



CANTALOUPE, INC. ANTI-HEDGING POLICY

Introduction

Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including, but not limited to, through the use of financial instruments such as exchange funds, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments, or through the establishment of a short position in the Company's securities. Such hedging and monetization transactions may permit an employee, officer or director to continue to own the securities of Cantaloupe, Inc. (the "Company") granted to the person as part of compensation or held, directly or indirectly, by such person, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company's other shareholders.

Objectives

The objectives of this Policy are to prohibit the Company's employees, officers and directors from directly or indirectly engaging in hedging or monetization transactions, through transactions in the Company's securities or through the use of financial instruments designed for such purpose.

Applicability

This Policy applies to all of the Company's employees, officers and directors. The Board of Directors may determine whether the Policy should apply to other individuals, including consultants and contractors to the Company.

Policy

The Company's employees, officers and directors may not engage in any hedging or monetization transactions with respect to the Company's securities, including, but not limited to, through the use of financial instruments such as exchange funds, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments, or through the establishment of a short position in the Company's securities, that are designed to or that may reasonably be expected to have the effect of hedging or offsetting a decrease in the market value of the Company's securities.

Implementation

Potential hedging transactions can take many forms, some of which are quite complex. Accordingly, any person considering an arrangement or transaction that might constitute a hedging transaction should contact the Company's General Counsel prior to entering into such arrangement or transaction for clarification.

The Compensation Committee shall review this Policy at such times as it deems appropriate, and propose recommended changes to the Board of Directors.

This Policy shall be effective on and after August 6, 2021.