

### **Lead Independent Director**

All of the independent directors of the Board of Directors (the "Board") of USA Technologies, Inc. (the "Company") shall, by the affirmative vote of two-thirds of the independent directors voting, elect a Lead Independent Director. In order to qualify as a Lead Independent Director, the director must have served on the Board for a minimum of three years. The Lead Independent Director shall be independent under the independence standards applicable to the Company under paragraph (a)(1) of Item 407 of Regulation S-K promulgated by the Securities and Exchange Commission, as such Item may be amended from time to time or any successor thereto.

The duties of the Lead Independent Director shall include, but not be limited to, the following:

- i. preside as Chair of all meetings of the Board at which the Chairman is not present, including executive sessions of the independent members of the Board;
- ii. approve information sent to the Board;
- iii. determine the frequency and timing of executive sessions of the independent directors;
- iv. consult in advance with the Chairman on the agenda and schedule of each meeting of the Board of Directors;
- v. approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- vi. approve meeting agendas for the Board;
- vii. provide input to the Chairman as to the scope and quality of information to be provided by management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties;
- viii. upon request from the Nominating and Corporate Governance Committee, assist with recruitment of director candidates;
- ix. act as a liaison between the independent directors and the Chairman;
- x. in appropriate circumstances, recommend to the Chairman the retention of advisors and consultants who report directly to the Board ;
- xi. if requested by major shareholders, ensure that he or she is available for consultation and direct communication; and

- xii. perform all other duties as may be reasonably assigned by the Board or the Chairman from time to time that are not inconsistent with the foregoing.

In the event that a Lead Independent Director is unable to serve as the Lead Independent Director, whether due to death or other disability or for any other reason, all of the independent directors of the Board shall, by the affirmative vote of two-thirds of the independent directors voting, elect a new Lead Independent Director.

May 16, 2013