

**VERRA  
MOBILITY™**  
Safe. Smart. Connected.

# Investor Overview

Verra Mobility Q3 2022 Investor Presentation

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# Forward-looking Statements

This presentation includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “forecast,” “intend,” “seek,” “target,” “anticipate,” “believe,” “expect,” “estimate,” “plan,” “outlook,” and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward-looking statements include projected financial information.

Such forward-looking statements with respect to revenues, earnings, performance, strategies, prospects and other aspects of the business of Verra Mobility Corporation and its subsidiaries (collectively, “Verra Mobility” or the “Company”) are based on current expectations and judgements of the Company as of the date of this release. The Company disclaims any intent or obligation to update forward-looking statements hereafter. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements, including but not limited to (1) the impacts on our operations and business resulting from our delayed 2021 Form 10-K filing (2) the disruption to our business and results of operations as a result of the COVID-19 pandemic; (3) the impact of the COVID-19 pandemic on our revenues from key customers in the rental car industry and from photo enforcement programs; (4) the benefits of the Company’s stock repurchase program and intentions to reduce its net leverage and available debt management opportunities; (5) customer concentration in our Commercial Services and Government Solutions segments; (6) decreases in the prevalence of automated photo enforcement or the use of tolling; (7) risks and uncertainties related to our government contracts, including but not limited to administrative hurdles, legislative changes, termination rights, audits and investigations; (8) decreased interest in outsourcing from our customers; (9) our ability to properly perform under our contracts and otherwise satisfy our customers; (10) our ability to compete in a highly competitive and rapidly evolving market; (11) our ability to keep up with technological developments and changing customer preferences; (12) the success of our new products and changes to existing products and services; (13) our ability to successfully integrate our recent or future acquisitions; (14) failures in or breaches of our networks or systems, including as a result of cyber-attacks; and (15) other risks and uncertainties indicated from time to time in documents filed or to be filed with the Securities and Exchange Commission (the “SEC”) by Verra Mobility. These risks, uncertainties and other factors are further described under “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in the documents filed with the SEC from time to time.

You are cautioned not to place undue reliance upon any forward-looking statements, including the projections, which speak only as of the date made. Verra Mobility does not undertake any commitment to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

## Use of Non-GAAP Financial Measures

This presentation includes non-GAAP financial measures, including earnings before interest, taxes, depreciation and amortization (“EBITDA”), Free Cash Flow and Free Cash Flow Conversion. Free Cash Flow is defined as cash flows from operating activities minus capital expenditures, and Free Cash Flow Conversion is defined as Free Cash Flow divided by Adjusted EBITDA. These non-GAAP financial measures may be determined or calculated differently by other companies. As a result, they may not be comparable to similarly titled performance measures presented by other companies. Reconciliations of these non-GAAP measurements to the most directly comparable GAAP financial measurements have been provided elsewhere in this presentation.

Verra Mobility uses these non-GAAP financial metrics to measure its performance from period to period both at the consolidated level as well as within its operating segments, to evaluate and fund incentive compensation programs and to compare its results to those of its competitors. In addition, the Company also believes that these non-GAAP measures provide useful information to investors regarding financial and business trends related to the Company’s results of operations and that when non-GAAP financial information is viewed with GAAP financial information, investors are provided with a more meaningful understanding of the Company’s ongoing operating performance. These non-GAAP measures have certain limitations as analytical tools and should not be used as substitutes for net income, cash flows from operations, earnings per share or other consolidated income or cash flow data prepared in accordance with GAAP.

# Verra Mobility At-a-Glance

## TTM 3Q22 Key Metrics

Total Revenue<sup>1</sup>  
**\$726M**

Re-occurring Revenue<sup>2</sup>  
**91%**

Adj EBITDA<sup>1</sup>  
**\$335M**

Adj. EBITDA Margin  
**46%**

Free Cash Flow<sup>1</sup>  
**\$167M**

FCF/AEBITDA Conversion<sup>3</sup>  
**50%**



**~1,500**  
Employees Globally



**~2,400**  
Customers Served Globally

## Commercial Services

### #1 Provider

of **toll management** to rental car companies ("RAC") and fleet management companies ("FMC") in North America

## Government Solutions

### #1 Provider

of **road safety cameras** in the world, partnering with ~300 jurisdictions and school districts

## Parking Solutions (T2 Systems)

### #1 Provider

of **parking solutions** to large universities in North America, serving ~2,000 customers with end-to-end solutions

**Market-leading financial profile across a range of attractive markets**













<sup>1</sup> Based on historical financials

<sup>2</sup> Based on company analysis

<sup>3</sup> Represents Free Cash Flow divided by Adj. EBITDA for TTM 3Q22

# Positioned for Continued Growth & Profitability

	Commercial Services (~43% <sup>1</sup> )			Government Solutions (~46% <sup>1</sup> )			Parking Solutions (~11% <sup>1</sup> )			
Business Segment	Market leader in toll and violation management for commercial fleets			Industry leader in automated traffic enforcement for cities and school districts			Leading technology provider of end-to-end parking management solutions in North America			
L/T Core Revenue Growth	HSD			MSD			HSD			
Historical Key Financials	Srcv Revenue CAGR 2018-3Q22 TTM <b>10%</b>		TTM Adj. EBITDA Margin <b>64%</b>	Srcv Revenue CAGR 2018-3Q22 TTM <b>21%</b>		TTM Adj. EBITDA Margin <b>35%</b>	Cumulative Revenue post-closing <sup>2</sup> <b>\$66M</b>		Cumulative Adj. EBITDA Margin post-closing <sup>2</sup> <b>20%</b>	
Core Products and Solutions	<b>Toll Services</b> 	<b>Violation Processing</b> 	<b>Title &amp; Registration</b> 	<b>Speed Safety</b> 	<b>Transit Bus Lane Enforce</b> 	<b>School Bus Stop-Arm Safety</b> 	<b>Red-Light Safety</b> 	<b>SaaS</b> 	<b>Services</b> 	<b>Hardware</b> 

**High quality businesses with market leadership positions & differentiated solutions**

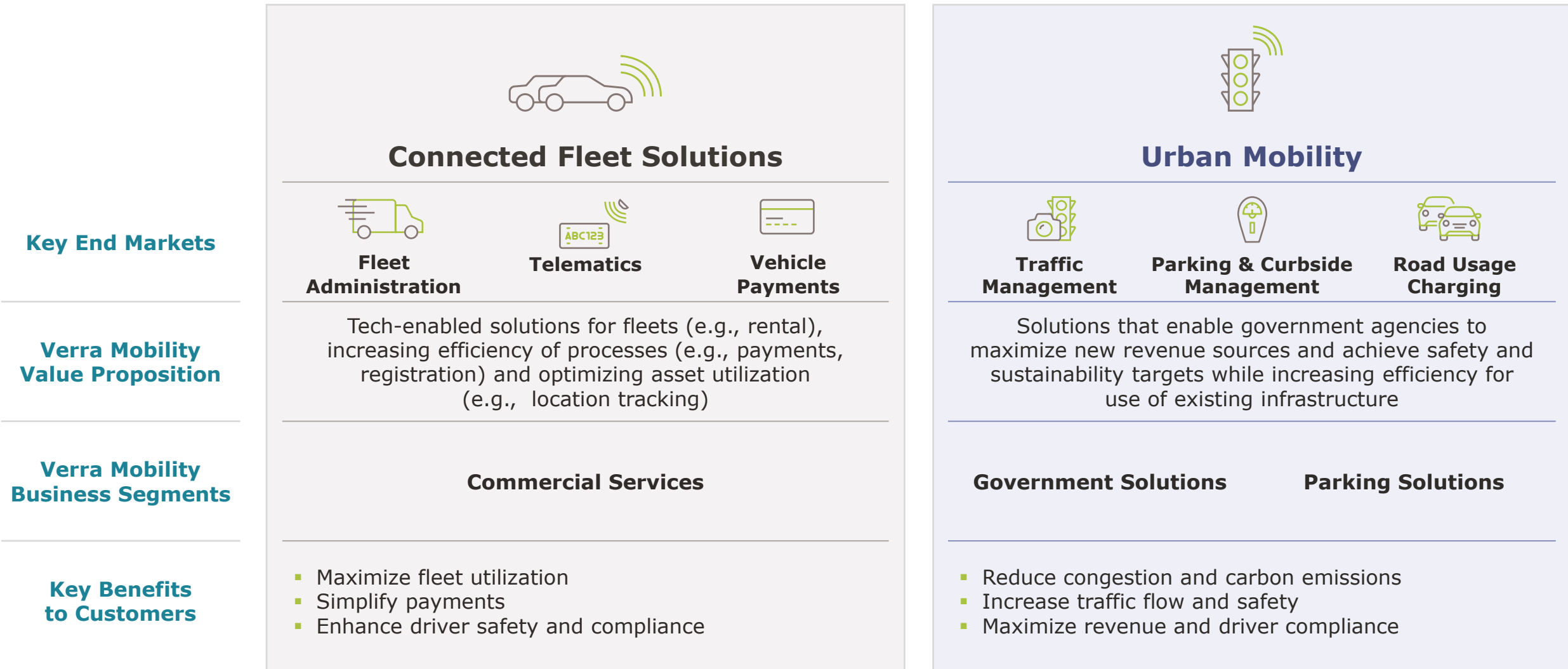


<sup>1</sup> Based on expected FY 2022 results.

<sup>2</sup> Cumulative results as of 2021 closing date - December 7<sup>th</sup>, 2021



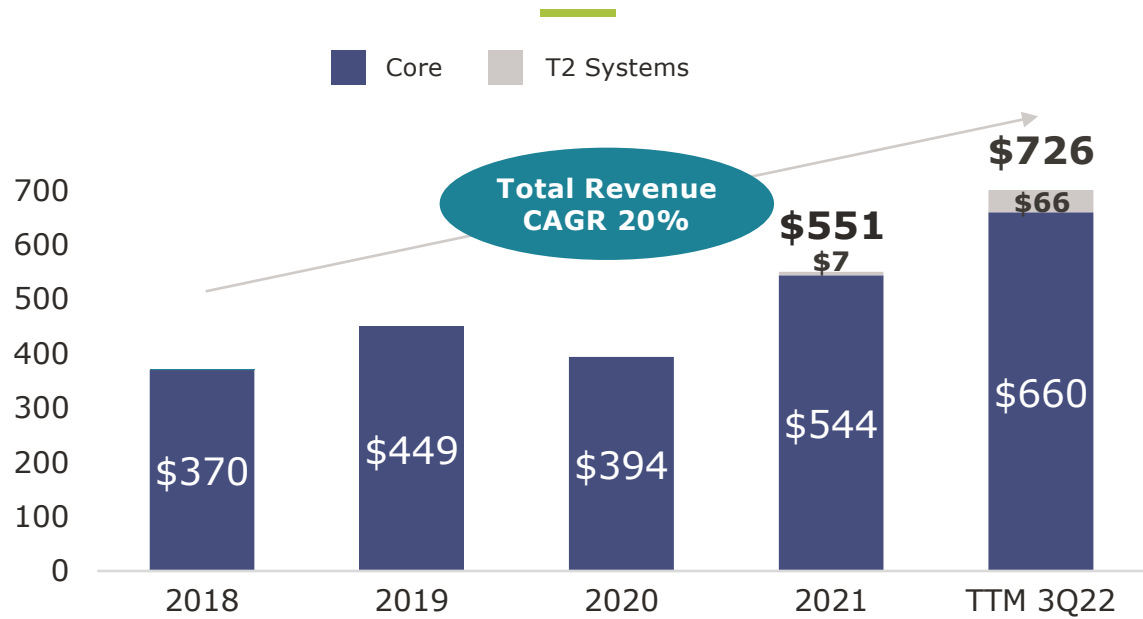
# Large, Growing and Attractive Markets



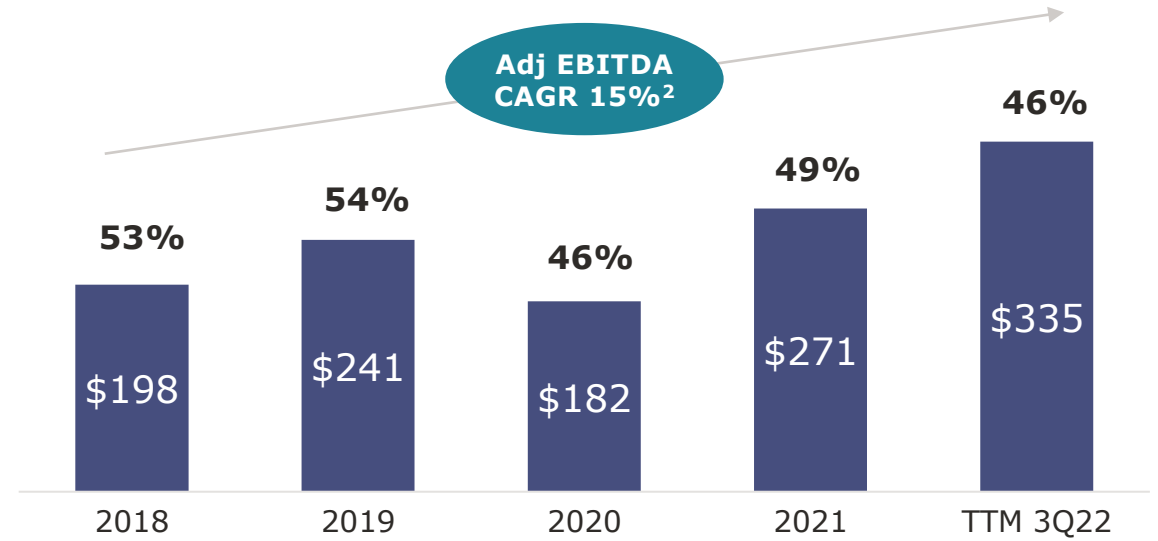
**Business segments well-positioned to expand into attractive market adjacencies**

# Core Businesses Drive Strong Free Cash Flow Conversion

## Total Revenue (\$M)



## Adjusted EBITDA & Margins (\$M)



**91%**

Re-occurring Revenue<sup>1</sup>

## Free Cash Flow % Adj. EBITDA

43%<sup>3</sup>

43%

13%

62%

50%

## Strong and consistent Free Cash Flow generation



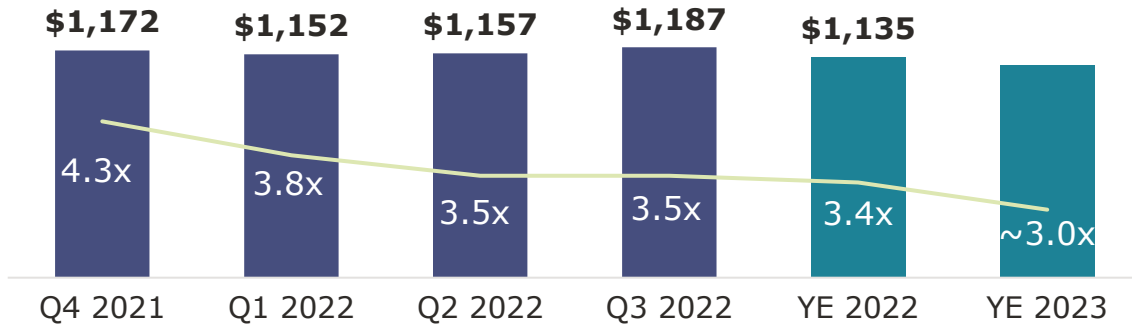
<sup>1</sup> Based on company estimates and calculated on a TTM basis through 3Q 2022

<sup>2</sup> Adjusted EBITDA CAGR includes the impact of Redflex and T2 Systems acquisitions

<sup>3</sup> Adjusted for impact of SPAC merger transaction costs and one-time business transformation expenses

# Strong Cash Flow Enables Balanced Capital Allocation Strategy

## Pro Forma Net Leverage Improvement (\$M)



## Near-Term Capital Allocation Strategy

### 1 Share Buybacks

- \$225 million returned in the past 5 quarters
- New \$100 million share repurchase program announced

### 2 Debt Management

- Reduce net leverage to ~3x by YE 2023
- Expect to mitigate increased cash interest through debt paydown and interest rate risk management alternatives

### 3 Organic Investment

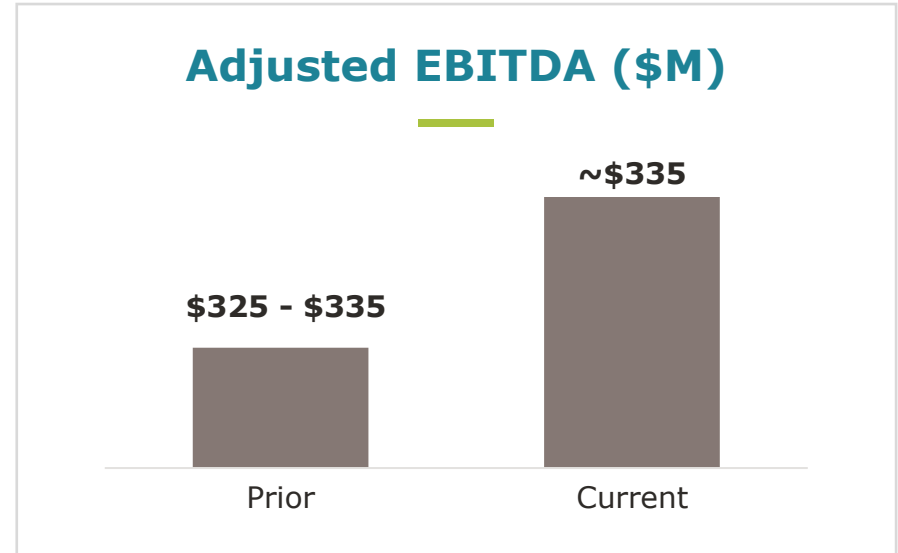
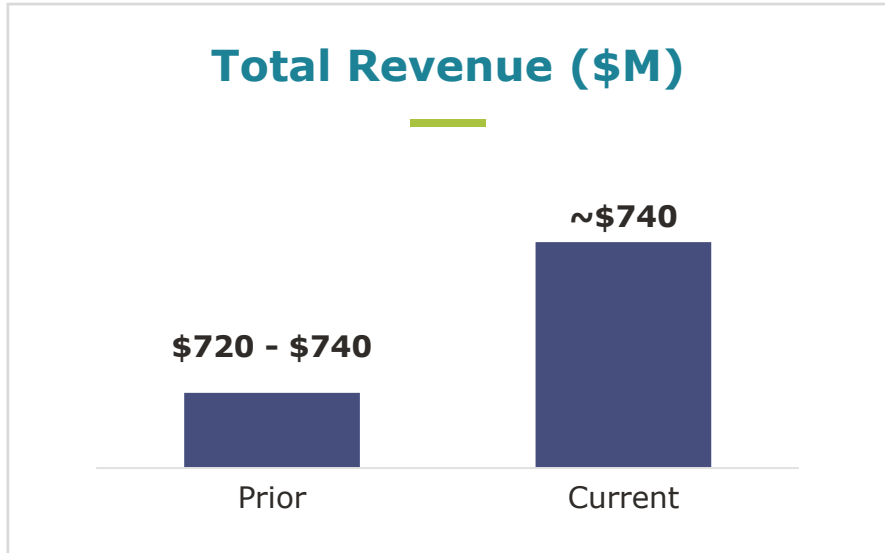
- Revenue generating capital expenditures (e.g., cameras)
- Proprietary software development; minimal maintenance Capex

### 4 Strategic M&A

- Augment scale and enter new market segments / geographies

**Prioritizing return of capital to shareholders while managing leverage and an opportunistic approach to M&A**

# Current 2022 Financial Outlook



Strong secular trends driving service revenue growth...travel demand has remained robust through the 1<sup>st</sup> 9-months of 2022

Adjusted EBITDA margins consistent with prior expectations

**Expecting to deliver results at the higher-end of the ranges for Revenue and Adj. EBITDA**



# Appendix

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# Verra Mobility Quarterly Results

## 2020 - 2022

Unaudited (\$ in millions)	Full Year 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Full Year 2021	Q1 2022	Q2 2022	Q3 2022
Service revenue	\$336.3	\$89.8	\$116.4	\$141.8	\$144.8	\$492.8	\$161.1	\$174.5	\$180.6
Product sales	57.3	0.1	12.2	20.3	25.1	57.7	9.3	13.0	17.0
Total revenue	\$393.6	\$89.9	\$128.7	\$162.1	\$170.0	\$550.6	\$170.4	\$187.5	\$197.7
Cost of service revenue	4.0	0.9	1.3	1.4	1.7	5.3	3.8	3.7	4.1
Cost of product sales	29.6	0.0	6.1	9.4	14.2	29.8	6.0	8.3	11.3
Operating expenses	115.7	30.5	36.4	48.3	48.1	163.4	51.1	55.2	60.5
Selling, general and administrative expenses	89.7	28.4	26.2	31.6	37.2	123.4	41.6	40.2	41.1
Depreciation, amort, and (gain) loss on disposal of assets, net	116.8	28.3	27.0	29.5	32.0	116.8	35.9	34.9	35.0
Total costs and expenses	\$355.8	\$88.1	\$97.2	\$120.2	\$133.2	\$438.7	\$138.4	\$142.3	\$152.2
Income (loss) from operations	37.8	1.8	31.5	41.9	36.7	111.9	32.0	45.2	45.5
Interest expense, net	40.9	9.2	11.7	11.6	12.5	44.9	14.3	14.5	20.3
Change in fair value of private placement warrants	1.1	2.1	8.1	(5.1)	2.5	7.6	3.7	(6.6)	(2.3)
Tax receivable agreement adj	6.9	-	1.7	-	(2.7)	(1.0)	-	(1.0)	-
Loss on extinguishment of debt	-	5.3	-	-	-	5.3	-	-	(3.0)
Other (income) expense, net	(11.9)	(3.0)	(2.8)	(3.5)	(3.6)	(12.9)	(2.9)	(4.0)	(2.5)
Total other expense	\$37.0	\$13.6	\$18.6	\$3.1	\$8.7	\$44.0	\$15.1	\$2.9	\$12.5
Income (loss) before income taxes	0.9	(11.8)	12.9	38.8	28.0	67.9	16.9	42.3	33.0
Income tax provision (benefit)	5.4	(2.9)	8.9	11.5	8.9	26.5	6.8	12.6	8.4
Net (loss) income	(\$4.6)	(\$8.9)	\$4.0	\$27.3	\$19.1	\$41.4	\$10.0	\$29.6	\$24.6
<b>Bridge to adj. EBITDA</b>									
<b>Net (loss) income</b>	(\$4.6)	(\$8.9)	\$4.0	\$27.3	\$19.1	\$41.4	\$10.0	\$29.6	\$24.6
Interest expense, net	40.9	9.2	11.7	11.6	12.5	44.9	14.3	14.5	20.3
Income tax provision (benefit)	5.4	(2.9)	8.9	11.5	8.9	26.5	6.8	12.6	8.4
Depreciation and amortization	116.6	28.2	27.0	29.5	32.0	116.8	35.7	34.5	35.1
<b>EBITDA</b>	<b>\$158.3</b>	<b>\$25.6</b>	<b>\$51.6</b>	<b>\$80.0</b>	<b>\$72.5</b>	<b>\$229.6</b>	<b>\$66.8</b>	<b>\$91.3</b>	<b>\$88.3</b>
Transaction and other related	1.9	4.1	3.3	2.7	3.8	14.0	0.2	0.3	3.0
Transformation expense	1.1	0.3	0.4	0.8	0.2	1.7	0.1	0.2	0.3
Loss on extinguishment of debt	-	5.3	-	-	-	5.3	-	-	(3.0)
TRA adjustment	6.9	-	1.7	-	(2.7)	(1.0)	-	(1.0)	-
Change in fair value of private placement warrants	1.1	2.1	8.1	(5.1)	2.5	7.6	3.7	(6.6)	(2.3)
Stock-based compensation	12.6	2.9	3.6	3.7	3.6	13.8	4.4	4.6	4.6
<b>Adjusted EBITDA</b>	<b>\$181.8</b>	<b>\$40.3</b>	<b>\$68.6</b>	<b>\$82.1</b>	<b>\$80.0</b>	<b>\$270.9</b>	<b>\$75.3</b>	<b>\$88.8</b>	<b>\$90.9</b>

# Verra Mobility Quarterly Results

## Segment Results of Operations

### Commercial Services

Unaudited (\$ in millions)	Full Year 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Full Year 2021	Q1 2022	Q2 2022	Q3 2022
<b>Total Revenue</b>									
Commercial Services	\$180.9	\$45.7	\$66.5	\$77.3	\$71.5	\$260.9	\$73.5	\$84.9	\$86.1
<b>Segment Adj EBITDA</b>									
Commercial Services	\$97.2	\$22.6	\$42.8	\$51.3	\$43.8	\$160.4	\$46.6	\$56.5	\$56.4

### Government Solutions

Unaudited (\$ in millions)	Full Year 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Full Year 2021	Q1 2022	Q2 2022	Q3 2022
<b>Total Revenue</b>									
Government Solutions	\$212.7	\$44.2	\$62.2	\$84.8	\$92.0	\$283.2	\$78.8	\$83.5	\$89.7
<b>Segment Adj EBITDA</b>									
Government Solutions	\$84.7	\$17.8	\$25.8	\$30.7	\$33.6	\$107.9	\$25.5	\$29.2	\$30.4

### Parking Solutions

Unaudited (\$ in millions)	Full Year 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Full Year 2021	Q1 2022	Q2 2022	Q3 2022
<b>Total Revenue</b>									
Parking Solutions	\$0.0	\$0.0	\$0.0	\$0.0	\$6.5	\$6.5	\$18.1	\$19.1	\$21.9
<b>Segment Adj EBITDA</b>									
Parking Solutions	\$0.0	\$0.0	\$0.0	\$0.0	\$2.6	\$2.6	\$3.2	\$3.0	\$4.2

# Verra Mobility Free Cash Flow Reconciliation, incl. % of Adj. EBITDA

(\$MM)	2018	2019	2020	2021	TTM 3Q22
<b>Adjusted EBITDA</b>	\$ 198	\$ 241	\$ 182	\$ 271	\$ 335
Net cash provided by operating activities	\$ 46	\$ 134	\$ 47	\$ 193	\$ 213
Transaction and other related expenses	57	-	-	-	-
Transformation expenses	9	-	-	-	-
<b>Adjusted Net cash provided by operating activities <sup>1</sup></b>	<b>\$ 112</b>	<b>\$ 134</b>	<b>\$ 47</b>	<b>\$ 193</b>	<b>\$ 213</b>
Purchases of installation and service parts and property and equipment	(27)	(30)	(24)	(25)	(45)
<b>Free Cash Flow</b>	<b>\$ 85</b>	<b>\$ 104</b>	<b>\$ 23</b>	<b>\$ 168</b>	<b>\$ 167</b>
<b>Free Cash Flow Conversion %</b>	<b>43%</b>	<b>43%</b>	<b>13%</b>	<b>62%</b>	<b>50%</b>



An aerial, top-down view of a busy city intersection. The image is centered around a large white text 'Thank You' with a short horizontal line underneath. The background shows a complex road layout with multiple lanes, crosswalks, and traffic. Several cars and taxis are visible on the roads. The surrounding buildings are tall and modern, with some featuring glass facades. The overall scene is a dense urban environment.

# Thank You

A circular graphic composed of several yellow arrows pointing outwards, arranged in a ring. This graphic is positioned to the left of the Verra Mobility logo text.

**VERRA  
MOBILITY™**  
Safe. Smart. Connected.