

**CHARTER OF THE  
FINANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
CANTALOUPE, INC.**

**I. Purpose**

In accordance with and pursuant to this charter (the “Charter”), the Finance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Cantaloupe, Inc. (the “Company”) to assist the Board in reviewing and monitoring the Company’s current and long-range financial policies and strategies as appropriate, including its capital structure and dividend policy, and to authorize issuance of corporate debt within limits set by the Board.

The Committee may take action on behalf of the Board with respect to the matters described as being within its authority. However, the existence of this authority does not limit the authority of the Board or the authority of any other committee of the Board to act in a manner such as they are authorized.

**II. Committee Membership Composition**

The Committee shall be comprised of three or more directors of the Company who are periodically appointed by the Board. Members shall serve at the pleasure of the Board for such term or terms as the Board may determine. One of the directors shall be appointed to serve as Chair of the Committee (the “Committee Chair”) for a term to be determined by the Board and shall preside over meetings of the Committee. In the event the Committee Chair is unable to serve as Chair for a specific meeting, he or she shall designate one of the other Committee members to preside.

**III. Meetings**

The Committee will 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 The Nasdaq Stock Market, the Company’s governing documents, and applicable law. The Committee Chair may call meetings at any time to review matters of responsibility or interest with the Committee. As deemed necessary by the Committee, meetings shall be attended by Company personnel, including the Chief Financial Officer. The Committee shall maintain written minutes of each meeting.

The operation of the Committee will be subject to the provisions of the rules of The Nasdaq Stock Market, the Company’s governing documents, and applicable law, each as in effect from time to time.

**IV. Responsibilities and Duties**

The Committee, to the extent it deems necessary or appropriate, shall:

1. Monitor the Company's capital structure, financial condition and requirements for funds and recommend from time to time an overall financial strategy to the Board.
2. Make recommendations to the Board regarding the capital structure and financial plans of the Company, including short-term and long-term debt programs and equity financings.
3. Take or authorize necessary actions to effect financings, refinancings and refundings within the limits set by the Board.
4. Review and discuss the Company's financial plan.
5. Review and discuss the Company's capital projects and investments, as needed.
6. Review and recommend to the Board capital allocation strategies.
8. Review and discuss financing strategies for mergers and acquisitions and other major corporate activities.
9. Review other financial matters as may from time to time be requested by the Board.

**V. Effective Date.**

This Charter shall become effective immediately upon its approval and adoption by the Board of Directors of the Company. This Charter shall be reviewed on an annual basis to assess its adequacy and any amendments or modifications shall be approved by the Board.

Dated: August 6, 2021.