

**VERRA MOBILITY CORPORATION**  
**CORPORATE GOVERNANCE GUIDELINES**

Adopted by the Board of Directors as of December 5, 2018

The Board of Directors (the “**Board**”) of Verra Mobility Corporation, a Delaware corporation (the “**Corporation**”), has adopted these Corporate Governance Guidelines to assist the Board in the exercise of its responsibilities. These guidelines should be interpreted in the context of all applicable laws and the Corporation’s charter, bylaws and other corporate governance documents. These guidelines acknowledge the leadership exercised by the Board and the Board’s standing committees and their respective chairpersons and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The guidelines are subject to modification from time to time to ensure that they comply with all applicable laws, regulations and stock exchange requirements, and the Board retains the discretion to depart from these guidelines in its judgment.

**ARTICLE I**

**ROLE AND RESPONSIBILITY OF THE BOARD**

The Board directs and oversees the management of the business and affairs of the Corporation in a manner consistent with the best interests of the Corporation. In addition to this oversight function, the Board serves as the ultimate decision-making body of the Corporation, except for those matters reserved to or shared with the stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the day-to-day business of the Corporation. The Board’s primary functions are to:

- (a) Oversee management in the conduct of the Corporation’s businesses;
- (b) Oversee management’s efforts to establish and maintain for the Corporation the highest standards of legal and ethical conduct in all of its businesses, including conformity with all applicable laws and regulations;
- (c) Review, evaluate and, where appropriate, approve, the Corporation’s major strategies and long-term plans and its performance against broad financial objectives;
- (d) Select, evaluate and compensate the Corporation’s Chief Executive Officer (“**CEO**”) and other senior officers and review management succession planning;
- (e) Oversee management’s efforts to protect the Corporation’s assets through the maintenance of appropriate accounting, financial reporting and financial and other controls;
- (f) Provide advice and counsel to senior management;
- (g) Evaluate the overall effectiveness of the Board and its committees; and

(h) Evaluate, select and recommend an appropriate slate of candidates for election as directors.

## ARTICLE II

### BOARD COMPOSITION, STRUCTURE AND POLICIES

**Section 2.1. Independence of Directors.** The Corporation defines an “*independent*” director in accordance with Rule 5605(a)(2) and IM-5605(a)(2) of the Nasdaq Stock Market (“*Nasdaq*”) listing rules.

The Board shall make an affirmative determination at least annually as to the independence of each director. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for determining affirmatively, as to each independent director, that no material relationships exist which, in the judgment of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board shall broadly consider all relevant facts and circumstances, including information provided by the directors and the Corporation with regard to each director’s business and personal activities as they may relate to the Corporation and the Corporation’s management.

**Section 2.2. Selection of Chairperson of the Board and Chief Executive Officer.** The Board shall select its chairperson (“*Chairperson*”) and the Corporation’s CEO in any a manner it considers to be in the best interests of the Corporation. The Board’s policy is to fill the positions of Chairperson and CEO with separate persons.

**Section 2.3. Director Qualification Standards.** The Nominating and Corporate Governance Committee of the Board is responsible for reviewing the qualifications of potential director candidates and recommending to the Board those candidates to be nominated for election to the Board, subject to any obligations and procedures governing the nomination of directors to the Board that may be set forth in any stockholders or other agreement to which the Corporation is a party. It is expected that the Nominating and Corporate Governance Committee will consider (a) individual qualifications, including relevant career experience, strength of character, maturity of judgment, familiarity with the Corporation’s business and industry and (b) all other factors it considers appropriate, which may include age, diversity of background, existing commitments to other businesses, potential conflicts of interest, legal considerations, corporate governance background, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board. The Board should monitor the mix of specific experiences, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Corporation’s business and structure. The Nominating and Corporate Governance Committee will consider stockholder recommendations sent to the Corporate Secretary at the Corporation’s principal executive office. The Corporate Governance/Nominating Committee will consider recommendations validly made by the Company’s shareholders pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and the Corporation’s bylaws.

**Section 2.4. Change in Present Job Responsibility.** A director should consider whether his or her resignation is appropriate if there is a significant change in the director's principal current employer or principal employment, including any director who is currently an officer or employee of the Corporation, or other similarly significant change in professional occupation or association. The Board shall determine the action, if any, to be taken with respect to any offer to resign.

**Section 2.5. Director Orientation and Continuing Education.** Management, working with the Board, will provide an orientation process for new directors and coordinate director continuing education programs. The orientation programs are designed to familiarize new directors with the Corporation's businesses, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. As appropriate, management shall prepare additional educational sessions for directors on matters relevant to the Corporation and its business. Directors are also encouraged to participate in educational programs relevant to their responsibilities, including programs conducted by universities and other educational institutions.

**Section 2.6. Presiding Independent Director.** If the Chairperson of the Board is also a director who does not otherwise qualify as an "*independent director*," the independent directors may elect from among themselves a "*Presiding Independent Director*" who will call and chair the regularly scheduled executive sessions of the independent directors and serve as a non-exclusive liaison among the independent directors and the other Board members.

**Section 2.7. Term Limits or Retirement Age.** The Board does not have a policy to impose term limits or a mandatory retirement age. While term limits and mandatory retirement can make fresh ideas and viewpoints available to the Board, these limitations can also result in the loss of directors who have been able to develop, over a period of time, an increasing insight into the Corporation and its operations. As an alternative to term limits and mandatory retirement, the Corporate Governance and Nominating Committee will review each director's continuation on the Board when he or she is considered for re-nomination. This will also allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

**Section 2.8. Number of Directors of the Board.** The number of directors comprising the Board shall be at least seven (7) but no more than fifteen (15) directors except in the event of the death, resignation or incapacity of a director. In such event, a vacancy at the Board shall be filled by the Board pursuant to the Corporation's bylaws and any applicable agreement of the Corporation.

**Section 2.9. Director and Executive Officer Stock Ownership.** While the Board has not established a required level of share ownership for individual directors, the Board believes that directors should be stockholders in order to better align their interests with the long-term interests of the Company's stockholders.

## ARTICLE III

### BOARD MEETINGS

**Section 3.1. Frequency of Meetings.** The Board currently plans at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) from time to time as determined by the needs of the business.

**Section 3.2. Selection of Board Agenda Items.** The Chairperson (in consultation with management and with the then-serving Presiding Independent Director, if any, as appropriate) shall set the agenda for Board meetings with the understanding that the other members of the Board may provide suggestions for agenda items that are aligned with the oversight and decision-making functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee should be reviewed with the chairperson of that committee.

**Section 3.3. Executive Sessions.** To ensure free and open discussion and communication, the non-management directors should meet in regularly scheduled executive sessions and, if the non-management directors include directors who are not independent, the independent directors should separately meet in executive session at least once a year. The Chairperson, the Presiding Independent Director, if any, or a non-management director designated by the non-management directors, will preside at the executive sessions.

**Section 3.4. Attendance at Board meetings by Persons who are Not Directors.** The Chairperson of the Board or a majority of directors may permit attendance at all or any part of Board meetings by persons who are not directors. These persons may include, without limitation, members of management, attorneys, accountants, consultants and advisers to the Corporation or the Board or its committees.

## ARTICLE IV

### COMMITTEES OF THE BOARD

It is expected that the Board will have at least three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each such committee shall have a written charter and report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee.

Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be comprised of no fewer than the number of members set forth in the relevant committee charter. In addition, each committee member must satisfy the membership requirements set forth in the relevant committee charter. A director may serve on more than one committee.

The Nominating and Corporate Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint the identified member or members to the applicable committee. The Board, taking into account the views of the Chairperson and the Nominating and Corporate Governance Committee,

shall designate one member of each committee as chairperson of such committee. Committee chairpersons shall be responsible for setting the agendas for their respective committee meetings.

## ARTICLE V

### EXPECTATIONS OF DIRECTORS

The business and affairs of the Corporation shall be managed under the direction of the Board in accordance with state and other applicable laws and regulations. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Corporation. The Board has developed the following specific expectations of directors in this Article V to promote the discharge of this responsibility and the efficient conduct of the Board's business.

**Section 5.1. Commitment and Attendance.** All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and the annual meeting of stockholders. Members are encouraged to attend Board meetings and meetings of committees of which they are members in person but may also attend such meetings by telephone or video conference in accordance with the Corporation's bylaws and applicable law.

**Section 5.2. Participation in Meetings.** Each director should be sufficiently familiar with the business of the Corporation, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Corporation's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

**Section 5.3. Ethics.** The Corporation has adopted a Code of Business Ethics and Conduct (the "*Code*"), and directors are expected to adhere to the Code.

**Section 5.4. Other Directorships and Significant Activities.** Serving on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. It is expected that, without specific approval from the Board, no director will serve on more than five public company boards (including the Corporation's Board) or on the Board of any company that, in the Board's judgment, materially competes with the Corporation, and no member of the Audit Committee will serve on more than three public company audit committees (including the Corporation's Audit Committee). Directors should advise the chairperson of the Nominating and Corporate Governance Committee before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses, non-profit entities or governmental units.

**Section 5.5. Contact with Management.** All directors are invited to contact the CEO at any time to discuss any aspect of the Corporation's business. Directors also have complete access to other members of management and to the Corporation's employees. Contact by directors with employees other than senior management should be arranged through the CEO or the Chairperson.

The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

**Section 5.6. Access to Advisors.** Board members may consult with independent legal, financial, accounting and other advisors, at the Corporation's expense as necessary and appropriate to assist in their duties to the Corporation.

**Section 5.7. Confidentiality.** The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of Board and committee deliberations and information received in connection with his or her service as a director.

## **ARTICLE VI**

### **MANAGEMENT SUCCESSION PLANNING**

The Board will periodically review with the CEO the identity, skills and characteristics of those persons who could succeed to executive management team positions, including possible successors to the CEO.

## **ARTICLE VII**

### **EVALUATION OF BOARD PERFORMANCE**

The Board, acting through the Nominating and Corporate Governance Committee, will conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will periodically consider the combination and mixture of skills, experience and judgment that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board will conduct a self-evaluation at least annually and report the results to the Board, acting through the Nominating and Corporate Governance Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter.

## **ARTICLE VIII**

### **BOARD COMPENSATION**

The Compensation Committee will review the form and amount of director compensation from time to time and recommend any changes to the Board, as it deems appropriate.

## **ARTICLE IX**

### **COMMUNICATIONS WITH INTERESTED PARTIES**

The CEO is responsible for establishing effective communications with all interested parties, including stockholders of the Corporation. It is the policy of the Corporation that management speaks for the Corporation. This policy does not preclude outside directors from communicating with stockholders or other interested parties, but it is expected that, in most circumstances, any such communications will be coordinated with management. It is the policy of the Corporation that any discussion with third parties which might have a material impact upon the business or strategy of the Corporation should be discussed and coordinated with the CEO.

## **ARTICLE X**

### **COMMUNICATIONS WITH NON-MANAGEMENT DIRECTORS**

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to, the chairperson of any of the Audit, Nominating and Corporate Governance or Compensation Committees, to any then-serving Presiding Independent Director, or to the non-management or independent directors as a group, may do so by addressing such communications or concerns to Rebecca Collins, General Counsel, 1150 N. Alma School Road, Mesa, AZ 85201, (480) 443-7000, who will forward such communications to the appropriate party. Such communications may be done confidentially or anonymously.