



May 24, 2012

Court Finds Dissident Shareholder Violated His Contractual Agreement In Proxy Fight Against USA Technologies

USAT Will Be Seeking Reimbursement of the Attorney's Fees and Expenses it Incurred in Connection with the Action

MALVERN, PA, May 24, 2012 -- USA Technologies, Inc. (NASDAQ: USAT), ("USAT" or the "Company"), a leader of wireless, cashless payment and M2M telemetry solutions for self-serve, small-ticket retailing industries, today announced that the United States District Court for the Eastern District of Pennsylvania has determined that Bradley Tirpak, a dissident shareholder and former board member, whose proxy contest organization operates under the self-laudatory moniker of S.A.V.E., has violated a contractual agreement in an attempted proxy battle against USA Technologies.

The Court found that various statements made by S.A.V.E. in the last month violated a non-disparagement provision of an agreement entered into by Tirpak and his affiliates with the Company in May 2011. The Court's ruling also enjoins Tirpak and his other director nominees, Craig W. Thomas, George Wallner, Rodman K. Reef, John S. Ioannou, Ajoy H. Karna, and Andrew Salisbury, from engaging in future violations of the May 2011 Settlement Agreement.

Stephen P. Herbert, chairman and chief executive officer of USA Technologies, stated, "We are pleased that the Court, in granting the injunctive relief sought by the Company, validated our concerns that inappropriate statements made by Tirpak and S.A.V.E. violated the May 2011 Settlement Agreement between the Company and Tirpak and that these breaches caused irreparable harm. We will be delivering to Mr. Tirpak a demand for the reimbursement of all the Company's fees and expenses related to this action, and expect prompt payment thereof, as required by the terms of the May 2011 Settlement Agreement."

Mr. Herbert continued, "By breaching the non-disparagement agreement, which he freely entered into one year ago, Bradley Tirpak has demonstrated a troubling lack of integrity and judgment. Mr. Tirpak and S.A.V.E., the group he runs, have made clear that they cannot be counted on to honor their written agreements or their other promises. We do not believe that such individuals can or should be trusted to run your company."

Statement under the Private Securities Litigation Reform Act:

With the exception of the historical information contained in this release, the matters described herein contain forward-looking statements that involve risk and uncertainties that may individually or mutually impact the matters herein described, including but not limited to product acceptance, the ability to continually obtain increased orders of its products, the ability to meet installation goals, economic, competitive, governmental impacts, whether its pending patents will be granted or defensible; validity of intellectual property and patents of USA, the ability of USA to license its patents, the ability of USA to commercialize its developmental products, technological and/or other factors, which could cause actual results or revenues to differ materially from those contemplated by these statements.