

Compensation Committee Charter of Cantaloupe, Inc.

1. Purpose

In accordance with and pursuant to this charter (the “Charter”), the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Cantaloupe, Inc. (the “Company”) is appointed by the Board (i) to assist the Board to discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, (ii) to recommend to the Board the director and executive officer compensation plans, policies and programs of the Company, and (iii) to have responsibility for producing the Compensation Committee Report described in Item 407(e)(5) of Regulation S-K and to review the Company’s Compensation Discussion and Analysis (as described in Item 402(b) of Regulation S-K) prepared by management of the Company for inclusion in the Company’s proxy statement or annual report.

2. Members

There shall be not less than two members of the Compensation Committee, one of whom shall be elected by the Board to serve as Chair of the Compensation Committee (the “Committee Chair”), and each of whom shall meet the independence and experience requirements of the NASDAQ Stock Market, Inc. (“NASDAQ”). In addition, at least two members of the committee must qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934.

3. Appointment; Authority and Duties

Appointment. The Board shall appoint members of the Compensation Committee. The Board may remove or replace any member of the Compensation Committee, and appoint or remove the Committee Chair, at any time.

Professional Advisers. The Compensation Committee shall, in its sole discretion, have the authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (jointly and severally, “Adviser”). The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Compensation Committee. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to an Adviser. The Compensation Committee may request any officer or employee of the Company or the Company’s outside counsel or Adviser to attend a meeting of the Compensation Committee or to meet with any members of, or consultants to, the Compensation Committee.

To the extent required by NASDAQ rules, the Compensation Committee may select, or receive advice from, an Adviser only after taking into consideration the following factors:

- i. the provision of other services to the Company by the person that employs the Adviser;
- ii. the amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser;
- iii. the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
- iv. any business or personal relationship of the Adviser with a member of the Compensation Committee;
- v. any stock of the Company owned by the Adviser; and
- vi. any business or personal relationship of the Adviser or the person employing the Adviser with an executive officer of the Company.

Nothing in this Charter shall be construed (i) to require the Compensation Committee to implement or act consistently with the advice or recommendations of any such Adviser, or (ii) to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties. In addition, nothing in this Charter shall require an Adviser to be independent; the Compensation Committee is instead only required to consider the enumerated factors above before selecting, or receiving advice from, an Adviser to the extent required by NASDAQ rules.

General Duties. The Compensation Committee shall annually review and recommend for approval to the Board corporate goals and objectives relevant to chief executive officer and other executive officers' compensation, evaluate the chief executive officer and other executive officers' performance in light of those goals and objectives, and recommend for approval to the Board the chief executive officer's and other executive officers' compensation levels based on this evaluation. "Executive officers" shall refer to all officers who are required to file reports under Section 16 of the Securities Exchange Act of 1934. In recommending for approval to the Board the long-term incentive component of the chief executive officer and other executive officers' compensation, the Compensation Committee may consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to other executives at comparable companies, and the awards given to the chief executive officer and other executive officers in past years.

Specific Duties and Responsibilities. In addition to the general duties described above, the Compensation Committee shall have the following specific duties and responsibilities:

(1) The Compensation Committee shall annually review and recommend for approval to the Board the compensation of all directors, the chief executive officer, and all other executive officers, including incentive compensation plans and equity-based plans. The Compensation Committee shall recommend for approval to the Board all grants of equity or equity-based awards (including, without limitation, stock options, stock appreciation rights, restricted stock or restricted stock units) under the Company's equity incentive plans, except to the extent that any such plan (and applicable NASDAQ rules or other applicable law) permits the Compensation Committee to delegate its authority to another person or body.

(2) The Compensation Committee shall annually review and recommend for approval to the Board, in each case and when and if appropriate, the compensation of each of the chief executive officer and other executive officers, including but not limited to (i) annual base

salary level, (ii) annual incentives, (iii) long-term incentives, (iv) employment agreements, severance arrangements, and change in control agreements/provisions, and (v) any special or supplemental benefits. The chief executive officer shall not be present during voting or deliberations on his or her compensation.

(3) The Compensation Committee may form and delegate authority to subcommittees when appropriate.

(4) The Compensation Committee shall make regular reports to the Board and shall cause the Compensation Committee Report described in Item 407(e)(5) of Regulation S-K to be included in the Company's annual report or proxy statement to its shareholders.

(5) The Compensation Committee shall review the Company's Compensation Discussion and Analysis prepared by management of the Company and to be included in the Company's proxy statement or annual report on Form 10-K.

(6) The Compensation Committee shall have the authority to amend and/or interpret any award within the provisions of the compensation plans and equity-based plans of the Company (subject to Board approval if required by the terms of any such plans).

(7) The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its consideration and approval. The Compensation Committee shall annually review its own performance.

(8) Each member of the Compensation Committee shall be paid the fee set by the Board for his or her services as a member of the Compensation Committee.

4. Compensation Committee Meetings

The Compensation Committee will hold meetings at such times and at such places as it shall deem necessary. Without limitation of the foregoing, the Compensation 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 NASDAQ rules, the Company's governing documents, and applicable law. Written minutes of the Compensation Committee meetings shall be maintained.

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

5. Effective Date

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

Dated: September 21, 2007, as amended on May 16, 2013, and further revised on August 6, 2021.