

I. Purpose

In accordance with and pursuant to this charter (the “Charter”), the Compliance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Cantaloupe, Inc. (the “Company”), to assist the Board in overseeing the development and implementation of the Company’s compliance and ethics programs, policies and procedures.

II. Membership, Structure and Organization

1. The membership of the Committee shall be determined by the Board and shall consist of two (2) or more directors each of whom shall serve until the next meeting of shareholders at which directors are elected. The Board shall also appoint a Committee chairperson (the “Chairperson”). All of the members of the Committee shall meet the independence requirements of The Nasdaq Stock Market LLC, and any other applicable regulations. The Board may remove any member from the Committee at any time prior to such shareholders’ meeting only for cause.

2. The Committee shall meet as frequently as it determines to be appropriate, but not less than four (4) times per year. The Committee may elect to meet from time to time in executive session at its discretion. The Committee shall hold meetings at such times and at such places as it shall deem necessary. Without limitation of the foregoing, the Committee may hold such meetings telephonically or by video conference, and may act by written consent in lieu of a meeting to the extent permitted by the rules of Nasdaq, the Company’s governing documents, and applicable law. The Committee may request any officer or employee of the Company or any third party consultant or professional to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Written minutes of the Committee’s meetings shall be maintained.

3. The Committee has the authority to retain such independent advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors. The Company will provide for appropriate funding, as determined by the Committee, for such advisors and experts, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

4. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. The Committee will report regularly to the Board on the Committee’s activities, findings and recommendations, including the results of the Committee’s self-evaluation.

III. Responsibilities and Duties

The responsibilities of the Committee shall include:

1. Oversight responsibility for matters of compliance, including the Company's development and implementation of compliance programs, policies and procedures, and the adequacy of the resources of the compliance programs, as well as compliance with applicable laws and regulations.
2. Approving, monitoring and reviewing periodically the procedures that management has established to implement the Company's ethics and compliance policies and programs.
3. Overseeing the development and implementation of employee communication and training on ethics and compliance issues and programs.
4. Reviewing and monitoring significant compliance risk areas and the steps management takes to monitor, control and report such compliance risk exposures, including compliance risks related to information security and cybersecurity.
5. Overseeing the mechanisms for employees to seek guidance and report concerns regarding matters of compliance with laws, regulations and industry standards. The Committee will not be responsible for whistleblower investigations (including those involving financial or accounting matters, or internal controls over financial reporting), which shall be the responsibility of the Audit Committee of the Board (the "Audit Committee").
6. Working with management to ensure that the Board appoints a Chief Compliance Officer, and ensuring that appropriate funding is provided on an ongoing basis so that the role and its scope of responsibilities can be adequately performed. The Chief Compliance Officer would report directly to the Board to ensure independent oversight.
7. Meeting regularly with the Company's Chief Compliance Officer, or persons holding equivalent positions, to discuss matters within the Committee's oversight responsibilities. Upon request of the Chairperson, the Chief Compliance Officer will meet in executive session with the Committee or with the Board, as the case may be.
8. Periodically evaluating new developments and current and emerging trends in regulation, legislation, public policy, compliance and enforcement that may affect the Company and meeting regularly with the Company's Chief Compliance Officer to adopt best practices.
9. Periodically reviewing and recommending to the Board any changes to the Company's Code of Business Conduct and Ethics and any materials related to the Company's compliance and ethics programs.
10. At its discretion, overseeing the investigation of, or requesting the investigation of, any matters within the scope of the Committee's responsibilities, including potential compliance violations that are reported to the Committee.
11. Performing an annual review of its performance, including a review of compliance with this Charter in a manner that the Committee deems appropriate and report the results of the evaluation to the Board.
12. Performing such other duties or responsibilities as may be delegated or assigned to it by the Board from time to time.

IV. Limitation of Committee's Role

The Audit Committee has oversight responsibility for matters of financial reporting, financial audit matters, internal controls over financial reporting, and the other responsibilities set forth in its Charter and it is intended that the Audit Committee (and not the Committee) will have oversight regarding compliance matters relating to the foregoing. For any matters involving areas of oversight by both the Audit Committee and the Committee, both committees will share responsibilities.

While the Committee has the responsibilities and powers set forth in this Charter, it is management's responsibility to design and implement and to seek approval from the Committee for the compliance and ethics policies and practices at the Company and to design the risk management systems and related policies and procedures. Nothing in this Charter shall expand the duties or liabilities of any member of the Committee beyond any duties and liabilities otherwise imposed by law.

Adopted by the Board on December 21, 2018, and revised on August 6, 2021.