

FACT SHEET ON DIRECT INSITE CORP.

Direct Insite Corp. ("Direct Insite" or the "Company") is a Software as a Service provider of accounts payable and accounts receivable software.

On April 28, 2011, Direct Insite entered into a settlement agreement (the "Settlement Agreement") with significant shareholders including Metropolitan Venture Partners Corp. (which beneficially owns 19.4%), Thomas C. Lund (who beneficially owns 5.4%) and S.A.V.E. Partners III, LLC ("SAVE") (which beneficially owns 6.6%). As a result of this Settlement Agreement, Direct Insite effected meaningful change on its Board of Directors without the expense of a proxy contest.

Since that time, the following notable corporate governance, operational and organizational improvements have been effected:

- Direct Insite had not held an annual meeting since 2006. It has now held two annual meetings in the past 13 months.
- The Company has separated the Chairman and CEO roles.
- In 2010, Direct Insite's CEO received compensation in excess of \$800,000 from a Company with approximately \$9.0 million of revenues. He was replaced in May 2011 by the Company's former President and COO, Matthew Oakes, who received less than \$300,000 in compensation in 2011. Mr. Lund is the ex-father-in-law of Mr. Oakes.
- Direct Insite hired a full-time Chief Financial Officer.
- The Company hired a full-time head of sales and a new sales force.
- The Company has issued meaningful options to employees to align their interests with shareholders.
- The Company has announced six (6) new client wins and reported positive adjusted revenue growth in its most recent quarter.

SAVE believes USA Technologies, Inc. ("USAT") has made a number of misleading statements about Direct Insite, which SAVE corrects below:

- USAT contends that there was a "takeover" of Direct Insite by Bradley M. Tirpak. Mr. Tirpak neither serves on the Board nor has control of the Company. He is a co-managing member of SAVE, which beneficially owns 6.6%.
- Craig W. Thomas has been Chair of the Compensation Committee since May 2011. The Compensation Committee negotiated a new employment agreement with Mr. Oakes

that pays him a lower base salary than the former CEO, provides him with a cash bonus based on growth in revenues and EBIT and does not provide him with similar perquisites furnished to the former CEO.

- Mr. Thomas was acting Chair of the Audit Committee for a mere 2 months – after the former Chair of the Audit Committee was elevated to the role of Chairman of the Board and until the annual meeting date on May 21, 2012. As of May 21, 2012, Mr. Thomas is no longer acting Chair of the Audit Committee. (USAT's May 31, 2012 letter was issued after Mr. Thomas ceased to be acting Chair).
- Direct Insite has a market capitalization of approximately \$8.1 million and, in SAVE's view, trades at an extremely low volume due to a small public float. Following the execution of the Settlement Agreement on April 28, 2011, Direct Insite's stock price increased over 35% from \$0.96 on April 28, 2011 to \$1.30 on April 29, 2011. The vast majority of the decline in the stock price referenced by USAT occurred on a single day, August 24, 2011. With a volume of only 1,000 shares traded, the stock price declined over 41% from \$1.02 on August 23, 2011 to \$0.60 on August 24, 2011.