

CHARTER OF THE NON-EXECUTIVE CHAIR OF THE BOARD OF DIRECTORS OF CANTALOUPE, INC.

Cantaloupe, Inc. (the “Company”) values having a designated Non-Executive Chair of the Board of Directors (the “Board”) to assure that the Board maintains its independence from the Company’s management and to ensure that the responsibilities of the Board are clearly understood by both the Board and management. The Non-Executive Chair of the Company’s Board performs the duties and responsibilities delegated from the Board, including:

1. Board Leadership

- Provide leadership to the Board designed to foster a culture of open and honest communication, integrity, and accountability;
- Benchmark sound practices for Board governance and implement changes to enhance Board efficiency and effectiveness;
- Assist each of the Chairs of the Audit, Compensation, Compliance, Nominating and Corporate Governance and Finance Committees to appropriately execute the functions and responsibilities set forth in each of the Committee’s charters;
- Collaborate with Company counsel and the Chairs of each Committee to ensure that the Charter of each Committee remains compliant with the Company bylaws and applicable legal and regulatory requirements;
- Consult with all other members of the Board on the composition of and Chairs of Board Committees and discuss recommendations with the Nominating and Corporate Governance Committee, Company counsel and the CEO; and
- Encourage independent Directors to stay current on the status of the Company’s business.

2. Board Meetings and Agendas

- Preside when present at all meetings of the Board;
- Serve as the presiding director at executive sessions of the independent Directors;
- Coordinate with the CEO to develop an annual schedule for Board meetings, the agenda for each Board meeting, and the distribution of advance meeting materials;
- Collaborate with Committee Chairs to facilitate updates to the Board on the activities of their respective Committees;
- Seek regular input of independent Directors on meeting agendas and of the operation of the Board; and
- Encourage regular attendance of independent Directors at scheduled meetings of the Board and shareholders and brief Directors unable to attend meetings.

3. Communications

- Encourage and facilitate free and open communication between all Directors;
- Coordinate with the CEO to facilitate communications between the executive officers of the Company and the independent Directors, including regular reporting of financial, operational and other performance metrics;
- Conduct periodic one-on-one discussions with the independent Directors by holding regular one-on-one discussions regarding Board operations and other pertinent issues; and
- Ensure timely communication to the CEO of appropriate feedback from executive sessions including recommended actions and issues or concerns raised by independent Directors.

4. Board Compliance

- Facilitate, on an annual basis, compliance with applicable policies of the Company, including Certification of the Code of Business Conduct and Ethics and Stock Ownership Guidelines by all Directors.

5. Evaluations, Recommendations, Support

- Evaluate, on an annual basis, in collaboration with the Compensation Committee and the other independent Directors, the performance of the CEO;
- Collaborate with the Chair of Nominating and Corporate Governance Committee regarding the Board's annual self-assessment, and that appropriate feedback is provided to the Board;
- Collaborate with the CEO and the Nominating and Corporate Governance Committee to develop processes for succession planning and development of named executive officers;
- Conduct exit interviews with resigning named executive officers, and provide feedback to independent Directors; and
- Act as a sounding Board for the CEO's consideration of growth strategies, acquisition targets, and other matters on which the CEO seeks assistance.

6. Board Advisors

- Recommend to the Board the retention of such independent advisors, including legal counsel or other experts, as the Chair shall deem appropriate. The Company will provide for appropriate funding, as determined by the Board, or required by law, for such advisors.

7. General

- Request any employee, independent auditor, outside counsel or other consultant to the Company to meet with the independent Directors or the Board; and
- Exercise such other powers and perform such other duties as shall be assigned to the Chair from time to time by the Board.

8. Process for Selecting and Evaluating the Non-Executive Chair

- On an annual basis, the Nominating And Corporate Governance Committee shall recommend, and a majority of the Directors shall elect, a Non-Executive Chair who shall qualify as independent under the applicable listing standards of The Nasdaq Stock Market LLC or such other securities market on which the Company's securities are listed; there are no term limits for the Non-Executive Chair position;
- If there is an opening in the position of Non-Executive Chair, the Nominating and Corporate Governance Committee shall recommend, and the Directors shall hold an election at the next meeting of the Directors in the same fashion as the annual election; and
- The independent Directors shall, on an annual basis, as part of the Nominating and Corporate Governance Committee's self-assessment process of the Board's performance, evaluate the performance of the Non- Executive Chair.

The role of the Non-Executive Chair 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.

Dated: August 6, 2021