

USA TECHNOLOGIES, INC.

NOMINATING COMMITTEE CHARTER

As Adopted on November 3, 2009

Purpose

The Nominating Committee is appointed by the Board of Directors to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board for the Board's selection the director nominees for election at the annual meetings of shareholders or for appointment to fill vacancies (including a vacancy due to an increase in the size of the Board).

Membership

The membership of the Committee shall consist of at least two directors, each of whom shall meet the independence requirements of the Securities and Exchange Commission ("SEC") and The NASDAQ Stock Market, LLC ("NASDAQ") applicable to Committee members as in effect from time to time, when and as required by the SEC and NASDAQ, and any other regulatory requirements. The Board appoints the members of the Committee and the chairperson until their successors shall be duly elected and qualified or until their earlier death, resignation or removal, with or without cause, at the discretion of the Board. Should any member of the Committee cease to be independent, such member shall immediately resign his or her membership on the Committee.

The Board shall appoint one member to act as the Chair. The Chair (or a member designated by the Chair) shall preside at all meetings of the Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making reports to the Board.

Operations

The Committee shall meet as frequently as necessary (at least once each year). The Committee will report on its actions and activities to the Board. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Articles of Incorporation or Bylaws of the Company, or (c) the laws of the Commonwealth of Pennsylvania.

Authority

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee.

Responsibilities

The responsibilities and functions of the Nominating Committee are as follows:

A. Review and make recommendations on the range of skills and expertise which should be represented on the Board, and recommend criteria for membership on the Board in accordance with the rules and regulations of any governmental or regulatory body exercising authority over the Company, including, without limitation, the SEC and NASDAQ.

B. Identify and recommend, for selection by the Board, nominees for election or re-election to the Board, or to fill any vacancies on the Board. As part of this responsibility, the Committee shall also review, in light of the Committee's criteria for selecting new directors, any candidate suggested by shareholders for membership on the Board, where such candidate has been proposed in accordance with the provisions and procedures set forth in the Company's By-Laws and applicable guidelines.

C. Establish, review and modify, as appropriate, guidelines for submission by shareholders of recommendations for director candidates.

Amendments

This Charter of the Committee may be amended only by a resolution of the Board. The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.