

**SHAREHOLDER ADVOCATES FOR VALUE ENHANCEMENT (SAVE)  
INSTRUCTIONS TO VOTE TO ELECT SAVE'S SEVEN NEW INDEPENDENT  
NOMINEES**

To the USA Technologies, Inc. (USAT) Board of Directors

**GOLD Voting Instruction Form**

**IF YOU ARE A "BENEFICIAL" SHAREHOLDER** holding shares at a  
Brokerage Firm or Bank (i.e. Charles Schwab, eTrade, Ameritrade, etc.)

**[BENEFICIAL HOLDERS CAN VOTE HERE BY USING THE INTERNET»](#)**

Included in SAVE's proxy materials is a copy of SAVE's Definitive Proxy Statement, a  
Shareholder Letter and a **GOLD** Voting Instruction Form

***If you hold shares in more than one account (401k, IRA, Trading, etc.), please vote each and  
every GOLD voting instruction form you receive***

- ***Vote by Mail:*** Please vote, sign and date the **GOLD** voting instruction form and return it in the postage-paid envelope provided
- ***Vote by Internet:*** Please click on the link above for beneficial holders to vote via the Internet. Your **GOLD** voting instruction form includes a unique **12-digit control number** located on the right-hand side. You can use this 12-digit control number to vote at [www.proxyvote.com](http://www.proxyvote.com)
- ***Vote by Phone:*** Please call 1-800-454-8683 to vote by telephone. Your **GOLD** voting instruction form includes a unique **12-digit control number** located on the right-hand side. You can use this 12-digit control number to vote.

**Please Vote the GOLD Voting Instruction Form TODAY**

**All voting by Internet or phone must be completed by 11:59 p.m., Eastern Time, on June 27, 2012**

***If you have already voted on the USA Technologies, Inc. white voting instruction form, you  
can switch your vote by voting SAVE's GOLD voting instruction form today. A later dated  
signed GOLD voting instruction form, Internet vote or telephone vote will revoke your  
previously cast vote***

**[BENEFICIAL HOLDERS CAN VOTE HERE BY USING THE INTERNET»](#)**

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**IF YOU ARE A REGISTERED SHAREHOLDER holding USA Technologies, Inc. (USAT)  
stock certificates or holding shares directly**

Included in SAVE's proxy materials is a copy of SAVE's Definitive Proxy Statement, a Shareholder Letter and a **GOLD** proxy card.

***Please vote each and every GOLD proxy card you receive***

- ***Vote by Mail:*** Please vote, sign and date the **GOLD** proxy card and return it in the postage-paid envelope provided
- ***Vote by Fax:*** Please vote, sign and date the **GOLD** proxy card and fax both sides of the card to the attention of SAVE c/o Morrow & Co., LLC at (203) 658-9444

***If you have already voted on the USA Technologies, Inc. white proxy card, you can switch your vote by voting SAVE's GOLD proxy card today. A later dated signed GOLD proxy card will revoke your previously cast proxy***

**PLEASE VOTE THE GOLD PROXY CARD TO CHANGE THE USAT BOARD**

**THANK YOU FOR VOTING AND YOUR SUPPORT!**

***Please VOTE the GOLD Proxy Card Today***

***If you have any questions or need assistance voting your shares, please call***

**MORROW & CO., LLC**

**(800) 662-5200 or  
(203) 658-9400**

**Or by email at:**

**[saveusat@morrowco.com](mailto:saveusat@morrowco.com)**