

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF PENNSYLVANIA**

IN RE USA TECHNOLOGIES, INC.  
SECURITIES LITIGATION,

Master File No. 2:19-cv-04565-JHS

CLASS ACTION

**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION**

If you purchased or otherwise acquired common stock of USA Technologies, Inc. (“USAT” or the “Company”) during the period from August 22, 2017 through February 6, 2019, both dates inclusive (“Settlement Class Period”), and/or purchased USAT common stock in or traceable to USAT’s May 23, 2018 follow-on public offering (“Secondary Offering”) pursuant to the Company’s Registration Statement and Prospectus issued in connection with that offering, you could get a payment from a class action settlement (the “Settlement”).

*Under law, a federal court has authorized this Notice. This is not attorney advertising.*

- If approved by the Court, the Settlement will provide fifteen million three hundred thousand dollars (\$15,300,000.00) (the “Settlement Fund”) gross, plus interest as it accrues, minus attorneys’ fees, costs, administrative expenses, and net of any taxes on interest, to pay claims of investors who purchased or otherwise acquired USAT common stock in the Settlement Class Period.
- The Settlement represents an estimated average recovery of \$0.255 per share of USAT for the approximately 60 million shares outstanding during the Settlement Class Period. A share may have been traded more than once during the Settlement Class Period. This estimate solely reflects the average recovery per outstanding share of USAT common stock.
- Attorneys for Plaintiffs (“Plaintiffs’ Counsel”) will ask the Court to award them fees of up to \$3,060,000.00 (20% of the Settlement Fund) plus interest, reimbursement of no more than \$125,000.00 in litigation expenses, and an Award to Plaintiffs not to exceed \$20,000.00 in total, comprising of \$10,000.00 to Lead Plaintiff and \$5,000.00 each to the other two Named Plaintiffs in the litigation. Collectively, the attorneys’ fees and expenses and Plaintiffs’ award are estimated to average \$0.053 per outstanding share of USAT common stock. If approved by the Court, these amounts will be paid from the Settlement Amount.
- The average approximate recovery, after deduction of attorneys’ fees and interest and expenses approved by the Court, is \$0.202 per outstanding share of USAT common stock. This estimate is based on the assumptions set forth in the preceding paragraphs. This is not an estimate of the actual recovery per share you should expect. Your actual recovery, if any, will depend on the aggregate losses of all Settlement Class Members, the date(s) you purchased and sold USAT common stock, the purchase and sales prices for your transactions, whether you purchased on the open market or in connection with the Secondary Offering, and the total number and amount of claims filed.
- The Settlement resolves the Action concerning whether USAT, Stephen Herbert, Priyanka Singh, Steven Barnhart, Joel Brooks, Robert Metzger, Albin Moschner, William Reilly, Jr., William Schoch,

William Blair & Company, L.L.C., Craig-Hallum Capital Group LLC, Northland Securities, Inc., and Barrington Research Associates, Inc. (collectively “Defendants”) violated federal securities laws by allegedly making misrepresentations and/or omissions of material fact in various public statements regarding financial metrics central to USAT’s business, including revenue and net income, which violated Generally Accepted Accounting Principles and USAT’s own accounting policies. Defendants have denied and continue to deny each, any and all allegations of wrongdoing, fault, liability or damage whatsoever Plaintiffs asserted. Defendants have also denied, among other things, the allegations that Plaintiffs or the Settlement Class have suffered damages or that Plaintiffs or the Settlement Class were harmed by the conduct alleged in the Action. Defendants continue to believe the claims asserted against them in the Action are without merit.

- The Settlement Fund shall be allocated as follows. \$14,650,000 of the Settlement Fund shall be allocated to Settlement Class Members who purchased USAT common stock during the Settlement Class Period. \$650,000 of the Settlement Fund shall be allocated to Settlement Class Members who purchased USAT common stock pursuant to USAT’s Secondary Offering. This Plan of Allocation is based on a binding determination by the Hon. Daniel Weinstein, a retired judge, who mediated the negotiations that resulted in the Settlement.
- Your legal rights will be affected whether you act or do not act. If you do not act, you may permanently forfeit your right to recover on this claim. Therefore, you should read this Notice carefully.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT</b>	
<b>Submit a Claim Form</b>	Fill out the attached Proof of Claim and Release Form and submit it no later than <b>September 10, 2020</b> . <b>This is the only way to get a payment.</b>
<b>Exclude Yourself from the Class</b>	Submit a request for exclusion no later than <b>October 9, 2020</b> . This is the only way you can be part of any other lawsuit against the Defendants or the other Released Parties relating to the legal claims in this case. <b>If you exclude yourself, you will receive no payment and cannot object or speak at the hearing.</b>
<b>Object</b>	Write to the Court no later than <b>October 9, 2020</b> about why you do not like the Settlement. You can still submit a Proof of Claim and Release Form. If the Court approves the Settlement, you will be bound by it.
<b>Go To The Hearing</b>	Ask to speak in Court about the fairness of the Settlement at the hearing on <b>October 30, 2020</b> . You can still submit a Proof of Claim and Release Form. If the Court approves the Settlement, you will be bound by it.
<b>Do Nothing</b>	<b>Get no payment AND give up your right to bring your own individual action relating to the claims asserted in the Action.</b>

## INQUIRIES

**Please do not contact the Court regarding this Notice.** All inquiries concerning this Notice, the Proof of Claim and Release Form, or the Settlement should be directed to:

USA Technologies, Inc. Securities Litigation c/o Strategic Claims Services P.O. Box 230 600 N. Jackson St., Ste. 205 Media, PA 19063 Tel.: (866) 274-4004 Fax: (610) 565-7985 <a href="mailto:info@strategicclaims.net">info@strategicclaims.net</a>	<b>or</b>	Phillip Kim THE ROSEN LAW FIRM, P.A. 101 Greenwood Avenue, Suite 440 Jenkintown, PA 19046 Tel: (215) 600-2817 Fax: (215) 202-3827 pkim@rosenlegal.com
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## DEFINITIONS

All capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Stipulation and Agreement of Settlement, dated May 29, 2020 (the “Settlement Stipulation”).

### COMMON QUESTIONS AND ANSWERS CONCERNING THE SETTLEMENT

#### 1. Why did I get this Notice?

You or someone in your family may have purchased or otherwise acquired the common stock of USAT from August 22, 2017 through February 6, 2019, both dates inclusive, or purchased USAT common stock in or traceable to USAT’s May 23, 2018 Secondary Offering pursuant to the Registration Statement and Prospectus issued in connection with that offering.

#### 2. What is this lawsuit about?

The case is known as *In re USA Technologies, Inc. Securities Litigation*, 2:19-cv-4565-JHS (E.D. Pa.). (the “Action”). The Court in charge of the case is the United States District Court for the Eastern District of Pennsylvania.

The Action involves allegations that Defendants violated certain federal securities laws by making misrepresentations or omissions of material fact concerning USAT’s financial statements by misreporting key financial metrics central to USAT’s business, including revenue and net income, which violated Generally Accepted Accounting Principles and USAT’s own accounting policies. The complaint alleges that the misstatements or omissions artificially inflated the price of USAT common stock, and that the common stock price dropped in response to certain subsequent disclosures. Defendants have denied and continue to deny each, any and all allegations of wrongdoing, fault, liability or damage whatsoever asserted in the Action. The Settlement shall in no event be construed as, or deemed to be evidence of, liability, fault, wrongdoing, injury or damages, or of any wrongful conduct, acts or omissions on the part of any of the Released Parties, or of any infirmity of any defense, or of any damages to the Plaintiffs or any other Settlement Class Member.

#### 3. Why is this a class action?

In a class action, one or more persons and/or entities, called plaintiffs, sue on behalf of all persons and/or entities who have similar claims. All of these persons and/or entities are referred to collectively as a class, and these individual persons and/or entities are known as class members. One court resolves all of the issues for all class members, except for those class members who exclude themselves from the class.

#### **4. Why is there a Settlement?**

Plaintiffs and Defendants do not agree regarding the merits of Plaintiffs' allegations and Defendants' defenses with respect to liability or the amount of damages per share, if any, that would be recoverable if Plaintiffs were to prevail at trial on each claim. The issues on which Plaintiffs and Defendants disagree include: (1) whether the challenged statements were materially false or misleading or otherwise actionable under the federal securities laws; (2) whether Defendants acted knowingly or were grossly reckless in making the allegedly misleading statements; (3) whether the alleged disclosures corrected the allegedly misleading statements; (4) the causes of the loss in the value of USAT common stock; (5) the availability of certain affirmative defenses to the Defendants; and (6) the amount of alleged damages, if any, that could be recovered at trial.

This matter has not gone to trial and the Court has not decided in favor of either Plaintiffs or Defendants. Instead, Plaintiffs and Defendants have agreed to settle the case. Plaintiffs and Plaintiffs' Counsel believe the Settlement is best for all Settlement Class Members because of the risks associated with continued litigation and the nature of the defenses raised by Defendants. Among the reasons that Plaintiffs and Plaintiffs' Counsel believe the Settlement is fair is the fact that there is uncertainty about whether they will be able to prove that any challenged statement was false or misleading, that the alleged misstatements and omissions actually caused the Settlement Class any damages, and the amount of damages, if any, and the financial condition of the Company.

Even if Plaintiffs were to win at trial, and also prevail on any appeal, Plaintiffs might not be able to collect some, or all, of any judgment they are awarded. Moreover, it appears that, even if Plaintiffs' allegations were found to be true, the total amount of damages to which Settlement Class Members would be entitled could be small.

#### **5. How do I know if I am part of the Settlement?**

The Settlement Class consists of all persons and entities, other than Defendants and their affiliates, who purchased USAT common stock from August 22, 2017 through February 6, 2019, both dates inclusive, seeking to recover compensable damages caused by USAT's and the Officer Defendants' purported violations of the Securities Exchange Act of 1934 ("Exchange Act Class"); and a subclass consisting of all persons and entities who purchased USAT common stock in or traceable to the Company's May 23, 2018 follow-on public offering pursuant to the Company's Registration Statement and Prospectus issued in connection with that offering, seeking to recover compensable damages caused by Defendants' purported violations of the Securities Act of 1933 ("Securities Act Subclass"). Excluded from the Exchange Act Class and Securities Act Subclass are Defendants, the present and former officers and directors of USAT at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a majority interest. Also excluded from the Settlement Class are those Persons who file valid and timely requests for exclusion in accordance with the Court's Preliminary Approval Order, as described below in the response to question 11.

#### **6. Are there exceptions to being included?**

Yes. Excluded from the Settlement Class are Defendants, the present and former officers and directors of USAT at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a majority interest. You are also excluded from recovering any portion of the Settlement Fund if you have a net profit in purchases and sales of USAT common stock or otherwise suffered no compensable damages during the Settlement Class Period and/or from shares purchased in or traceable to the Secondary Offering. You may choose to be excluded from the Settlement Class by filing a valid and timely request for exclusion as described below in the response to question 11.

**7. I am still not sure whether I am included.**

If you are still not sure whether you are included in the Settlement Class, you can ask for free help. For more information, you can contact the Claims Administrator, Strategic Claims Services, by phone at (866) 274-4004 or by facsimile at (610) 565-7985, visit the website [www.strategicclaims.net](http://www.strategicclaims.net), or fill out and return the Proof of Claim and Release Form described in Question 9, to see if you qualify.

**8. What does the Settlement provide?**

**a. What is the Settlement Fund?**

The proposed Settlement provides for Defendants and/or their insurers to pay fifteen million three hundred thousand dollars (\$15,300,000.00) into a settlement fund (the “Settlement Fund”). The Settlement is subject to Court approval. Also, subject to the Court’s approval, a portion of the Settlement Fund will be used to pay attorneys’ fees with interest and reasonable litigation expenses to Plaintiffs’ Counsel, and any Award to Plaintiffs. A portion of the Settlement Fund also will be used to pay taxes due on interest earned by the Settlement Fund, if necessary, and the costs of the claims administration, including the costs of printing and mailing and/or emailing notice and the costs of publishing notice. After the foregoing deductions from the Settlement Fund have been made, the amount remaining (the “Net Settlement Fund”) will be distributed to Settlement Class Members who submit timely, valid claims, according to the Plan of Allocation to be approved by the Court.

**b. What can you expect to receive under the proposed Settlement?**

Your share of the Net Settlement Fund will or may depend on: (i) the number of claims filed by all Settlement Class Members; (ii) the dates you purchased and sold USAT common stock; (iii) the prices of your purchases and sales; (iv) whether you purchased your USAT stock on the open market or in or traceable to the Secondary Offering; (v) the amount of administrative costs, including the costs of notice; and (vi) the amount awarded by the Court to Plaintiffs’ Counsel for attorneys’ fees, costs, and expenses and any Award to Plaintiffs.

The Net Settlement Fund will be distributed to Settlement Class Members who submit a Proof of Claim and Release Form and whose claims for recovery are allowed by the Claims Administrator pursuant to the terms of the Settlement Stipulation or by order of the Court under the below Plan of Allocation (“Authorized Claimants”), which reflects Plaintiffs’ contention that because of the alleged misrepresentations made by Defendants, the price of USAT common stock was artificially inflated during the Settlement Class Period and that certain subsequent disclosures caused reductions in the inflated price of USAT common stock. Defendants have denied and continue to deny these allegations and any and all allegations of wrongdoing, fault, liability or damage whatsoever asserted in the Action.

The Claims Administrator will determine each Authorized Claimant’s *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant’s valid “Recognized Loss.” The Recognized Loss formula is not intended to be an estimate of the amount that a Settlement Class Member might have been able to recover after a trial; it also is not an estimate of the amount that will be paid to Settlement Class Members pursuant to the Settlement. The Recognized Loss formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Settlement Class Members with valid claims.

**PROPOSED PLAN OF ALLOCATION**

The Plan of Allocation is a matter separate and apart from the proposed Settlement, and any decision by the Court concerning the Plan of Allocation shall not affect the validity or finality of the proposed Settlement. The Court may approve the Plan of Allocation with or without modifications agreed to among the Parties, or another plan of allocation, without further notice to Settlement Class Members. Any orders regarding a modification of the Plan of Allocation will be posted to the Claims Administrator’s website, [www.strategicclaims.net](http://www.strategicclaims.net).

The Claims Administrator shall determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's Recognized Loss. **Please Note:** The Recognized Loss formula, set forth below, is not intended to be an estimate of the amount of what a Settlement Class Member might have been able to recover after a trial, nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants. To the extent there are sufficient funds in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant's Recognized Loss and subject to the provisions in the preceding paragraph. If, however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total Recognized Loss of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant's Recognized Loss bears to the total Recognized Losses of all Authorized Claimants and subject to the provisions in the preceding paragraph (*i.e.*, "*pro rata* share"). Payment in this manner shall be deemed conclusive against all Authorized Claimants. No distribution will be made on a claim where the potential distribution amount is less than ten dollars (\$10.00) in cash.

If any funds remain in the Net Settlement Fund by reason of uncashed checks, or otherwise, after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in the distribution of the Net Settlement Fund cash their distribution checks, then any balance remaining in the Net Settlement Fund six (6) months after the initial distribution of such funds shall be used: (i) first, to pay any amounts mistakenly omitted from the initial distribution to Authorized Claimants; (ii) second, to pay any additional Administrative Costs incurred in administering the Settlement; and (iii) finally, to make a second distribution to Authorized Claimants who cashed their checks from the initial distribution and who would receive at least \$10.00 from such second distribution, after payment of the estimated costs or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible. If six (6) months after such second distribution, if undertaken, or if such second distribution is not undertaken, any funds shall remain in the Net Settlement Fund after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in this Settlement cash their checks, any funds remaining in the Net Settlement Fund shall be donated to a non-profit charitable organization(s) selected by Lead Counsel.

#### **THE BASIS FOR CALCULATING YOUR RECOGNIZED LOSS:**

- (I) Recognized Loss for the USAT's common stock purchased during the Settlement Class Period (excluding shares purchased in and traceable to the Secondary Offering) will be calculated as follows:**
- (A) For shares purchased or otherwise acquired during the Settlement Class Period and sold during the Settlement Class Period, the Recognized Loss per share will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below) less the inflation per share upon sale (as set forth in Inflation Table A below); or (2) the purchase price per share minus the sales price per share.
  - (B) For shares purchased or otherwise acquired during the Settlement Class Period and sold during the period February 7, 2019 to May 7, 2019, inclusive, the Recognized Loss will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below); or (2) the difference between the purchase price per share and the average closing stock price as of date of sale provided in Table B below.
  - (C) For shares purchased or otherwise acquired during the Settlement Class Period and retained as of the close of trading on May 7, 2019, the Recognized Loss will be the *lesser* of: (1) the

inflation per share upon purchase (as set forth in Inflation Table A below); or (2) the purchase price per share minus \$4.41<sup>1</sup> per share.

**(II) For shares of USAT common stock purchased during the Settlement Class Period pursuant and/or traceable to the Secondary Offering, the Recognized Loss will be calculated as follows:**

- (A) For each share of USAT’s common stock sold on or before the close of trading on May 17, 2019<sup>2</sup>, the Recognized Loss per share is the difference between the purchase price per share, not to exceed the Secondary Offering price of \$11.00 per share, and the sales price per share for each share sold.
- (B) For each share of USAT common stock held as of the close of trading on May 17, 2019, the Recognized Loss per share is the difference between the purchase price per share, not to exceed the Secondary Offering price of \$11.00 per share, and \$6.03 per share.<sup>3</sup>

<b>INFLATION TABLE A</b>	
USAT Common Stock Purchased During the Settlement Class Period	
<b>Period</b>	<b>Inflation</b>
August 22, 2017 to September 10, 2018, inclusive	\$13.27 per share
September 11, 2018 to September 20, 2018, inclusive	\$7.15 per share
September 21, 2018 to September 27, 2018, inclusive	\$5.75 per share
September 28, 2018 to October 7, 2018, inclusive	\$5.30 per share
October 8, 2018 to October 14, 2018, inclusive	\$4.61 per share
October 15, 2018 to November 12, 2018, inclusive	\$3.90 per share
November 13, 2018 to February 6, 2019, inclusive	\$3.37 per share
February 7, 2019 and afterwards	\$0.00 per share

<b>TABLE B</b>									
Date	Closing Price	Average Closing Price		Date	Closing Price	Average Closing Price	Date	Closing Price	Average Closing Price
2/7/2019	\$3.40	\$3.40		3/11/2019	\$4.01	\$3.82	4/9/2019	\$4.92	\$3.97
2/8/2019	\$3.80	\$3.60		3/12/2019	\$4.14	\$3.83	4/10/2019	\$4.93	\$4.00
2/11/2019	\$3.69	\$3.63		3/13/2019	\$4.07	\$3.84	4/11/2019	\$4.95	\$4.02
2/12/2019	\$3.59	\$3.62		3/14/2019	\$3.89	\$3.84	4/12/2019	\$4.98	\$4.04
2/13/2019	\$3.62	\$3.62		3/15/2019	\$3.95	\$3.85	4/15/2019	\$5.07	\$4.06
2/14/2019	\$3.67	\$3.63		3/18/2019	\$3.88	\$3.85	4/16/2019	\$5.07	\$4.08
2/15/2019	\$3.66	\$3.63		3/19/2019	\$3.94	\$3.85	4/17/2019	\$5.13	\$4.10
2/19/2019	\$3.92	\$3.67		3/20/2019	\$3.92	\$3.85	4/18/2019	\$5.24	\$4.12
2/20/2019	\$4.09	\$3.72		3/21/2019	\$4.01	\$3.86	4/22/2019	\$5.33	\$4.14
2/21/2019	\$4.18	\$3.76		3/22/2019	\$3.88	\$3.86	4/23/2019	\$5.49	\$4.16

<sup>1</sup> Pursuant to Section 21(D)(e)(1) of the Private Securities Litigation Reform Act of 1995, “in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated.” \$4.41 per share was the mean (average) daily closing trading price of the Company’s common stock during the 90-day period beginning on February 7, 2019 and ending on May 7, 2019.

<sup>2</sup> The filing date of the initial lawsuit in this matter.

<sup>3</sup> This represents the closing price per share of USAT’s common stock on May 17, 2019, the filing date of the initial lawsuit alleging false statements related to the Secondary Offering.

TABLE B										
2/22/2019	\$4.12	\$3.79		3/25/2019	\$3.91	\$3.86		4/24/2019	\$5.50	\$4.19
2/25/2019	\$3.99	\$3.81		3/26/2019	\$3.94	\$3.86		4/25/2019	\$5.42	\$4.21
2/26/2019	\$4.00	\$3.83		3/27/2019	\$4.01	\$3.86		4/26/2019	\$5.67	\$4.23
2/27/2019	\$3.98	\$3.84		3/28/2019	\$4.15	\$3.87		4/29/2019	\$5.67	\$4.26
2/28/2019	\$3.96	\$3.84		3/29/2019	\$4.28	\$3.88		4/30/2019	\$5.62	\$4.28
3/1/2019	\$3.95	\$3.85		4/1/2019	\$4.28	\$3.89		5/1/2019	\$5.66	\$4.31
3/4/2019	\$4.09	\$3.87		4/2/2019	\$4.42	\$3.90		5/2/2019	\$5.89	\$4.33
3/5/2019	\$3.86	\$3.87		4/3/2019	\$4.64	\$3.91		5/3/2019	\$6.02	\$4.36
3/6/2019	\$3.50	\$3.85		4/4/2019	\$4.50	\$3.93		5/6/2019	\$5.85	\$4.38
3/7/2019	\$3.45	\$3.83		4/5/2019	\$4.64	\$3.94		5/7/2019	\$5.72	\$4.41
3/8/2019	\$3.41	\$3.81		4/8/2019	\$4.57	\$3.96				

To the extent a claimant had a trading gain or “broke even” from his, her or its overall transactions in the Company’s shares during the Settlement Class Period, the value of the Recognized Loss will be zero and the claimant will not be entitled to a share of the Net Settlement Fund. To the extent that a claimant suffered a trading loss on his, her or its overall transactions in the Company’s shares during the Settlement Class Period, but that trading loss was less than the Recognized Loss calculated above, then the Recognized Loss shall be limited to the amount of the claimant’s actual trading loss.

For purposes of calculating your Recognized Loss, the date of purchase, acquisition or sale is the “contract” or “trade” date and not the “settlement” or “payment” date. The receipt or grant by gift, inheritance or operation of law of the Company’s shares shall not be deemed a purchase, acquisition or sale of shares for the calculation of an Authorized Claimant’s Recognized Loss. The covering purchase of a short sale is not an eligible purchase.

For purposes of calculating your Recognized Loss, all purchases, acquisitions and sales shall be matched on a First In First Out (“FIFO”) basis in chronological order. Therefore, on the Proof of Claim and Release Form enclosed with this Notice, you must provide all of your purchases and acquisitions of the Company’s shares during the time period August 22, 2017 through and including May 17, 2019.

The Settlement Fund shall be allocated as follows: \$650,000 of the Settlement Fund shall be allocated to pay Recognized Losses of the Secondary Offering claims, and \$14,650,000 of the Settlement Fund shall be allocated to pay Recognized Losses of the Exchange Act claims. This Plan of Allocation is based on a binding determination by the mediator, Judge Daniel Weinstein (ret.), following briefing submitted by Plaintiffs proposing competing plans of allocation concerning the allocation of settlement funds between the Exchange Act and Securities Act claims.

Payment pursuant to the Plan of Allocation approved by the Court shall be conclusive against all Authorized Claimants. No person shall have any claim against Defendants, Defendants’ Counsel, Lead Plaintiffs, Lead Counsel or the Claims Administrator or other agent designated by Lead Counsel based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. Each claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to the claimant’s Proof of Claim and Release Form. All persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the claims submitted in connection with the Settlement, or otherwise involved in the administration or taxation of the Settlement Fund or the Net Settlement Fund shall be released and discharged from any and all claims arising out of such involvement, and all Settlement Class Members, whether or not they are to receive payment from the Net Settlement Fund, will be barred from making any further claim against the Net Settlement Fund beyond the amount allocated to them as provided in any distribution orders entered by the Court.



**9. How can I get a payment?**

To qualify for a payment, you must send in a form entitled “Proof of Claim and Release Form.” This Proof of Claim and Release Form is attached to this Notice. You may also obtain a Proof of Claim and Release Form at [www.strategicclaims.net](http://www.strategicclaims.net). Read the instructions carefully, fill out the form, sign it in the location indicated. The Proof of Claim and Release Form may be completed in two ways: (1) by completing and submitting it electronically at [www.strategicclaims.net](http://www.strategicclaims.net) **by 11:59 p.m. EDT on September 10, 2020**; or (2) by mailing the claim form together with all documentation requested in the form, **postmarked no later than September 10, 2020**, to:

USA Technologies, Inc. Securities Litigation  
c/o Strategic Claims Services  
P.O. Box 230  
600 N. Jackson St., Ste. 205  
Media, PA 19063  
Fax: (610) 565-7985  
[info@strategicclaims.net](mailto:info@strategicclaims.net)

The Claims Administrator will process your claim and determine whether you are an Authorized Claimant.

**10. What am I giving up to get a payment or stay in the Class?**

Unless you exclude yourself from the Settlement Class by the October 9, 2020 deadline, you will remain a member of the Settlement Class, receive your share of the Net Settlement Fund if you are an Authorized Claimant and submitted a valid Proof of Claim and Release Form, and will be bound by the release of claims against Defendants and other Released Parties if the Settlement is approved. That means you and all other Settlement Class Members and each of their respective present, former and future direct and indirect parent entities, associates, affiliates, subsidiaries, predecessors, successors, officers, directors, attorneys, assigns, legal representatives, and agents, immediate family members, heirs, representatives, administrators, executors, trustees, successors, assigns, devisees, legatees, and estates and any person or entity which is or was related to or affiliated with any of them will release (agreeing never to sue, continue to sue, or be part of any other lawsuit) as against Defendants and other Released Parties any and all claims arising out of or relating to, directly or indirectly, the purchase or sale or other acquisition or disposition or holding of the Company securities during the Class Period and the acts, facts, statements, or omissions that were or could have been alleged by Plaintiffs in the Action. It means that all of the Court’s orders will apply to you and legally bind you. That means you will accept a share of the Net Settlement Fund as sole compensation for any losses you suffered in the purchase, acquisitions, sale or ownership of USAT common stock during the Settlement Class Period and/or pursuant to the Secondary Offering. The specific terms of the release are included in the Settlement Stipulation.

**11. How do I get out of the Settlement?**

If you do not want to receive a payment from this Settlement, and you want to keep any right you may have to sue or continue to sue Defendants or other Released Parties on your own, at your own expense, on the claims being released in this Settlement, then you must take steps to exclude yourself from the Settlement. To exclude yourself from the Settlement, you must mail a letter that (A) clearly states your name, address, phone number and e-mail contact information (if any), and states that you “request to be excluded from the Settlement Class in *In re USA Technologies, Inc. Securities Litigation*, 2:19-cv-4565-JHS (E.D. Pa.)”; and (B) states the date, number of shares and dollar amount of each USAT common stock purchase or acquisition you made during the Settlement Class Period and/or in or traceable to the Secondary Offering, and any sale transactions you made during the Settlement Class Period, as well as the number of shares of USAT common stock held by you as of the close of trading

on August 22, 2017 and February 6, 2019. In order to be valid, such request for exclusion must be submitted with documentary proof: (i) of each purchase and, if applicable, sale transaction of USAT common stock during the Settlement Class Period and/or in or traceable to the Secondary Offering; and (ii) demonstrating your status as a beneficial owner of the USAT common stock. Any such request for exclusion must be signed and submitted by you, as the beneficial owner, under penalty of perjury. You must mail your exclusion request, to be **received no later than October 9, 2020**, to the Claims Administrator at the following address:

USA Technologies, Inc. Securities Litigation  
c/o Strategic Claims Services  
P.O. Box 230  
600 N. Jackson St., Ste. 205  
Media, PA 19063

**You cannot exclude yourself by telephone or by e-mail.**

If you properly exclude yourself, you will *not* receive a payment from the Net Settlement Fund, you cannot object to the Settlement, and you will not be legally bound by the judgment in this case.

**12. If I do not exclude myself, can I sue Defendants or the other Released Parties for the same thing later?**

No. Unless you follow the procedure outlined in the Notice to exclude yourself, you give up any right to sue Defendants or other Released Parties for the claims being released in this Settlement. If you have a pending lawsuit related to any Released Claims, speak to your lawyer in that case immediately, since you must exclude yourself from this Settlement Class to continue your own lawsuit.

**13. Do I have a lawyer in this case?**

The Court appointed The Rosen Law Firm, P.A. as Lead Counsel to represent you and the other Settlement Class Members. If you want to be represented by your own lawyer, you may hire one at your own expense. Contact information for The Rosen Law Firm, P.A. is provided below.

**14. How will the lawyers be paid?**

Plaintiffs' Counsel have expended considerable time litigating this Action on a contingent fee basis and have paid for the expenses of the case themselves. They have not been paid attorneys' fees or reimbursed for their expenses in advance of this Settlement. Plaintiffs' Counsel have done so with the expectation that, if they are successful in recovering money for the Settlement Class, they will receive attorneys' fees and be reimbursed for their litigation expenses from the Settlement Fund, as is customary in this type of litigation. Plaintiffs' Counsel will not receive attorneys' fees or be reimbursed for their litigation expenses except from the Settlement Fund. Therefore, Plaintiffs' Counsel will file a motion asking the Court at the Settlement Hearing to make an award of attorneys' fees in an amount not to exceed 20% of the Settlement Fund (\$3,060,000.00) plus interest, reimbursement of litigation expenses of no more than \$125,000 and an Award to Plaintiffs not to exceed \$20,000.00 in total or \$10,000.00 to Lead Plaintiff and \$5,000.00 to each of the other two Named Plaintiffs. The Court may award less than these amounts. Any amounts awarded by the Court will come out of the Settlement Fund.

**15. How do I tell the Court that I do not like the Settlement?**

You can tell the Court you do not agree with the Settlement, any part of the Settlement, and/or Plaintiffs' Counsel's motion for attorneys' fees and expenses and application for an Award to Plaintiffs, and/or that you think the Court should not approve the Settlement, by mailing a letter stating that you object to the Settlement in the matter of *In re USA Technologies, Inc. Securities Litigation*, Case No. 2:19-cv-4565-JHS (E.D. Pa.). Be sure to include: (1) your name, address, and telephone number; (2) a list of all purchases or acquisitions and sales of USAT common stock during the

Settlement Class Period and/or in or traceable to the Secondary Offering in order to show membership in the Settlement Class; (3) all grounds for the objection, including any legal support known to you or your counsel; (4) the name, address and telephone number of all counsel, if any, who represent you, including your former or current counsel; and (5) the number of times you and/or your counsel has filed an objection to a class action settlement in the last five years, the nature of each such objection in each case, the jurisdiction in each case, and the name of the issuer of the security or seller of the product or service at issue in each case. Attendance at the Settlement Hearing is not necessary. Objectors wishing to be heard orally at the Settlement Hearing are required to indicate in their written objection (or in a separate writing that is submitted in accordance with the deadline and instructions relating to the submission of a written objection) that they intend to appear at the Settlement Hearing and identify any witnesses they may call to testify or exhibits they intend to introduce into evidence at the Settlement Hearing. Be sure to serve copies of any objections, papers and briefs to **each** of the addresses listed below, to be **received no later than October 9, 2020**:

Clerk of the Court  
United States District Court  
Eastern District of Pennsylvania  
James A. Byrne U.S. Courthouse  
601 Market Street  
Philadelphia, PA 19106

COUNSEL FOR DEFENDANTS USAT AND HERBERT:

BALLARD SPAHR LLP  
M. Norman Goldberger  
1735 Market Street, 51st Floor  
Philadelphia, PA 19103

COUNSEL FOR DEFENDANT SINGH:

BAKER & HOSTETLER LLP  
Douglas W. Greene  
45 Rockefeller Plaza  
New York, NY 10111

LEAD COUNSEL:

THE ROSEN LAW FIRM, P.A.  
Phillip Kim  
101 Greenwood Avenue  
Suite 440  
Jenkintown, PA 19046

COUNSEL FOR DEFENDANTS BARNHART, BROOKS, METZGER, MOSCHNER, REILLY, AND SCHOCH:

FOX ROTHSCHILD LLP  
Abraham C. Reich  
Gerald E. Arth  
2000 Market Street, 20th Floor  
Philadelphia PA 19103

COUNSEL FOR DEFENDANTS WILLIAM BLAIR & COMPANY, L.L.C., CRAIG-HALLUM CAPITAL GROUP LLC, NORTHLAND SECURITIES, INC., AND BARRINGTON RESEARCH ASSOCIATES, INC.:

MORGAN, LEWIS & BOCKIUS LLP  
Marc J. Sonnenfeld  
1701 Market Street  
Philadelphia, PA 19103

**16. What is the difference between objecting and requesting exclusion?**

Objecting is simply telling the Court you do not like something about the Settlement or some portion thereof. You can object only if you stay in the Settlement Class. Requesting exclusion is telling the Court you do not want to be part of the Settlement Class and Settlement. If you exclude yourself, you cannot object to the Settlement because it no longer concerns you. If you stay in the Settlement Class and object, but your objection is overruled, you will not be allowed a second opportunity to exclude yourself.

**17. When and where will the Court decide whether to approve the Settlement?**

The Court will hold a Settlement Hearing on **October 30, 2020, at 10:30 a.m.**, at the United States District Court for the Eastern District of Pennsylvania, James A. Byrne U.S. Courthouse, 601 Market Street, Philadelphia, PA 19106. The Court reserves the right to hold the Settlement Hearing telephonically or by other virtual means. In the event the Court decides to hold the Settlement Hearing telephonically or by other virtual means, Lead Counsel will issue a press release notifying Settlement Class Members and the Claims Administrator will update its website, on the page dedicated to this Settlement, to note the telephonic or other virtual means for the Settlement Hearing.

**18. Do I have to come to the hearing?**

No. Plaintiffs' Counsel will answer any questions the Court may have. However, you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mail your written objection on time, the Court will consider it.

**19. What happens if I do nothing at all?**

If you do nothing, you will not receive a payment from the Settlement. However, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Defendants or the Released Parties relating to the Released Claims (as defined in the Settlement Stipulation) ever again.

**SPECIAL NOTICE TO BROKERS AND OTHER NOMINEES**

If you purchased, otherwise acquired, sold or otherwise disposed of USAT securities for the beneficial interest of a person or organization other than yourself during the Settlement Class Period and/or in or traceable to the Secondary Offering, the Court has directed that, **WITHIN TEN (10) DAYS OF YOUR RECEIPT OF NOTICE**, you either: (a) provide to the Claims Administrator the name, email address, and last known address of each person or organization for whom or which you purchased such USAT securities during such time period; (b) request an electronic copy of the Summary Notice and, within ten (10) days after receiving the Summary Notice, email the Summary Notice to the email address of each beneficial purchaser/owner of USAT securities; or (c) request additional copies of the Postcard Notice, which will be provided to you free of charge, and within ten (10) days after receiving the additional Postcard Notices, mail the Postcard Notice directly to the beneficial purchaser/owners of the USAT securities. If you choose to follow alternative procedures (b) or (c), the Court has directed that, upon such mailing, you send a statement to the Claims Administrator confirming that the mailing was made as directed. You are entitled to reimbursement from the Settlement Fund of your reasonable out-of-pocket expenses actually incurred in connection with the foregoing up to \$0.05 per name for providing names, addresses and email addresses to the Claims Administrator; up to \$0.05 per Postcard Notice mailed by you, plus postage at the rate used by the Claims Administrator; or up to \$0.05 per notice sent by email. Those expenses will be paid upon request and submission of appropriate supporting documentation. All communications regarding the foregoing should be addressed to the Claims Administrator at the address listed on page 3 above.

DATED: JUNE 19, 2020

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BY ORDER OF THE UNITED STATES  
DISTRICT COURT FOR THE EASTERN  
DISTRICT OF PENNSYLVANIA

## PROOF OF CLAIM AND RELEASE FORM

**Deadline for Submission: September 10, 2020**

IF YOU PURCHASED OR ACQUIRED OR SOLD OR DISPOSED OF USA TECHNOLOGIES, INC. (“USAT” OR THE “COMPANY”) COMMON STOCK FROM AUGUST 22, 2017 THROUGH FEBRUARY 6, 2019, BOTH DATES INCLUSIVE (“SETTLEMENT CLASS PERIOD”), AND/OR IN OR TRACEABLE TO USAT’S MAY 23, 2018 FOLLOW-ON PUBLIC OFFERING (“SECONDARY OFFERING”) PURSUANT TO THE REGISTRATION STATEMENT AND PROSPECTUS ISSUED IN CONNECTION WITH THAT OFFERING AND WERE ALLEGEDLY DAMAGED THEREBY, YOU ARE A “SETTLEMENT CLASS MEMBER” AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS. (EXCLUDED FROM THE CLASS ARE DEFENDANTS, THE PRESENT AND FORMER OFFICERS AND DIRECTORS OF USAT AT ALL RELEVANT TIMES, MEMBERS OF THEIR IMMEDIATE FAMILIES AND THEIR LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS OR ASSIGNS AND ANY ENTITY IN WHICH DEFENDANTS HAVE OR HAD A MAJORITY INTEREST. ALSO EXCLUDED FROM THE SETTLEMENT CLASS ARE THOSE PERSONS WHO FILE VALID AND TIMELY REQUESTS FOR EXCLUSION IN ACCORDANCE WITH THE COURT’S PRELIMINARY APPROVAL ORDER.)

IF YOU ARE A SETTLEMENT CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM AND RELEASE FORM”) IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS. YOU CAN COMPLETE AND SUBMIT THE ELECTRONIC VERSION OF THIS PROOF OF CLAIM AND RELEASE FORM BY 11:59 P.M. EDT ON SEPTEMBER 10, 2020 AT [WWW.STRATEGICCLAIMS.NET](http://WWW.STRATEGICCLAIMS.NET).

IF YOU DO NOT COMPLETE AND SUBMIT AN ELECTRONIC VERSION OF THIS PROOF OF CLAIM AND RELEASE FORM, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE FORM AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN SEPTEMBER 10, 2020 TO THE CLAIMS ADMINISTRATOR, STRATEGIC CLAIMS SERVICES, AT THE FOLLOWING ADDRESS:

USA Technologies, Inc. Securities Litigation  
c/o Strategic Claims Services  
600 N. Jackson St., Ste. 205  
P.O. Box 230  
Media, PA 19063  
Fax: (610) 565-7985  
[info@strategicclaims.net](mailto:info@strategicclaims.net)

YOUR FAILURE TO SUBMIT YOUR CLAIM BY SEPTEMBER 10, 2020 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR. IF YOU ARE A SETTLEMENT CLASS MEMBER AND DO NOT SUBMIT A PROPER PROOF OF CLAIM AND RELEASE FORM, YOU WILL NOT SHARE IN THE SETTLEMENT BUT YOU NEVERTHELESS WILL BE BOUND BY THE ORDER AND FINAL JUDGMENT OF THE COURT UNLESS YOU EXCLUDE YOURSELF.

SUBMISSION OF A PROOF OF CLAIM AND RELEASE FORM DOES NOT ASSURE THAT YOU WILL SHARE IN THE PROCEEDS OF THE SETTLEMENT.

ALL CAPITALIZED TERMS NOT OTHERWISE DEFINED HEREIN SHALL HAVE THE SAME MEANINGS AS SET FORTH IN THE STIPULATION AND AGREEMENT OF SETTLEMENT, DATED MAY 29, 2020 (THE “SETTLEMENT STIPULATION”).

## CLAIMANT'S STATEMENT

1. I (we) purchased or acquired USA Technologies, Inc. ("USAT") common stock during the Settlement Class Period and/or in or traceable to USAT's Secondary Offering. (Do not submit this Proof of Claim and Release Form if you did not purchase or acquire USAT common stock during the Settlement Class Period or in or traceable to the Secondary Offering.)
2. By submitting this Proof of Claim and Release Form, I (we) state that I (we) believe in good faith that I am (we are) a Settlement Class Member(s) as defined above and in the Notice of Pendency and Proposed Settlement of Class Action (the "Notice"), or am (are) acting for such person(s); that I am (we are) not a Defendant in the Action or anyone excluded from the Settlement Class; that I (we) have read and understand the Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund, as defined in the Notice; that I (we) elect to participate in the proposed Settlement described in the Notice; and that I (we) have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Settlement Class Member [e.g., as an executor, administrator, trustee, or other representative], you must submit evidence of your current authority to act on behalf of that Settlement Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)
3. I (we) consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim and Release Form. I (we) understand and agree that my (our) claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my (our) status as a Settlement Class Member(s) and the validity and amount of my (our) claim. No discovery shall be allowed on the merits of the Action or Settlement in connection with processing the Proof of Claim and Release Form.
4. I (we) have set forth where requested below all relevant information with respect to each purchase or acquisition of USAT common stock, and each sale, if any, of such securities. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.
5. I (we) have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, acquisition and/or sale of USAT common stock listed below in support of my (our) claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)
6. I (we) understand that the information contained in this Proof of Claim and Release Form is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Loss. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivative securities such as options.)
7. Upon the Court's approval of the Settlement, as detailed in the Notice, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a full and complete release, remise and discharge by me (us) and my (our) immediate family members, heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, representatives, trustees, devisees, legatees, estates, predecessors, successors, attorneys, insurers and assigns (or, if I am (we are) submitting this Proof of Claim and Release Form on behalf of a corporation, a partnership, estate or one or more other persons or entities, by it, him, her or them, and by its, his, her or their immediate family members, heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, representatives, trustees, devisees, legatees, estates, attorneys, insurers, predecessors, successors, assigns, associates, affiliates, officers, directors, legal representatives, and agents of each of them, and all present, former and future direct and indirect parent entities, subsidiaries, predecessors, and successors, and each of their respective officers, directors, attorneys, legal representatives, and agents, and any Person or entity which is or was related to or affiliated with any Releasing Party or in which any Releasing Party has a controlling interest, and each of their respective immediate family members, heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, representatives, trustees, devisees, legatees, estates, attorneys, insurers, predecessors, successors, assigns, associates, affiliates, officers, directors, legal representatives, and agents) of each of the "Released Parties" of all "Released Claims," as those terms are defined in the Stipulation and Agreement of Settlement, dated May 29, 2020 (the "Settlement Stipulation").

8. Upon the Court's approval of the Settlement, as detailed in the Notice, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a covenant by me (us) and my (our) immediate family members, heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, representatives, trustees, devisees, legatees, estates, predecessors, successors, attorneys, insurers and assigns (or, if I am (we are) submitting this Proof of Claim and Release Form on behalf of a corporation, a partnership, estate or one or more other persons or entities, by it, him, her or them, and by its, his, her or their immediate family members, heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, representatives, trustees, devisees, legatees, estates, attorneys, insurers, predecessors, successors, assigns, associates, affiliates, officers, directors, legal representatives, and agents of each of them, and all present, former and future direct and indirect parent entities, subsidiaries, predecessors, and successors, and each of their respective officers, directors, attorneys, legal representatives, and agents, and any Person or entity which is or was related to or affiliated with any Releasing Party or in which any Releasing Party has a controlling interest, and each of their respective immediate family members, heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, representatives, trustees, devisees, legatees, estates, attorneys, insurers, predecessors, successors, assigns, associates, affiliates, officers, directors, legal representatives, and agents) to permanently refrain from prosecuting or attempting to prosecute any Released Claims against any of the Released Parties.
9. "Released Parties" has the meaning laid out in the Settlement Stipulation.
10. "Released Claims" has the meaning laid out in the Settlement Stipulation.
11. "Unknown Claims" has the meaning laid out in the Settlement Stipulation.
12. I (We) acknowledge that the inclusion of "Unknown Claims" in the definition of "Released Claims" released pursuant to the Settlement Stipulation was separately bargained for and is a material element of the Settlement of which this release is a part.
13. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants MUST submit a manually signed paper Proof of Claim and Release Form listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at [efile@strategicclaims.net](mailto:efile@strategicclaims.net) or visit its website at [www.strategicclaims.net](http://www.strategicclaims.net) to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

**I. CLAIMANT INFORMATION**

Name		
Address		
City	State	ZIP
Foreign Province	Foreign Country	
Day Phone	Evening Phone	
Email		
Social Security Number (for individuals):	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.):

**II. SCHEDULE OF TRANSACTIONS IN USA TECHNOLOGIES, INC. COMMON STOCK**

**Beginning Holdings:**

A. State the total number of shares of USA Technologies, Inc. (“USAT”) common stock held at the close of trading on August 21, 2017 (*must be documented*). If none, write “zero” or “0.”

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**Purchases/Acquisitions:**

B. Separately list each and every purchase or acquisition of USAT common stock from August 22, 2017 through May 17, 2019, both dates inclusive, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month/Day/Year)	Number of Shares Purchased	Price per Share	Total Cost (Excluding Commissions, Taxes, and Fees)

**Sales:**

C. Separately list each and every sale of USAT common stock from August 22, 2017 through May 17, 2019, both dates inclusive, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Price per Share	Amount Received (Before Reduction for Commissions, Taxes, and Fees)



**Ending Holdings:**

D. State the total number of shares of USAT common stock held at the close of trading on May 17, 2019 (*must be documented*). If none, write “zero” or “0.”

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**If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification number at the top of each sheet.**

**III. SUBSTITUTE FORM W-9**

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service (“I.R.S.”) requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals)	<b>or</b>	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

**IV. CERTIFICATION**

I (We) submit this Proof of Claim and Release Form under the terms of the Settlement Stipulation described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Eastern District of Pennsylvania, with respect to my (our) claim as a Settlement Class Member(s) and for purposes of enforcing the release and covenant not to sue set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in this Action. I (We) have not submitted any other claim covering the same purchases or sales of USAT common stock during the Settlement Class Period and/or in connection with the Secondary Offering and know of no other Person having done so on my (our) behalf.

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY UNDER THE LAWS OF THE UNITED STATES, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign):

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

Check here if proof of authority to file is enclosed.  
(See Item 2 under Claimant’s Statement)

Date: \_\_\_\_\_

**THIS PROOF OF CLAIM AND RELEASE FORM MUST BE POSTMARKED NO LATER THAN SEPTEMBER 10, 2020 AND MUST BE MAILED TO:**

USA Technologies, Inc. Securities Litigation  
c/o Strategic Claims Services  
600 N. Jackson St., Ste. 205  
P.O. Box 230  
Media, PA 19063  
Fax: (610) 565-7985  
info@strategicclaims.net

A Proof of Claim and Release Form received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by September 10, 2020 and if a postmark is indicated on the envelope and it is mailed first class and addressed in accordance with the above instructions. In all other cases, a Proof of Claim and Release Form shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proof of Claim and Release Forms and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim and Release Form. Please notify the Claims Administrator of any change of address.

#### **REMINDER CHECKLIST**

- Please be sure to sign this Proof of Claim and Release Form on page 17. If this Proof of Claim and Release Form is submitted on behalf of joint claimants, then each claimant must sign.
- Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
- Do NOT use highlighter on the Proof of Claim and Release Form or any supporting documents.
- If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested, or its equivalent.
- If you move or change your address, telephone number or email address, please submit the new information to the Claims Administrator, as well as any other information that will assist us in contacting you. NOTE: Failure to submit updated information to the Claims Administrator may result in the Claims Administrator's inability to contact you regarding issues with your claim or deliver payment to you.

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USA Technologies, Inc. Securities Litigation  
c/o Strategic Claims Services  
600 N. Jackson St., Ste. 205  
Media, PA 19063

**IMPORTANT LEGAL NOTICE – PLEASE FORWARD**