

VERRA MOBILITY CORPORATION

CODE OF BUSINESS ETHICS AND CONDUCT

Adopted as of October 17, 2018

VERRA MOBILITY CODE OF BUSINESS ETHICS AND CONDUCT

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INTRODUCTION: OUR EXPECTATIONS AND VALUES

Verra Mobility Corporation (“*Verra Mobility*” or the “*Company*”) is committed to improving the quality of life of everyone—from our colleagues, to our customers, to the communities where we live and work. Our reputation for integrity and excellence demands a diligent observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. Accordingly, this Code of Business Ethics and Conduct (“*Code*”) sets forth the ethical and fiduciary principles and related compliance requirements under which the Company must operate.

Verra Mobility complies with all applicable laws and regulations, and we strive to cultivate a culture where its directors, officers, employees, agents, contractors, and consultants not only conduct business in accordance with the letter and spirit of all relevant laws and regulations, but also seek to exceed such standards. It is the responsibility of every officer, director, and employee (each, an “*Employee*”), as well as agent, contractor and consultant of Verra Mobility to fulfill the Company’s commitment to ethical conduct and compliance with laws and regulations.

The Verra Mobility Code of Business Ethics and Conduct is crucial to ensuring that our Employees—as well as our customers and the public at large—are aware of the standards we have set for ourselves. All Employees, agents, contractors, and consultants are personally responsible for compliance with the Code, and failure to comply with its provisions is grounds for disciplinary action or assignment/contract termination.¹

The Compliance and Ethics Committee (the “*Compliance Committee*”) is responsible for Enforcement of the Code (including implementation, training, investigations, and remedial measures) and the implementation of a Compliance Program. The Compliance Committee shall consist of the Chief Financial Officer, the General Counsel, and the Chief People Officer, who shall operate according to the [Compliance & Ethics Committee Charter](#).

¹ For purposes of this document, Verra Mobility agents, contractors, and consultants are herein encompassed in the term “Employee” and bound by the respective responsibilities as stated within this Code. Depending on the scope of their work, these entities/individuals may receive a modified Code of Conduct.

1. MAINTAINING INTEGRITY AND FAIRNESS IN THE WORKPLACE

1.1 Standards of Integrity

Employees are subject to the following Standards of Integrity, which are intended to provide guidance for handling a spectrum of matters. Any questions regarding the application of these Standards of Integrity to particular matters should be directed to the Company's Compliance Committee or to the Ethics Hotline (identified below):

- Employees must respect and obey all applicable laws, rules and regulations governing the Company and the operation of its business.
- Employees shall avoid inappropriate conflicts of interest or any abuse of a position of trust and responsibility.
- Employees shall not take inappropriate advantage of their position with the Company.
- Employees shall ensure that Verra Mobility and Client information is kept confidential, including the identity of prospective Clients.
- Verra Mobility will continue to establish formal, company-wide procedures to train every Employee in the Company's Standards of Integrity governing all of our business interactions.

Regarding any course of conduct not specifically addressed in the Code, Employees are instructed to consult with their managers (or, for contractors and consultants, their usual point of contact at Verra Mobility), Legal, or Human Resources, but ultimately, they are responsible for using good judgment and acting in a manner consistent with the spirit, principles, and values embodied in the Code.

Before engaging in any activity, conduct, transaction or relationship that might give rise to or appear to be a conflict of interest, as discussed more fully below, Employees must seek review from their manager, Human Resources, or a member of the Compliance Committee.

1.2 Create a Culture of Open and Honest Communication

At Verra Mobility, everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where Employees feel comfortable raising such questions. We all benefit when

Employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Decision Test

The below Decision Test is a set of criteria you can use to help determine the appropriate course of action.

Simply ask yourself:

- Is the action legal?
- Does it comply with the letter of our standards and policies?
- Does it comply with the spirit of our standards and policies?
- How would it look in the newspaper?
- Would it appear to be improper or make you feel embarrassed?

If you are unsure about what to do, contact your manager, the Human Resources Department or General Counsel for guidance.

Knowledge of events by Employees related to questionable, inappropriate or fraudulent business conduct, accounting practices or regulatory, internal accounting, or auditing matters must be immediately reported to a member of the Compliance Committee or the Ethics Hotline. Any such reports will be treated confidentially to conduct a complete and fair investigation or to take appropriate corrective action (to the extent permitted by law and feasible in light of the investigation). **Failure to report such matters constitutes a violation of this Code.** The Committee will investigate any reported or suspected violation of the provisions of this Code and take appropriate remedial actions, where appropriate.

In addition, in order to further promote the Verra Mobility Code of Business Ethics and Conduct, there is an alternative way to report incidents, which provides the option to do so anonymously. The Ethics & Compliance Hotline enables Employees to report incidents via the web at hotline.verramobility.com or via a toll-free number 800-461-9330 (available 24 hours a day, seven days a week).

Employees are required to cooperate in any investigation if they raise a potential violation of this Code in any manner other than anonymously. Employees who discourage or prevent another either from making such a report or seeking the help or assistance they need to report the matter to the

individuals identified above will be subject to disciplinary action. As discussed more fully below, retaliation against an individual who reports a violation is prohibited and will be dealt with as a separate violation of Company policy and procedure. We will not tolerate retaliation against Employees who raise good faith ethics concerns. Please see the Company's Policy for Reporting Violations and Complaints for additional information regarding reporting suspected or actual violations of this Code.

1.3 Tone at the Top

Management has the added responsibility of demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matter.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns and for taking appropriate steps to deal with such issues. Managers should not consider ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Verra Mobility, we want the ethics dialogue to become a natural part of daily work.

1.4 Conflicts of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of Verra Mobility may conflict with our own personal interests because the course of action that is best for us personally may not be the best course of action for Verra Mobility. A "conflict of interest" exists when the private interest of an employee interferes, in any way, or even appears to interfere, with the interests of the Company as a whole. We must never use Verra Mobility property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Verra Mobility.

1.4.1 Examples of Conflicts of Interest

The following non-exclusive list is intended to serve as a guide of those activities that may create a conflict of interest in violation of this policy (some of which are addressed in more detail elsewhere in this Code).

- Being employed by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, client or customer, regardless of the nature of the employment, while also being employed by Verra Mobility.
- Hiring, supervising, or influencing Verra Mobility personnel decisions impacting relatives or close personal friends.
- Direct reporting to a spouse, partner or immediately family member.
- Serving as a board member for an outside company or organization without disclosure to Verra Mobility where a potential conflict of interest may arise.
- Owning or having a significant financial interest in a competitor, supplier, or contractor. A significant financial interest is any financial interest that: (a) is more than 1/10 of one percent of a company's securities or other financial instruments and (b) exceeds 25 percent of an Employee's Verra Mobility annual base salary and bonuses.
- Placing Company business with a company, which Employee or an Employee's relative or personal friend controls or has a significant financial interest.
- Accepting gifts, discounts, favors, or services from a customer, potential customer, competitor, or supplier unless of modest value-as outlined by the Legal Department pursuant to applicable federal, state and local laws.

Determining whether a conflict of interest exists is not always easy to do. Employees with conflict of interest questions should seek advice from their manager, or the Legal or Human Resources departments, or the Committee.

1.5 *Political Conflicts of Interest*

Verra Mobility encourages its Employees to participate in the political process. It is the responsibility of every Verra Mobility Employee to fully comply with all laws and regulations in relation to interactions with government officials, including laws governing campaign finance, government ethics and lobbying. In addition, all lobbying activities on behalf of the company

must be authorized by the General Counsel or his or her designee, in accordance with the [Verra Mobility Political Contributions Policy](#).

1.6 Personal Political Interests

Verra Mobility Employees must keep their personal political contributions and activities separate from the Company. If you make political contributions, you may not refer in any way to your employment or use the company's assets, including its name, in connection with your contributions, unless required to do so by law.

If you are appearing before a government body or engaging in contact with a public official outside of your ordinary work duties regarding a business in which Verra Mobility is engaged or a business issue in which Verra Mobility has an interest, you should make it clear that you are not representing Verra Mobility, and you must advise the Legal Department in advance.

1.7 Contributions of Corporate Assets

Verra Mobility Employees may not make payments of corporate contributions, whether monetary or non-monetary assets, to any domestic or foreign political party, candidate, campaign or public official on behalf of the Company or in the Company's name unless that contribution is permitted under applicable laws and approved in advance by the General Counsel or his or her designee. All political contributions made on behalf of the company or by an Employee in their capacity representing Verra Mobility must comply with the [Political Contributions Compliance Policy](#) and be done through the [Political Contribution Request Form](#). In addition, Employees may never reimburse (or request or authorize reimbursement to) anyone for any political contribution using company funds, except as set forth in the Political Contributions Compliance Policy and in accordance with the required authorizations.

1.8 Outside Employment

Employees may hold outside jobs with companies that do not compete with Verra Mobility as long as they meet the performance standards of their jobs with Verra Mobility. However, outside employment that competes with, constitutes a conflict of interest with, or creates an adverse impact on Verra Mobility is prohibited. In addition, (i) outside employment must not be done on Company time and must not involve the use of Company equipment or supplies; (ii) the employee should not attempt to sell products or services related to outside employment to the Company; and (iii)

performance of outside employment must not interfere with or prevent the employee from devoting the time and effort needed to fulfill the employee's primary duties and obligations as an employee of the Company. If you have a question about whether outside employment might constitute a conflict of interest or otherwise violate the Code, you should seek guidance from your manager, Human Resources, or the Legal Department.

2. PROTECTING VERRA MOBILITY'S ASSETS AND REPUTATION

2.1 Build Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from our employees, agents, contractors, consultants, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching company goals solely through honorable conduct. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask:

- Will this build trust and credibility for Verra Mobility?
- Are there potentially applicable laws and regulations that govern the activity, and if so, are the activities in full compliance? (If unsure, seek guidance from the Law Department before acting.)
- Will it help create a working environment in which Verra Mobility can succeed over the long term?
- Is the commitment I am making one upon which I can follow through?

The only way we will maximize trust and credibility is by answering "yes" to these questions and by working every day to build our trust and credibility.

2.2 Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. Verra Mobility is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

Verra Mobility is an equal opportunity employer and is committed to providing a workplace that is free of discrimination and all types of abusive, offensive, or harassing behavior. Any Employee

who feels harassed or discriminated against should report the incident to his or her manager or Human Resources. See the [Employee Handbook](#) for further information.

2.3 No Retaliation

It is strictly prohibited to take any adverse action against anyone who reports conduct that he or she reasonably believes is illegal or otherwise violates the Code, even if the report is ultimately mistaken or unsupported. An Employee will not be discharged, demoted, suspended, threatened, harassed or in any way subject to adverse treatment in terms of conditions of employment because of such a report, including reports made to government agencies or other branches of government. An Employee found to have retaliated against a reporting individual will face disciplinary action and possible termination of employment.

2.4 Corporate Recordkeeping

We create, retain, and dispose of our Company records as part of our normal course of business in compliance with all Verra Mobility policies and guidelines, as well as all regulatory, legal and contractual requirements. It is the responsibility of Verra Mobility Employees to preserve the confidentiality of on-site, hard-copy and electronic records. Similar caution should be exercised when selecting a vendor to store documents offsite. Employees can obtain more information about the Verra Mobility records retention policy by contacting the Legal Department or the Information Security Department, or by reviewing the [Company's Data Retention Policy](#).

In the event of litigation or regulatory directive, all relevant hard-copy and electronic records must be retained, regardless of any applicable records retention/destruction schedule, and all automatic destruction features within the Company's systems will be overruled in accordance with the scope of the litigation or regulatory directive.

Employees should dispose of sensitive, confidential, or restricted printed information appropriately. An approved vendor has been contracted to dispose of all such records. Scheduled service by the vendor is specifically designed to manage the destruction of regularly generated Confidential Information.² Locked security consoles are placed at the worksite and Employees are

² "Confidential Information" is any and all non-public, confidential or proprietary information in any form concerning the Company, its Clients or any other information received by the Company from a third party to whom the Company has an obligation of confidentiality, regardless of when such information was produced or obtained by the Company. Confidential Information includes documentation in any medium or format whatsoever, and all reproductions, copies, notes and excerpts of any documentation comprising or including any Confidential Information, as well as information

instructed to deposit sensitive documents into the consoles at times when disposal is appropriate or warranted.

2.5 Accurate Disclosures

We will ensure that all disclosures made in financial reports and documents are full, fair, accurate, timely and understandable. This obligation applies to all Employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing, and signing or certifying the information contained therein. The perceived achievement of a business goal is never an excuse for misrepresenting facts or falsifying records.

Business records and communications often become public, and Employees should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos, and formal or informal communications.

We must not improperly influence, manipulate, or mislead any authorized audit, or interfere with any auditor engaged to perform an independent audit of Verra Mobility's books, records, processes, or internal controls.

Employees should inform the General Counsel or the Chief Financial Officer ("**CFO**") if they learn that information in any report or communication was untrue or misleading at the time it was made or if subsequent information would affect a future report or communication.

It is of paramount importance to the Company that all disclosure in reports and documents that the Company files with, or submits to, the SEC, and in other public communications made by the Company is full, fair, accurate, timely and understandable. Employees must take all steps available to assist the Company in these responsibilities consistent with their role within the Company. In particular, Employees are required to provide prompt and accurate answers to all inquiries made to them in connection with the Company's preparation of its public reports and disclosure.

orally conveyed to the Employee. Confidential Information shall not include (i) any information which the Employee can prove by documentary evidence is generally available to the public or industry other than as a result of a disclosure by the Employee, or (ii) any information that the Employee obtains from a third party who is not subject to a confidentiality agreement with the Company and who did not obtain that information directly or indirectly from the Company.

The Company's Chief Executive Officer ("**CEO**") and CFO are responsible for designing, establishing, maintaining, reviewing and evaluating on a quarterly basis the effectiveness of the Company's disclosure controls and procedures (as such term is defined by applicable SEC rules). The Company's CEO, CFO, controller and such other Company officers designated from time to time by the Audit Committee of the Board of Directors shall be deemed the "**Senior Officers**" of the Company. Senior Officers shall take all steps necessary or advisable to ensure that all disclosure in reports and documents filed with or submitted to the SEC, and all disclosure in other public communication made by the Company is full, fair, accurate, timely and understandable.

Senior Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Senior Officers will take all necessary steps to ensure compliance with established accounting procedures, the Company's system of internal controls and generally accepted accounting principles. Senior Officers will ensure that the Company makes and keeps books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company. Senior Officers will also ensure that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

- transactions are executed in accordance with management's general or specific authorization;
- transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets;
- access to assets is permitted, and receipts and expenditures are made, only in accordance with management's general or specific authorization; and
- the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the Company's financial statements.

Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.

2.6 Special Ethics Obligations for Employees with Financial Reporting Responsibilities

Senior Officers each bear a special responsibility for promoting integrity throughout the Company. Furthermore, the Senior Officers have a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operation and financial condition and other financial information.

Because of this special role, the Senior Officers are bound by the following Senior Officer Code of Ethics, and by accepting the Code of Business Conduct and Ethics each agrees that he or she will:

- perform his or her duties in an honest and ethical manner.
- handle all actual or apparent conflicts of interest between his or her personal and professional relationships in an ethical manner.
- take all necessary actions to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications.
- comply with all applicable laws, rules and regulations of federal, state and local governments.
- proactively promote and be an example of ethical behavior in the work environment.

2.7 Safeguarding Company Information

Verra Mobility Employees are expected to protect company information, both non-public information, that includes "inside information" and non-public information entrusted to Verra Mobility, as well as publicly available information in which Verra Mobility or others have intellectual property rights.

2.8 Protecting Non-public Company Information

Verra Mobility Employees are expected to safeguard non-public company information by following company policies and procedures and contractual agreements for identifying, using, retaining, protecting and disclosing this information.

You may not release non-public company financial information to the public or third parties unless specifically authorized by the General Counsel or the CFO to do so.

2.9 *Selective Disclosure*

We will not improperly disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any confidential information with respect to Verra Mobility, its securities, business operations, plans, non-public financial information, results of operations, development plans or any other information about clients or potential clients in the Company's possession. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain confidential, proprietary, or trade secret information of Verra Mobility or other third parties, including, but not limited to, current, former and potential clients.

2.10 *Physical Security of Information*

Verra Mobility Employees should avoid discussions of Confidential Information in hallways, elevators, trains, subways, airplanes, restaurants and other public places generally. Use of speaker phones or cellular telephones also shall be avoided in circumstances where Confidential Information may be overheard by unauthorized persons. Documents and files that contain Confidential Information must be kept secure in order to minimize the possibility that such Confidential Information will be transmitted to an unauthorized person. Confidential documents should be stored in locked file cabinets or other secure locations. Confidential databases and other Confidential Information accessible by computer should be maintained in computer files that are password protected or otherwise secure against access by unauthorized persons. All Employees should lock their computers at the end of each work day.

Information Security standards are covered more thoroughly in the related Verra Mobility Information Security Policies and Procedures, which employees are required to read and comply with.

2.11 *Use of Company Resources*

Company resources, including time, material, equipment, and information, are provided for Company business use. Nonetheless, limited personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent Verra Mobility are trusted to behave responsibly and use good judgment to conserve Company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, Employees may not use Company equipment such as computers, copiers, and fax machines in the conduct of an outside business or in support of any personal, religious, political, or other outside activity. Employees may not solicit contributions from other Employees or distribute non-work-related materials and literature on Company premises during working hours.

Employees may not physically remove Confidential Information from the premises of the Company except consistent with and in furtherance of the performance of their duties to the Company. All originals and copies of Confidential Information are the sole property of the Company. Upon the termination of employment for any reason, or upon the request of the Company at any time, each Employee promptly will deliver all copies of such materials to the Company.

In order to protect the interests of the Verra Mobility network and our fellow Employees, Verra Mobility reserves the right to monitor or review all data and information contained on an Employee's Company-issued computer or electronic device or exchanged on or transmitted via the Company's networks and servers. All communications exchanged or transmitted via, or stored on, Company hardware (including mobile phones), software, servers, and e-mail systems are the property of the Company, and you should not have any expectation of privacy in such communications. We will not tolerate the use of Company resources to create, access, store, print, solicit, or send any materials that are abusive, sexually explicit, profane, or that violate the Company's discrimination or harassment policies. Questions about the proper use of Company resources should be directed to your manager. The mobile device policy is separately published and managed by Information Security. Any employee who uses a personal mobile device for Verra Mobility purposes, or who is issued an Verra Mobility mobile device, must sign and comply with this policy.

2.12 Information of Former Employers

Former Employers may have required you to sign non-disclosure or other agreements that may affect your work at Verra Mobility. If you have not disclosed these to your supervisor by the time of hire, you must do so immediately.

2.13 Handling External Communications: Personal to Media Inquiries

Unless you receive prior approval, you may never suggest that you are speaking on behalf of Verra Mobility when presenting your personal views at community professional or cultural functions or on the Internet.

Use of the company brand and logo by Verra Mobility Employees for commercial business purposes must adhere to approved corporate identity specifications. To determine if anticipated use is appropriate, seek guidance from the Sr. VP of Sales, MarCom and Public Affairs or the Compliance Committee.

2.13.1 Media Inquiries

Verra Mobility is a high-profile company, and, from time to time, Employees may be approached by reporters and other members of the media. In order to avoid giving misinformation in response to any media inquiry, Employees are encouraged to direct all media inquiries to the MarCom department. No Employee may issue a press release purporting to speak on behalf of the Company or grant a media interview holding oneself out as a spokesperson of the Company without first consulting with the Sr. VP of Sales, MarCom and Public Affairs and obtaining its express prior written consent.

2.14 Public Company Reporting

As a public company, it is of critical importance that the Company's filings with the Securities and Exchange Commission and reports distributed to its stockholders be accurate and timely. An employee may be called upon to provide necessary information to ensure that the Company's public reports are complete, fair and understandable. The Company expects employees to take this responsibility very seriously and to provide prompt and accurate answers to inquiries relating to the Company's public disclosure requirements. The harm done to the Company's reputation and to its investors by fraudulent or misleading reporting can be severe. Dishonest financial reporting can also result in civil or criminal penalties to the individuals involved and to the Company. Consequently, the reporting of any false or misleading information in internal and external financial reports is strictly prohibited.

3. MAINTAINING INTEGRITY AND FAIRNESS IN THE MARKETPLACE

Verra Mobility's integrity in the marketplace is a key component of our reputation for trustworthiness and service.

3.1 *Customer Relationships*

Verra Mobility's customers expect and deserve fair, honest and respectful service. You are accountable for your role in the delivery of this standard of service.

3.2 *Competition*

Verra Mobility is dedicated to ethical, fair, and vigorous competition. We will sell Verra Mobility products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not agree with its competitors to raise, lower or stabilize prices; limit our production or restrict the supply of our services; divide or allocate markets, territories or customers; require a customer to purchase a product it does not want as a condition to the sale of a different product the customer does want to purchase; or otherwise improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Verra Mobility or the sales of its products or services. We will not engage or assist in unlawful boycotts of particular customers.

3.3 *Selling with Integrity*

Verra Mobility's policy requires that we fully, clearly and directly inform our customers of the terms and conditions of our services. Any attempt to deceive a customer will not be tolerated and may result in disciplinary action including termination of employment. The following guidelines must be followed at all times:

- All advertising and sales materials must be truthful and accurate. Materials must not be false, misleading or have a tendency to deceive. All claims must be substantiated in advance with a factual basis.
- Comparisons to competitors must be accurate and substantiated at the time they are made. Do not disparage competitors. You should promote Verra Mobility's products and services through fair and accurate comparisons with its competitors, and sell on the strength of Verra

Mobility's services and reputation. Do not make misleading or inaccurate comparisons with competitors' products and services.

These are strict rules regarding sales and promotions. We will follow them without exception.

3.4 Insider Trading

Employees who have access to Confidential Information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of Company business. The Company discourages its employees from investing in the securities of the Company's customers or potential customers because of the possibility of possessing non-public information and the appearance of impropriety. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. For more information, please refer to the Company's Insider Trading Policy.

3.5 Corporate Opportunities

Employees owe a duty of loyalty to the Company and must advance the Company's legitimate interests when the opportunity to do arises. As a result, unless approved by the Legal Department, you should not:

- own a direct or indirect interest in any company that is a lessee of the Company or a company that is otherwise financed by the Company;
- own a direct or indirect interest in any competitor of the Company;
- own or acquire property knowing that its value is likely to increase as a result of an action the Company is considering;
- take opportunities that are discovered through the use of any Company property, information or position; or
- give to others any business opportunity in which the employee knows the Company would be interested.

3.6 The Government as a Customer

When dealing with government agencies that are customers, you should consult with the Legal Department to identify additional laws, regulations and procedures that you must follow, including

those related to gifts, entertainment, accuracy in billing and limitations on contacts with government officials during active government procurements.

The United States government has a number of laws and regulations regarding business gratuities which may be accepted by United States government personnel. The promise, offer or delivery to an official or employee of the United States government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. In addition, the United States Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. The Company strictly prohibits any illegal payment to government officials of any country.

3.7 Court Orders and Other Legal Documents

Verra Mobility may receive court orders seeking information about its customers. You may neither confirm nor deny to any unauthorized person the existence of, or any information concerning, a subpoena, warrant or court order. You should immediately refer to the Legal Department any inquires or requests of this kind.

If you receive any legal documents in the workplace directed towards the Company or an individual acting in their capacity as an Employee, including court orders, subpoenas, warrants, summons and correspondence from any government or law enforcement agency, or any attorney, you must forward them immediately to the Legal Department.

3.8 Proprietary Information

It is important that we respect the property rights of others. We will not seek to acquire a competitor's trade secrets or other proprietary or confidential information by improper means. We will not engage in unauthorized use, copying, distribution, or alteration of software or other intellectual property in the possession of the Company, regardless of whether such information is Company-specific or relates to a current, former or potential client.

3.9 Gifts, Gratuities and Business Courtesies

Verra Mobility is committed to competing solely on the merit of our products and services. We must avoid any actions that create a perception that favorable treatment of outside entities by Verra

Mobility was sought, received, or given in exchange for business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom Verra Mobility does or seeks to do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation, or policies of Verra Mobility or its customers, or would cause embarrassment or reflect negatively on Verra Mobility's reputation. Additionally, you may never make payments to a third party that you suspect may be passed to government officials or other persons to improperly influence any person's decision-making to secure, retain or direct business for Verra Mobility. You must not use an agent to make any payment that Verra Mobility itself cannot make. Whenever you retain any agent in connection with our business, you must make sure that you can properly trace any funds provided to the agent to ensure that they are not improper payments.

3.9.1 Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at Verra Mobility. We should not feel any entitlement to accept a business courtesy. Although we may not use our positions at Verra Mobility to obtain business courtesies, and we must never ask for them, we may accept unsolicited, permissible business courtesies (defined below) that promote successful working relationships and goodwill with the firms with which Verra Mobility maintains or may establish business relationships.

Employees who award contracts, who can influence the allocation of business, who create specifications that result in the placement of business, or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy when Verra Mobility is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Verra Mobility's business.

3.9.2 Meals, Refreshments and Entertainment

We may accept occasional meals, refreshments, entertainment and similar business courtesies, provided that:

- They are not lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The Employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

3.9.3 Gifts

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, Employees may not accept compensation, honoraria or money of any amount from entities with whom Verra Mobility does or may do business. Employees with questions about accepting business courtesies should talk to their managers, Legal, or Human Resources. If an Employee violates this policy, Verra Mobility will take prompt corrective action, including discipline and termination, if appropriate.

3.9.4 Offering Business Courtesies

Employees may not offer business courtesies unless approved by their managers and they cannot be reasonably interpreted as attempts to gain unfair business advantage or otherwise reflect negatively upon Verra Mobility. Accounting for business courtesies must be done in accordance with approved Company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (*i.e.*, company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments, or entertainment of reasonable value provided that:

- the practice does not violate any law or regulation or the standards of conduct of the recipient's organization;
- the business courtesy is consistent with industry practice, is infrequent in nature, and is not lavish or excessive; and
- the business courtesy is properly reported and accounted for internally at Verra Mobility.

4. MAINTAINING AN INCLUSIVE, FAIR AND HEALTHY WORK ENVIRONMENT

Verra Mobility is dedicated to maintaining a safe and healthy environment. All Employees are required to follow all applicable safety precautions at all times and must immediately report any unsafe condition to the appropriate manager. Violence and threatening behavior are not permitted. Everyone is expected to obey safety rules and to exercise caution in all work activities. Employees must comply with all occupational safety and health standards and regulations established by the Occupational Safety and Health Act and state and local regulations, and they must immediately report any unsafe condition to the appropriate manager/point of contact and/or Human Resources. Anyone who violates safety standards, causes hazardous or dangerous situations, or fails to report or, where appropriate, remedy such situations, may be subject to disciplinary action or assignment/contract termination.

4.1 Driving Record

As a traffic safety company, Verra Mobility has an expectation of Employees to timely address any civilian driving citations they may receive. Verra Mobility expects Employees to pay their citations, and/or follow through on the appropriate options available to them in regards to disputing the violation.

4.2 Discrimination and Harassment

Diversity of the Company's employees is a tremendous asset and one the Company actively embraces. Embracing diversity means respecting visible differences such as age, race, gender, nationality and physical ability, as well as invisible differences such as culture, religion, marital status, sexual orientation, experience and perspective. We are firmly committed to providing equal opportunity in all aspects of employment and forbid illegal discrimination against any person and harassment, intimidation or hostility of any kind, including on the basis of race, religion, color, sex (including pregnancy, childbirth and related medical conditions), sexual orientation, sexual or

gender identity, age, disability, national origin, military or veteran status or any other characteristic that may be protected by applicable local, state or federal law.

You should refer to the Employee Handbook and discuss any issues with Human Resources or a member of the Committee for further guidance in this area.

4.3 Consumption of Alcohol at Company or Business Functions

Verra Mobility acknowledges that alcohol may be consumed at some activities involving Employees, including Verra Mobility-initiated activities. When attending a function as a representative of Verra Mobility, Employees are expected to conduct themselves responsibly within the bounds of Company policies. Alcohol is not to be consumed on Company premises unless approved by the Company's President or Chief People Officer, and then only during approved social events or business development activities. When alcohol is consumed at a business function with other internal Employees or with our customers, over-consumption of alcohol may result in termination of employment, even if the event is hosted outside of standard business operating hours.

Whether or not to drink alcoholic beverages is entirely a personal decision. In all situations, an Employee's conduct when consuming alcoholic beverages is solely his/her responsibility. The Company is not in a position to alter the consequences, legal or otherwise, of irresponsible alcohol consumption. If Employees choose to consume alcohol, they must do so responsibly and arrange for safe transportation to their place of residence. Alternative transportation (taxis, etc.) should be arranged to transport any Employee whose driving ability is in question. Managers are expected to assist in making these arrangements upon request, or when advisable in their judgment.

4.4 Personal Relationships in the Workplace

Verra Mobility prohibits romantic or sexual relationships between management or other supervisory Employees and their staff (an Employee who reports directly or indirectly to them) unless it is first disclosed to Human Resources for the purpose of ensuring that the relationship will not create a perceived or real conflict of interest or create other workplace concerns. When a dating relationship exists between a manager and an Employee, it is the responsibility and obligation of the manager involved in the relationship to disclose the existence of the relationship to management. Management will decide what action will be taken.

The employment of relatives or individuals involved in a dating relationship in the same organization may cause serious conflicts, cause the appearance of favoritism, and impact Employee morale. In addition to claims of partiality in treatment at work, personal conflicts from outside the work environment can be carried over into day-to-day working relationships.

Employees may not occupy a position in which they will be working directly for or supervising their relatives or influencing the terms and conditions of the other's employment. Individuals also may not occupy a position that will be working directly for or supervising an Employee with whom they are involved in a dating relationship. Verra Mobility reserves the right to take prompt action (including, without limitation, reassigning or transferring one or both Employees) if an actual or potential conflict of interest arises involving relatives or individuals involved in a dating relationship who occupy positions at any level in the same line of authority or organization.

For purposes of this policy, (a) a dating relationship is defined as a relationship that may be reasonably expected to lead to the formation of a consensual romantic or sexual relationship (without regard to the gender or sexual orientation of the individuals involved); and (b) a relative is any person who is related by blood or marriage, or whose relationship with the Employee is similar to that of persons who are related by blood or marriage (including a spouse, domestic partner, fiancé, parent, child, sibling, grandparent, grandchild, aunt or uncle, niece or nephew, cousin, guardian or ward, step-relation, half-relation, in-law relation, or a person living in/cohabiting in one's household).

In cases where a relationship between Employees results in performance issues because of the relationship, the Employees may be separated by reassignment or terminated from employment. Employees in a close personal relationship must refrain from any inappropriate workplace behavior.

4.5 Relationships with and Obligations of Departing and Former Employees

Your obligation to abide by company standards exists even after your employment with Verra Mobility ends. The following requirements apply to all current, departing and former Verra Mobility Employees:

- When leaving or retiring, you must ensure that you return all Verra Mobility property in your possession, including all records and equipment.

- You may not breach any employment condition or agreement you have with Verra Mobility. You may not use or disclose Verra Mobility non-public information in any subsequent employment, unless you receive written permission in advance from the Legal Department.
- You may not provide any Verra Mobility non-public company information to former Employees, unless authorized by the Legal Department. If a former Employee solicits non-public information from you, you must immediately notify the Legal Department.

If you are concerned that a former Verra Mobility Employee is benefiting unfairly from information obtained while employed at Verra Mobility, or may be inappropriately receiving Verra Mobility non-public information, you should contact the Legal Department for guidance, or you may report the concern to the Committee or using the Ethics Hotline.

5. PROMOTE SUBSTANCE OVER FORM

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away. At Verra Mobility, we must have the courage to tackle the tough decisions and make difficult choices; secure in the knowledge that Verra Mobility is committed to doing the right thing. At times, this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we should.

Although Verra Mobility's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct. Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about Company policy. If you are concerned whether the standards are being met or are aware of violations of the Code, you must contact your manager or Human Resources. Verra Mobility takes seriously the standards set forth in the Code, and violations will result in disciplinary action up to and including termination of employment or assignment/contract termination.

In addition to this Code, you should refer to the following Company policies and procedures, as appropriate, as an additional resource in resolving conduct, ethical and governance issues: the Company's Employee Handbook; Disclosure and Regulation FD Policy; Insider Trading Policy; Policy for Reporting Violations and Complaints; and Corporate Governance Guidelines.

6. DO THE RIGHT THING

Several key questions can help identify situations that may be unethical, inappropriate or illegal.

Ask yourself:

- Is it Legal?
- Does this comply with Verra Mobility Policy?
- Does this reflect Verra Mobility Core Values?
- Would you feel concerned to see this broadcast to the general public?
- Could this negatively affect Verra Mobility if all Employees did it?

Verra Mobility reserves the rights to amend or alter this Code at any time and for any reason. If you have any questions regarding any matter discussed in this Code, please contact Human Resources or a member of the Compliance Committee.

7. REQUESTS FOR WAIVERS AND CHANGES IN CODE

A waiver of a provision of this Code may be requested whenever there is a reasonable likelihood that a contemplated action will violate the Code. Any waiver may be made only by the Company's Board of Directors or Audit Committee, and any substantive waiver or amendment (including an implicit waiver) that constitutes a material departure from a provision of this Code shall be publicly disclosed within four business days of such action (a) on the Company's website for a period of not less than 12 months or (b) in a Form 8-K filed with the SEC, to the extent required by applicable rules and regulations of the SEC.

Nothing in this Code shall interfere with or limit in any way the right of the Company to terminate any person's employment with the Company, or modify or change the "at will" employment relationship of any person's employment with the Company. The policies contained in this Code are not intended to create any contractual rights, express or implied, with respect to employment, or termination thereof, and shall not be construed to create any type of right to a "fair procedure" prior to termination or other disciplinary action.