
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT

PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)

- Filed by the Registrant
- Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
 - Definitive Proxy Statement
 - Definitive Additional Materials
 - Soliciting Material under § 240.14a-12
-

VERRA MOBILITY CORPORATION

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-
-



Verra Mobility Corporation
1150 North Alma School Road
Mesa, Arizona 85201

Notice of Annual Meeting of Stockholders
To Be Held On May 26, 2020 at 9:00 a.m. Mountain Standard Time

Dear Stockholder:

On behalf of the board of directors (the “**Board**”) of Verra Mobility Corporation, it is our pleasure to invite you to attend the 2020 annual meeting of stockholders on Tuesday, May 26, 2020 at 9:00 a.m. Mountain Standard Time. The annual meeting will be a completely “virtual” meeting, held for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect three Class II directors, Jay Geldmacher, John Rexford and David Roberts, to serve on our Board until our 2023 annual meeting of stockholders;
2. To approve, on an advisory non-binding basis, the compensation of our named executive officers;
3. To approve, on an advisory non-binding basis, the frequency of future advisory non-binding votes on the compensation of our named executive officers;
4. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2020; and
5. To conduct any other business properly brought before the meeting.

These items of business are more fully described in the proxy materials accompanying this notice. You will be able to attend the annual meeting as well as vote and submit your questions during the live webcast of the meeting by visiting www.virtualshareholdermeeting.com/VRRM2020 and entering the 16-digit control number included in your Notice of Internet Availability of Proxy Materials (the “**Notice**”), on your proxy card or in the instructions that accompanied your proxy materials.

The record date for the annual meeting is April 1, 2020. Only holders of our Class A common stock at the close of business on the record date may vote at the annual meeting or any adjournment thereof.

On or about April 10, 2020, we expect to mail our stockholders the Notice, which contains instructions on how to access our proxy statement and annual report. The Notice also provides instructions on how to vote via the internet or by telephone and includes instructions on how to receive a paper copy of our proxy materials by mail.

You are cordially invited to attend the annual meeting. Your vote is important. Whether or not you expect to attend the annual meeting, we urge you to vote and submit your proxy by following the voting procedures described in the proxy card. Even if you have voted by proxy, you may still vote during the annual meeting if you attend via the internet. Please note, however, that if your shares are held of record by a broker, bank or other agent and you wish to vote during the annual meeting, you must follow the instructions from your broker, bank or other agent. We look forward to your participation.

By order of the Board,

/s/ Jacob Kotzubei

Jacob Kotzubei

Chairman of the Board

Mesa, Arizona

April 10, 2020

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Questions and Answers
About these Proxy Materials, Voting and the Annual Meeting

The information provided below is for your convenience only and is merely a summary of the information contained in this proxy statement (this “**Proxy Statement**”). You should read this entire Proxy Statement carefully before casting your vote. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this Proxy Statement, and references to our website addressed in this Proxy Statement are inactive textual references only. The use of the terms “Verra Mobility,” “we,” “us,” “our,” or the “Company,” in this Proxy Statement refers to Verra Mobility Corporation and, where appropriate, its subsidiaries.

Why am I receiving these materials?

Our board of directors (our “**Board**”) has made these materials available to you on the internet, or, upon your request, has delivered printed proxy materials to you, in connection with the solicitation of proxies for use at Verra Mobility Corporation’s 2020 annual meeting of stockholders (the “**Annual Meeting**”). The Annual Meeting will take place on Tuesday, May 26, 2020 at 9:00 a.m. Mountain Standard Time (“**MST**”) and will be a completely “virtual” meeting of stockholders. You are invited to attend the Annual Meeting if you are a holder of our Class A common stock (our “**Class A Common Stock**”) as of the close of business on April 1, 2020, the record date for the Annual Meeting (the “**Record Date**”), or hold a valid proxy for the Annual Meeting. If you are a holder of our Class A common stock (our “**Common Stock**”) as of the Record Date, you are requested to vote on the proposals described in this Proxy Statement.

What is a proxy?

A proxy means that you authorize persons selected by us to vote your shares at the Annual Meeting in the way that you instruct. All shares represented by valid proxies that are received and not revoked before the Annual Meeting will be voted at the Annual Meeting in accordance with the stockholders’ specific voting instructions.

What is the notice regarding the availability of proxy materials on the internet?

We have elected to provide access to our proxy materials over the internet. Accordingly, on or about April 10, 2020, we expect to send a Notice of Internet Availability of Proxy Materials (the “**Notice**”) to all stockholders of record entitled to vote at the Annual Meeting. The Notice will provide instructions on how to access our proxy statement and annual report, along with how to vote via the internet or by telephone. Instructions on how to request a printed copy of the proxy materials will also be provided in the Notice. We encourage stockholders to take advantage of the availability of the proxy materials on the internet to help minimize our costs associated with printing and distributing our proxy materials and lessen the environmental impact of our annual meetings.

What information is contained in this Proxy Statement?

This Proxy Statement includes information about the nominees for directors and other matters to be voted on at the Annual Meeting. It also explains the voting process and requirements; describes the compensation of our directors and most highly compensated executive officers; and provides certain other information required by the rules of the Securities and Exchange Commission (“**SEC**”).

What should I do with these materials?

Please carefully read and consider the information contained in this Proxy Statement and then vote your shares as soon as possible to ensure that your shares will be represented at the Annual Meeting. You may vote your shares before the Annual Meeting, even if you plan to attend and participate.

How do I attend and participate in the Annual Meeting?

All stockholders as of the Record Date may attend the Annual Meeting online by visiting www.virtualshareholdermeeting.com/VRRM2020. In order to vote or submit a question during the Annual Meeting, you will need to enter the control number included in the Notice and follow the instructions posted at www.virtualshareholdermeeting.com/VRRM2020. If you requested printed copies of the proxy materials by mail, your control number will be provided with your proxy card or the instructions that accompany your proxy materials. Broadridge Financial Solutions is hosting our virtual Annual Meeting. If you encounter any difficulties accessing the Annual Meeting during the check-in or meeting time, please call the technical support number that will be posted on the Annual Meeting login page.

Who can vote at the Annual Meeting?

Only holders of our Class A Common Stock at the close of business on the Record Date will be entitled to vote at the Annual Meeting. As of April 1, 2020, there were 161,692,539 shares of our Class A Common Stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If, on the Record Date, your shares of Class A Common Stock are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote online during the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If, on the Record Date, your shares of Class A Common Stock are held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and the Notice will be forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. Since you are not the stockholder of record, you may vote your shares online during the meeting only by following the instructions from your broker, bank or other agent.

What matters am I voting on?

There are four matters scheduled for a vote. The following table sets forth a description of each of the proposals you are being asked to vote on, how you may vote on each proposal and how our Board recommends that you vote on each proposal.

Proposal	Description	How May I Vote?	How Does our Board Recommend That I Vote?
Proposal 1	Elect three Class II directors, Jay Geldmacher, John Rexford and David Roberts, to hold office until the 2023 annual meeting of stockholders.	You may either vote FOR each nominee to serve as a Class II director or WITHHOLD with respect to each nominee.	Our Board recommends a vote FOR each of the Class II director nominees.
Proposal 2	Approve, on an advisory non-binding basis, the compensation of our named executive officers as described in this Proxy Statement.	You may vote FOR or AGAINST or you may ABSTAIN from voting.	Our Board recommends a vote FOR approval of the compensation of our named executive officers as described in this Proxy Statement.
Proposal 3	Approve, on an advisory non-binding basis, the frequency of future advisory non-binding votes on the compensation of our named executive officers.	You may vote for a frequency of every 1 YEAR, 2 YEARS, 3 YEARS or you may ABSTAIN from voting.	Our Board recommends a vote for holding the non-binding advisory vote every 1 YEAR .
Proposal 4	Ratify our Board’s appointment of Ernst & Young LLP (“ E&Y ”) as our independent registered public accounting firm for the fiscal year ending December 31, 2020.	You may vote FOR or AGAINST or you may ABSTAIN from voting.	Our Board recommends a vote FOR the ratification of E&Y as our independent registered public accounting firm for the fiscal year ending December 31, 2020.

What if another matter is properly brought before the Annual Meeting?

Our Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

How do I vote?

The procedures for voting are as follows:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote electronically during the Annual Meeting or vote by proxy through the internet, over the telephone, or using a proxy card that you may request. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. Even if you have submitted a proxy before the Annual Meeting, you may still attend and vote during the Annual Meeting. In such case, your previously submitted proxy will be disregarded.

- You may vote your shares held in your name as the stockholder of record by attending the virtual Annual Meeting and voting electronically during the meeting. Follow the instructions posted at www.virtualshareholdermeeting.com/VRRM2020, and reference the control number included in the Notice sent to you or, if you requested printed copies be sent to you by mail, on your proxy card or in the instructions that accompanied your proxy materials. If you are unable to attend the Annual Meeting, it is important to vote in advance.
- To vote online before the Annual Meeting, go to www.proxyvote.com.
- To vote by toll-free telephone at 1-800-690-6903 (be sure to have your Notice or proxy card in hand when you call).
- To vote by mail, simply complete, sign and date the proxy card or voting instruction card, and return it promptly in the envelope provided.

If we receive your vote by internet or phone or your signed proxy card prior to 11:59 p.m. MST the day before the Annual Meeting, we will vote your shares as you direct.

To vote, you will need the control number. The control number will be included in the Notice or on your proxy card if you are a stockholder of record of shares of Class A Common Stock, or included with your voting instructions received from your broker, bank or other agent if you hold your shares of Class A Common Stock in a "street name."

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a Notice containing voting instructions from that organization rather than from us. Simply follow the voting instructions in the Notice to ensure that your vote is counted. To vote online during the Annual Meeting, you must follow the instructions from your broker, bank or other agent.

Internet proxy voting is provided to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. Please be aware that you must bear any costs associated with your internet access.

Can I change my vote?

Yes. Subject to the voting deadlines above, if you are a stockholder of record, you may revoke your proxy at any time before the close of voting using one of the following methods:

- You may submit another properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the internet.
- You may send a written notice that you are revoking your proxy to our Secretary.
- You may attend the virtual Annual Meeting and vote electronically during the Annual Meeting. However, simply attending the Annual Meeting will not, by itself, revoke your proxy.

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by such party.

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote during the Annual Meeting, or through the internet, by telephone or by completing your proxy card before the Annual Meeting, your shares will not be voted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

Broker non-votes occur when shares held by a broker for a beneficial owner are not voted either because (i) the broker did not receive voting instructions from the beneficial owner or (ii) the broker lacked discretionary authority to vote the shares. Abstentions represent a stockholder’s affirmative choice to decline to vote on a proposal, and occur when shares present at the meeting are marked “**ABSTAIN.**” Broker non-votes and abstentions are counted for purposes of determining whether a quorum is present but have no effect on the outcome of matters voted.

A broker has discretionary authority to vote shares held for a beneficial owner on “routine” matters without instructions from the beneficial owner of those shares. On the other hand, absent instructions from the beneficial owner of such shares, a broker is not entitled to vote shares held for a beneficial owner on “non-routine” matters.

Proposals 1, 2, and 3 are non-routine matters, so your broker or nominee may not vote your shares on Proposals 1, 2, and 3 without your instructions. Proposal 4, the ratification of E&Y as our independent registered public accounting firm for the fiscal year ending December 31, 2020, is a routine matter, so your broker or nominee may vote your shares on Proposal 4 even in the absence of your instruction.

Please instruct your bank, broker or other agent to ensure that your vote will be counted.

What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote but do not make specific choices, your shares will be voted **FOR** the election of the each of the nominees for Class II director, **FOR** the advisory approval of our named executive officer compensation, for **1 YEAR** as the preferred frequency of advisory votes to approve our named executive officer compensation, and **FOR** the ratification of the selection of E&Y as our independent registered public accounting firm. If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

How many votes do I have?

Each stockholder will have the right to one vote per share of Class A Common Stock.

How many votes are needed to approve each proposal?

The following table sets forth the voting requirements with respect to each of the proposals:

Proposal	Description	Voting Requirement
Proposal 1	Elect three Class II directors, Jay Geldmacher, John Rexford and David Roberts, to hold office until the 2023 annual meeting of stockholders.	Each Class II director must be elected by a plurality of the votes cast. A plurality means that the nominees with the largest number of FOR votes are elected as directors up to the maximum number of directors to be elected at the Annual Meeting. A WITHHOLD vote will have no effect on the vote. Proposal 1 is a non-routine matter. Therefore, brokerage firms do not have authority to vote customers' unvoted shares held by the firms in street name for the election of the directors. As a result, any shares not voted by a customer will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote.
Proposal 2	Approve, on an advisory non-binding basis, the compensation of our named executive officers as described in this Proxy Statement.	To be approved, this proposal must be approved by a majority of the votes cast by the stockholders present in person or by proxy, meaning that the votes cast by the stockholders FOR the approval of the proposal must exceed the number of votes cast AGAINST the approval of the proposal. If a stockholder votes to ABSTAIN , it is not counted as a vote cast and has no effect as a vote on the outcome of this proposal. Proposal 2 is a non-routine matter. Therefore, brokerage firms do not have authority to vote customers' unvoted shares held by the firms in street name on this proposal. As a result, any shares not voted by a customer will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote. Proposal 2 is non-binding. Because this vote is advisory and not binding on us or our Board in any way, our Board may decide that it is in our and our stockholders' best interests to compensate our named executive officers in an amount or manner that differs from that which is approved by our stockholders.
Proposal 3	Approve, on an advisory non-binding basis, the frequency of future advisory non-binding votes on the compensation of our named executive officers.	The frequency (every 1 YEAR, 2 YEARS or 3 YEARS) receiving the greatest number of votes will be considered the frequency recommended by stockholders. If a stockholder votes to ABSTAIN , it is not counted as a vote cast and has no effect as a vote on the outcome of this proposal. Proposal 3 is a non-routine matter. Therefore, brokerage firms do not have authority to vote customers' unvoted shares held by the firms in street name on this proposal. As a result, any shares not voted by a customer will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote. If none of the frequency alternatives receives a majority of the votes cast (excluding abstentions and broker non-votes), we will consider the highest number of votes cast by the stockholders to be the frequency that has been selected by the stockholders. Proposal 3 is non-binding. Because this vote is advisory and not binding on us or our Board in any way, our Board may decide that it is in our and our stockholders' best interests to hold an advisory vote on executive compensation more or less frequently than the alternative approved by our stockholders.
Proposal 4	Ratify our Board's appointment of Ernst & Young LLP (" E&Y ") as our independent registered public accounting firm for the fiscal year ending December 31, 2020.	To be approved, this proposal must be approved by a majority of the votes cast by the stockholders present in person or by proxy, meaning that the votes cast by the stockholders FOR the approval of the proposal must exceed the number of votes cast AGAINST the approval of the proposal. If a stockholder votes to ABSTAIN , it is not counted as a vote cast and has no effect as a vote on the outcome of this proposal. Proposal 4 is a routine matter. Therefore, if you are a beneficial owner, your broker, bank or other nominee may vote your shares on this proposal without receiving voting instructions from you.

How are votes counted?

You may either vote **FOR** each nominee to serve as a Class II director on our Board, or you may **WITHHOLD** your vote for the nominee to serve as a Class II director on our Board. You may vote to recommend, on an advisory non-binding basis, that we hold an advisory non-binding vote on the compensation of our named executive officers every **1 YEAR, 2 YEARS, or 3 YEARS**, or you may **ABSTAIN** from voting. Regarding the approval, on an advisory non-binding basis, of this year's compensation of our named executive officers as described in this Proxy Statement, you may vote **FOR** or **AGAINST** or you may **ABSTAIN** from voting. For the ratification of the selection of our independent registered public accounting firm, you may vote **FOR** or **AGAINST** or you may **ABSTAIN** from voting. Abstentions, withheld votes, and broker non-votes are not treated as votes cast either for or against a matter, and therefore will not affect the outcome of the vote.

Who counts the votes?

We have engaged Broadridge Financial Solutions, Inc. ("**Broadridge**") as our independent agent to tabulate stockholder votes. If you are a stockholder of record, and you choose to vote over the internet or by telephone, Broadridge will access and tabulate your vote electronically, and if you choose to sign and mail your proxy card, your executed proxy card is returned directly to Broadridge for tabulation. As noted above, if you hold your shares through a broker, your broker (or its agent for tabulating votes of shares held in "street name," as applicable) returns one proxy card to Broadridge on behalf of all its clients.

Who is paying for this proxy solicitation?

We will pay for the cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid additional compensation for soliciting proxies. We may reimburse brokers, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

When are stockholder proposals due for next year's annual meeting?

Requirements for stockholder proposals to be brought before the 2021 annual meeting.

Our bylaws provide that, for stockholder director nominations or other proposals to be considered at an annual meeting, a stockholder must give timely notice thereof in writing to our Secretary at Verra Mobility Corporation, 1150 North Alma School Road, Mesa, Arizona 85201. To be timely for the 2021 annual meeting of stockholders, a stockholder's notice must be delivered to or mailed and received by our Secretary at our principal executive offices between January 26, 2021 and February 25, 2021; provided that if the date of that annual meeting of stockholders is earlier than April 11, 2021 or later than July 10, 2021, a stockholder must give the required notice not earlier than the 120th day prior to the meeting date and not later than the 90th day prior to the meeting date or, if later, the 10th day following the day on which public disclosure of that meeting date is first made. A stockholder's notice to the Secretary must also set forth the information required by our bylaws.

Requirements for stockholder proposals to be considered for inclusion in our proxy materials.

Stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and intended to be presented at the 2021 annual meeting of stockholders must be received by us not later than December 11, 2020 in order to be considered for inclusion in our proxy materials for that meeting.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the aggregate voting power of the shares of Class A Common Stock issued, outstanding and entitled to vote at the meeting are present at the meeting or represented by proxy. Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you attend the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the chairperson of the meeting may adjourn the meeting to another date.

How can I get electronic access to the proxy materials?

The Notice will provide you with instructions regarding how to:

- view our proxy materials for the Annual Meeting on the internet; and
- instruct us to send you future proxy materials by email.

Our proxy materials are also available on the internet at www.proxyvote.com and on our investor relations website at <https://ir.verramobility.com> (information at or connected to our website is not and should not be considered part of this Proxy Statement). Choosing to receive future proxy materials by email will save us the cost of printing and mailing documents to you and will lessen the impact of our annual meetings on the environment. If you choose to receive future proxy materials by email, you will receive an email message next year with instructions containing a link to those materials and a link to the proxy-voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

How can I find out the results of the voting at the Annual Meeting?

We expect that preliminary voting results will be announced during the Annual Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual Meeting.

What does it mean if I receive more than one Notice?

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the instructions on each Notice to ensure that all your shares are voted.

What does it mean if multiple members of my household are stockholders but we only received one Notice or full set of proxy materials in the mail?

The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for notices and proxy materials with respect to two or more stockholders sharing the same address by delivering a single Notice or set of proxy materials addressed to those stockholders. In accordance with a prior notice sent to certain brokers, banks, dealers or other agents, we are sending only one Notice or full set of proxy materials to those addresses with multiple stockholders unless we received contrary instructions from any stockholder at that address. This practice, known as “householding,” allows us to satisfy the requirements for delivering notices or proxy materials with respect to two or more stockholders sharing the same address by delivering a single copy of these documents. “Householding” helps to reduce our printing and postage costs, reduces the amount of mail you receive and helps to preserve the environment. If you currently receive multiple copies of the Notice or proxy materials at your address and would like to request “householding” of your communications, or you would like to revoke your consent to future “householding” mailings, please contact your broker, bank or other agent or contact us at the following address:

Verra Mobility Corporation
Attn: Investor Relations
1150 North Alma School Road
Mesa, Arizona 85201

Other Information

We were originally incorporated in Delaware on August 15, 2016 as Gores Holdings II, Inc. (“**Gores**”), as a special purpose acquisition company, formed to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or other similar business combination with one or more target businesses. On January 19, 2017, Gores consummated its initial public offering, following which its shares began trading on the Nasdaq Capital Market (“**Nasdaq**”).

On October 17, 2018, pursuant to an Agreement and Plan of Merger dated June 21, 2018 as amended on August 23, 2018 by that certain Amendment No. 1 to Agreement and Plan of Merger (as amended, the “**Merger Agreement**”) by and among Gores, a.m. Merger Sub I, Inc., a direct, wholly-owned subsidiary of Gores (“**First Merger Sub**”), a.m. Merger Sub II, LLC, a direct, wholly-owned subsidiary of Gores (“**Second Merger Sub**”), Greenlight Holding II Corporation (“**Greenlight**”), and PE Greenlight Holdings, LLC (the “**Platinum Stockholder**”), the First Merger Sub merged with Greenlight as the surviving entity. Immediately following, and as part of the same overall transaction the Second Merger Sub merged with Greenlight, with the Second Merger Sub as the surviving entity. “**Business Combination**” refers to these mergers, together with the other related transactions.

At the closing of the Business Combination, Gores changed its name to “Verra Mobility Corporation” and the Second Merger Sub changed its name to “Verra Mobility Holdings, LLC.” As a result of the Business Combination, we became the owner, directly or indirectly, of all of the equity interests of Verra Mobility Holdings, LLC and its subsidiaries, including ATS Consolidated, Inc. (“**ATS**”, now known as VM Consolidated, Inc.). At the closing of the Business Combination, we additionally changed our trading symbols from “GSHT,” and “GSHTW,” to “VRRM” and “VRRMW.” Currently, our Class A Common Stock is listed on Nasdaq under the symbol “VRRM”, and our Public Warrants (as defined below) trade on the over-the-counter market by the OTC Markets Group Inc. (“**OTC Markets**”) under the symbol VRRMW.

As partial consideration for the Business Combination and pursuant to certain related transactions, the former majority securities holder of Greenlight Holding II Corporation, the Platinum Stockholder, and its affiliates including Platinum Equity, LLC (together with the Platinum Stockholder and its sponsored funds and other affiliated private equity vehicles “**Platinum Equity**”), received newly issued shares of Class A Common Stock constituting approximately 34% of our issued and outstanding shares of Class A Common Stock.

In connection to the Business Combination, we additionally entered into an investor rights agreement with the Platinum Stockholder (the “**Investor Rights Agreement**”). Pursuant to the Investor Rights Agreement, subject to certain ownership thresholds, the Platinum Stockholder has the right to nominate up to three directors to our Board and, so long as one of the Platinum Stockholder’s nominees is elected as a director, one such nominee shall serve as the Chairman of the Board. None of the Class II director nominees listed in Proposal No. 1 is a Platinum Stockholder nominee.

Corporate Governance

We believe that good corporate governance helps ensure that Verra Mobility is managed for the long-term benefit of our stockholders. We have adopted corporate governance guidelines, which provide a foundation for Verra Mobility's governance as a whole and describe the principles and practices that our Board follows in carrying out its responsibilities. Our corporate governance guidelines address, among other things:

- composition, structure and policies of our Board and its committees;
- determination of director qualifications;
- expectations and responsibilities of directors;
- management succession planning;
- evaluation of performance of our Board and each of its committees;
- principles of director compensation; and
- communications with stockholders and non-management directors.

Our corporate governance guidelines will be reviewed by our nominating and corporate governance committee from time to time to ensure that they effectively promote the best interests of both Verra Mobility and our stockholders and that they comply with applicable laws, regulations and Nasdaq requirements.

Code of Business Ethics and Conduct

We have adopted a code of business ethics and conduct applicable to all of our directors, officers (including our principal executive officer, principal financial officer and principal accounting officer) and employees. Our code of business ethics and conduct is available on our investor relations website (<http://ir.verramobility.com/corporate-governance/governance-highlights>) in the "Governance Highlights" section. In the event that we amend or waive certain provisions of our code of business ethics and conduct applicable to our principal executive officer, principal financial officer or principal accounting officer that require disclosure under applicable SEC rules, we will disclose the same on our website.

Director Independence

Our Class A Common Stock is listed on Nasdaq. Under the listing requirements and rules of Nasdaq, a majority of our Board must be comprised of independent directors. In addition, the rules of Nasdaq require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and corporate governance committees be independent. Under Nasdaq rules, a director will only qualify as an "independent director" if, in the opinion of that company's board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Compensation committee members must not have a relationship with the company that is material to that director's ability to be independent from management in connection with the duties of a compensation committee member. Additionally, audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Exchange Act. To be considered independent for purposes of Rule 10A-3, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the board of directors or any other board committee accept, directly or indirectly, any consulting, advisory or other compensatory fee from the listed company or any of its subsidiaries or be an affiliated person of the listed company or any of its subsidiaries.

Our Board has undertaken a review of its composition, the composition of its committees and the independence of each director. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our Board has determined that other than Jacob Kotzubei, Bryan Kelln and David Roberts, none of our directors has any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that such directors are “independent” as that term is defined under the applicable rules and regulations of the SEC and the listing requirements and rules of Nasdaq. Jacob Kotzubei and Bryan Kelln are not independent because of their affiliations with Platinum Equity and the Platinum Stockholder. David Roberts is not independent given his position as our President and Chief Executive Officer. Accordingly, a majority of our directors are independent, as required under applicable Nasdaq listing rules. In making this determination, our Board broadly considered all relevant facts and circumstances, including information provided by the directors and by us with regard to each director’s business and personal activities as they may relate to us and our management. There are no family relationships among any of the directors or executive officers.

Board of Directors Leadership

In accordance with our corporate governance guidelines, we currently separate the roles of Chief Executive Officer and Chairman of the Board. These positions are currently held by David Roberts, as our President and Chief Executive Officer, and Jacob Kotzubei, as Chairman of our Board. We believe this leadership structure is appropriate for our Company due to the differences between the two roles. The President and Chief Executive Officer is responsible for setting our strategic direction, providing day-to-day leadership and managing our business, while the Chairman provides guidance to the President and Chief Executive Officer, chairs meetings of the Board, sets the agendas for meetings of our Board and provides information to the members of our Board in advance of such meetings. As a result of this leadership structure, our President and Chief Executive Officer is able to focus on developing and implementing our business strategies and objectives, and the Chairman is able to provide independent oversight and serve as an independent liaison between our management and the members of our Board. Due to Jacob Kotzubei’s extensive executive leadership experience, we believe Jacob Kotzubei is well-suited to serve in his role as Chairman.

Executive Sessions of Non-Employee Directors

To encourage and enhance communication among non-employee directors, and as required under applicable Nasdaq rules, our corporate governance guidelines provide that the non-employee directors will meet in executive sessions without management directors or company management on a periodic basis but no less than once a year. The presiding director at executive sessions of non-employee directors is the presiding independent director as elected by the independent directors, or another non-employee director otherwise designated by the non-employee directors.

Communications with our Board of Directors

Stockholders or interested parties who wish to communicate with our Board or with an individual director may do so by mail to our Board or the individual director, care of our General Counsel at 1150 North Alma School Road, Mesa, Arizona 85201. The communication should indicate that it contains a stockholder or interested party communication. In accordance with our corporate governance guidelines, all such communication will be reviewed by the General Counsel, in consultation with appropriate directors as necessary, and, if appropriate, will be forwarded to the director or directors to whom the communications are addressed or, if none are specified, to the Chairman of our Board.

Anti-Hedging and Anti-Pledging Policy

We have adopted an insider trading policy that includes restrictions and limitations on the ability of our directors, officers and certain other employees to engage in transactions involving the hedging and pledging of our Class A Common Stock. Under the policy, hedging or monetization transactions, such as zero-cost collars and forward-sale contracts, which allow an employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock, and thus to continue to own our Class A Common Stock without the full risks and rewards of ownership, are prohibited. In addition, the policy addresses the practices of holding our Class A Common Stock in a margin account, under which the securities may be sold by the broker without the customer’s consent if the customer fails to meet a margin call, and of pledging our Class A Common Stock as collateral for a loan, in which event the securities may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Company securities, our directors, officers and certain other employees are prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan.

Committees of our Board of Directors

Our Board has established an audit committee, a compensation committee and a nominating and corporate governance committee which have the composition and responsibilities described below. Our Board may establish other committees to facilitate the management of our business. Copies of the charters of our audit, compensation, and nominating and corporate governance committees are available in the “Governance Highlights” section of our investor relations website (<http://ir.verramobility.com/corporate-governance/governance-highlights>). Members of our Board serve on these committees until their resignation or until otherwise determined by our Board.

Audit Committee

Our audit committee consists of John Rexford, Cynthia Russo and Jay Geldmacher. Our Board has determined that John Rexford, Cynthia Russo and Jay Geldmacher are independent under Nasdaq listing standards and Rule 10A-3(b)(1) of the Exchange Act. The chair of our audit committee is John Rexford. Our Board has determined that John Rexford and Cynthia Russo are “audit committee financial experts” within the meaning of SEC regulations. Our Board has also determined that each member of our audit committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, our Board has examined each audit committee member’s scope of experience and the nature of their employment in the corporate finance sector.

The primary purpose of our audit committee is to discharge the responsibilities of our Board with respect to our accounting, financial and other reporting and internal control practices and to oversee our independent registered accounting firm. Specific responsibilities of our audit committee include:

- appointing a registered public accounting firm for the purpose of preparing an audit report or performing other audit, review or attest services for us;
- evaluating the independence and performance of the registered public accounting firm;
- reviewing and discussing with the independent auditors their annual audit plan, including the timing and scope of audit activities;
- pre-approving audit and permissible non-audit services;
- reviewing the adequacy and effectiveness of our accounting and internal control policies and procedures on a regular basis;
- discussing guidelines and policies governing the process by which our senior management assess and manage our exposure to risk;
- establishing and implementing policies relating to related party transactions;
- establishing procedures for the receipt, retention and treatment of complaints received by us and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters;
- reviewing our program to monitor compliance with our code of business ethics and conduct; and
- reviewing significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect our ability to record, process, summarize and report financial information.

Compensation Committee

Our compensation committee consists of Jay Geldmacher, Cynthia Russo and Douglas Davis. The chair of our compensation committee is Jay Geldmacher. Our Board has determined that all members of our compensation committee are independent under Nasdaq listing standards, are “non-employee directors” as defined in Rule 16b-3 promulgated under the Exchange Act and are “outside directors” as that term is defined in Section 162(m) of the Internal Revenue Code of 1986. Our compensation committee may form subcommittees of at least two members for any purpose that the committee deems appropriate and may delegate to such subcommittees such power and authority as the committee deems appropriate except such power or authority that is required by any law, regulation or listing standard to be exercised by the compensation committee as a whole.

The purpose of our compensation committee is to discharge the responsibilities of our Board to oversee our compensation and employee benefit plans and practices. Specific responsibilities of our compensation committee include:

- evaluating and determining the compensation of our executive officers;
- reviewing and recommending to our Board the compensation of our directors;
- reviewing our executive compensation plan and recommending that our Board amend these plans if deemed appropriate;
- reviewing our general compensation plan and other employee benefit plans, including incentive-compensation and equity-based plans and recommending that our Board amend these plans if deemed appropriate;
- reviewing and approving any severance or termination arrangements to be made with any of our executive officers; and
- reviewing the goals and objectives of our general compensation plans and other employee benefit plans.

Compensation Committee Interlocks and Insider Participation

Our compensation committee is comprised of Jay Geldmacher, Cynthia Russo and Douglas Davis, none of whom is or has been an officer or employee of the Company. None of our executive officers currently serves, or during fiscal 2019 has served, as a member of the compensation committee or director (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board) of any entity that has one or more executive officers serving on our compensation committee or our Board.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee consists of Douglas Davis and John Rexford. The chair of our nominating and corporate governance committee is Douglas Davis. Each member of our nominating and corporate governance committee is independent within the meaning of applicable listing standards, is a non-employee director and is free from any relationship that would interfere with the exercise of his independent judgment, as determined by our Board in accordance with the applicable Nasdaq listing standards.

The purpose of our nominating and corporate governance committee includes identifying and recommending to our Board the director nominees for the next annual meeting and developing and recommending the corporate governance guidelines and policies to our Board. Specific responsibilities of our nominating and corporate governance committee include:

- establishing criteria for the selection of new directors to serve on our Board;
- identifying and evaluating candidates for nomination on our Board;
- recommending the membership composition of the committees of our Board;

- recommending changes regarding corporate governance matters including changes to our certificate of incorporation and bylaws;
- reviewing compliance with Nasdaq's corporate governance listing requirements;
- reviewing and reassessing the adequacy of our code of business ethics and conduct; and
- overseeing annual evaluations of our Board.

Board of Directors and Committee Meetings and Attendance

Our Board is responsible for the oversight of our management and our strategy and for establishing corporate policies. Our Board and its committees meet throughout the year on a regular schedule, and also hold special meetings and act by written consent from time to time.

Our Board met six times and acted by written consent six times during our last fiscal year. Our audit committee met six times and acted by written consent once during our last fiscal year. Our compensation committee met six times and acted by written consent six times during our last fiscal year. Our nominating and corporate governance committee met three times and acted by written consent once during our last fiscal year. During our last fiscal year, each director attended 75% or more of the aggregate of the meetings of our Board and of the committees on which he or she served.

We encourage our directors and nominees for director to attend our annual meeting of stockholders. In 2019, six of our directors attended our annual meeting of stockholders, either in person or via telephone.

Risk Oversight

Our Board oversees an enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance, and to enhance stockholder value. A fundamental part of risk management is not only understanding the most significant risks a company faces and what steps management is taking to manage those risks but also understanding what level of risk is appropriate for a given company. Our Board, as a whole, determines the appropriate level of risk for us, assesses the specific risks that we face and reviews management's strategies for adequately mitigating and managing the identified risks. Although our Board administers this risk management oversight function, the committees of our Board support our Board in discharging its oversight duties and addressing risks inherent in their respective areas.

Our audit committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. Our audit committee monitors compliance with legal and regulatory requirements. Our audit committee also monitors management's preparedness for and responses to data security incidents. Our nominating and corporate governance committee monitors the effectiveness of our corporate governance guidelines. Our compensation committee assesses and monitors whether our compensation philosophy and practices have the potential to encourage excessive risk taking and evaluates compensation policies and practices that could mitigate such risks.

At periodic meetings of our Board and its committees, management reports to and seeks guidance from our Board and its committees with respect to the most significant risks that could affect our business, such as legal risks and financial, tax and audit related risks. In addition, among other matters, management provides our audit committee periodic reports on our compliance programs and practices.

Nominations Process and Director Qualifications

Nomination to our Board of Directors

Candidates for nomination to our Board are selected by our Board based on the recommendation of our nominating and corporate governance committee in accordance with the committee's charter, our policies, our certificate of incorporation and bylaws, our corporate governance guidelines, and the criteria adopted by our Board regarding director candidate qualifications. In recommending candidates for nomination, our nominating and corporate governance committee considers candidates recommended by directors, officers, and employees, as well as candidates that are properly submitted by stockholders in accordance with our policies and bylaws, using the same criteria to evaluate all such candidates. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate and, in addition, our nominating and corporate governance committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.

Additional information regarding the process for properly submitting stockholder nominations for candidates for membership on our Board is set forth above under "Questions and Answers About these Proxy Materials and Voting."

Director Qualifications

With the goal of developing an experienced and highly qualified board of directors, our nominating and corporate governance committee is responsible for developing and recommending to our Board the desired qualifications, expertise and characteristics of members of our Board, including qualifications that the committee believes must be met by a committee-recommended nominee for membership on our Board and specific qualities or skills that the committee believes are necessary for one or more of the members of our Board to possess.

In addition to the qualifications, qualities, and skills that are necessary to meet U.S. legal, regulatory and Nasdaq listing requirements and the provisions of our certificate of incorporation, bylaws, corporate governance guidelines and charters of the board committees, our nominating and corporate governance committee considers the following qualifications for any nominee for a position on our Board: (i) experience in corporate governance, such as an officer or former officer of a publicly held company, (ii) experience in, and familiarity with, our business and industry, (iii) experience as a board member of another publicly held company, (iv) personal and professional character, integrity, ethics and values, (v) practical and mature business judgment, including the ability to make independent analytical inquiries, (vi) academic expertise in an area of our operations and (vii) background in financial and accounting matters. Our Board and nominating and corporate governance committee believe that an experienced and highly qualified board of directors fosters a robust, comprehensive and balanced decision-making process for the continued effective functioning of our Board and our success. Accordingly, through the nomination process, our nominating and corporate governance committee seeks to promote board membership that reflects diversity, factoring in gender, race, ethnicity, differences in professional background, education, skill, and experience, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience. Our nominating and corporate governance committee evaluates the foregoing factors, among others, and does not assign any particular weighting or priority to any of the factors.

**PROPOSAL 1:
Election of Directors**

Our Board has nominated Jay Geldmacher, John Rexford and David Roberts to serve, and each has agreed to stand for election at the meeting, as a Class II director.

Our Board consists of seven members. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election until the third annual meeting following the election. Our directors are divided into the three classes as follows:

- *Class I directors:* Cynthia Russo and Douglas Davis, whose terms will expire at the annual meeting of stockholders to be held in 2022 and until their successors have been duly elected, or if sooner, until their death, resignation or removal;
- *Class II directors:* Jay Geldmacher, John Rexford and David Roberts, whose current terms will expire at the Annual Meeting, and whose terms if reelected at the Annual Meeting will expire at the annual meeting of stockholders to be held in 2023; and
- *Class III directors:* Bryan Kelln and Jacob Kotzubei, whose terms will expire at the annual meeting of stockholders to be held in 2021.

The division of our Board into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control.

Vote Required

Directors are elected by a plurality of the votes cast by the stockholders present in person or represented by proxy and entitled to vote on the election of directors. Accordingly, the three nominees receiving the highest number of affirmative votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the nominee named above. If such nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead will be voted for the election of a substitute nominee proposed by our Board.

Nominees

Our nominating and corporate governance committee seeks to assemble a board of directors that, as a group, can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its qualifications and experience in various areas. To that end, the committee has identified and evaluated nominees in the broader context of our Board's overall composition, with the goal of recruiting members who complement and strengthen the skills of other members and who also exhibit integrity, collegiality, sound business judgment and other qualities deemed critical to effective functioning of our Board.

The following table sets forth, for the Class II nominees and our other directors who will continue in office after the Annual Meeting, their ages and position/office held with us as of the date of this proxy statement:

Name	Age	Position/Office Held with Verra Mobility Corporation
<u>Class I directors whose terms expire at the annual meeting of stockholders in 2022</u>		
Cynthia Russo ⁽¹⁾⁽²⁾	50	Director
Douglas Davis ⁽²⁾⁽³⁾	58	Director
<u>Class II directors for election at this annual meeting of stockholders</u>		
Jay Geldmacher ⁽¹⁾⁽²⁾	64	Director, Director Nominee
John Rexford ⁽¹⁾⁽³⁾	63	Director, Director Nominee
David Roberts	49	Director, Director Nominee, President and Chief Executive Officer
<u>Class III directors whose terms expire at the annual meeting of stockholders in 2021</u>		
Bryan Kelln	54	Director
Jacob Kotzubei	51	Director

(1) Member of the audit committee.

(2) Member of the compensation committee.

(3) Member of the nominating and corporate governance committee.

Set forth below is biographical information for the nominees and each person whose term of office as a director will continue after the meeting. This includes information regarding each director's experience, qualifications, attributes or skills that led our Board to recommend them for board service.

Nominees for Election Until the Annual Meeting of Stockholders to be Held in 2023

Jay Geldmacher, age 64, has served as a member of our Board since the consummation of the Business Combination. Mr. Geldmacher currently serves as director and compensation committee member of Seagate Technology PLC (Nasdaq: STX). Mr. Geldmacher also serves as an Executive Advisory Council member of Vertiv Co., formerly known as Emerson Network Power ("**Emerson**"), and as Chief Executive Officer of Electro Rent Corporation. Mr. Geldmacher was previously the President and Chief Executive Officer of Artesyn Embedded Technologies, Inc., formerly the Embedded Computing & Power Group of Emerson. Mr. Geldmacher also served as a director of Owens-Illinois Inc. (NYSE: OI) from 2008 to 2015. Mr. Geldmacher holds a bachelor's degree from the University of Arizona and an MBA from the University of Chicago. Mr. Geldmacher's significant technological and operational expertise and experience makes him well qualified to serve as a member of our Board.

John Rexford, age 63, has served as a member of our Board since the consummation of the Business Combination. Mr. Rexford is the Managing Director of Ramona Park Consulting LLC, which he founded in 2016. Mr. Rexford also serves as director, audit committee chairman, and compensation committee member of Exela Technologies (NASDAQ CM: XELA). Mr. Rexford has over 36 years of finance experience that includes serving as Global M&A Head from 2010 to 2015 at Xerox Corporation (NYSE: XRX) and serving in various positions at Affiliated Computer Services, Inc. (which was acquired by Xerox Corporation), including Chief Financial Officer from 2006 to 2007. Mr. Rexford holds a bachelor's degree in business administration from Southern Methodist University and an MBA from the Cox School of Business at Southern Methodist University. We believe that Mr. Rexford's significant finance experience and financial expertise make him well qualified to serve as a member of our Board.

David Roberts, age 49, has served as a member of our Board since the consummation of the Business Combination on October 17, 2018. Mr. Roberts is the President and Chief Executive Officer of Verra Mobility. In such capacity, Mr. Roberts has established a high performing company that embraces consistent financial performance, market leadership and culture as the driver of performance. Prior to Verra Mobility, from April 2012 to August 2014, Mr. Roberts was the President and Chief Executive Officer of BillingTree, a multi-channel electronic payment platform company. Prior to joining BillingTree, from August 2008 to March 2012, Mr. Roberts was a Managing Director at Bank of America Merrill Lynch, leading the Equity Plan Services business. Mr. Roberts joined Bank of America Merrill Lynch via its acquisition of Equity Methods, where he served as Chief Executive Officer. Mr. Roberts earned a BBA at Baylor University at the Hankamer School of Business and an MBA from the University of Chicago Booth School of Business with concentrations in Finance and Strategy. Mr. Roberts has served as an Adjunct Professor at

the W.P. Carey Graduate School of Business at Arizona State University. Mr. Roberts currently serves as an adviser for the Arizona Feed My Starving Children Leadership Committee.

Our Board recommends a vote **FOR** each of the Class I director nominees to elect them to our Board.

Directors Continuing in Office Until the 2021 Annual Meeting of Stockholders

Bryan Kelln, age 54, has served as a member of our Board since the consummation of the Business Combination. Mr. Kelln is a Partner at Platinum Equity and serves as the President of Portfolio Operations, a group responsible for overseeing the business strategy and operations of Platinum Equity's portfolio companies. Mr. Kelln also currently serves as a director of Key Energy Services, Inc. (NYSE: KEG). Prior to joining Platinum Equity in 2008, Mr. Kelln held senior operations roles at a number of companies including Nortek, Inc., Jacuzzi, Inc., RockShox, Inc. and General Cable Corporation (NYSE: BGC). Mr. Kelln holds a bachelor's degree, summa cum laude, from Washington State University and an MBA from the Fisher College of Business at Ohio State University. We believe that Mr. Kelln's extensive operational and strategic planning experience makes him well qualified to serve as a member of our Board.

Jacob Kotzubei, age 51, has served as a member of our Board since the consummation of the Business Combination. Mr. Kotzubei is a Partner at Platinum Equity and currently serves as a member of their Investment Committee. He also serves as an officer and director of various portfolio companies of Platinum Equity. Mr. Kotzubei is currently a director of Key Energy Services, Inc. (NYSE: KEG), KEMET Corporation (NYSE: KEM), Ryerson Holding Corporation (NYSE: RYI) and Vertiv Co. (NYSE: VRT). Prior to joining Platinum Equity in 2002, Mr. Kotzubei worked for Goldman Sachs' Investment Banking Division and as a Mergers and Acquisitions attorney at Sullivan & Cromwell LLP in New York City. Mr. Kotzubei holds a bachelor's degree from Wesleyan University and a J.D. from Columbia University School of Law. Mr. Kotzubei's experience in executive management oversight, private equity, capital markets and transactional matters has led our Board to conclude that he has the expertise necessary to serve as a member of our Board.

Directors Continuing in Office Until the 2022 Annual Meeting of Stockholders

Cynthia Russo, age 50, has served as a member of our Board since our annual meeting of stockholders in 2019. Ms. Russo currently serves as a director of PAR Technology Corporation (NYSE: PAR) where she chairs the audit committee and serves on the compensation and nominating and corporate governance committees. Ms. Russo previously served as Executive Vice President and Chief Financial Officer of Cvent, Inc. (NYSE: CVT), a cloud-based enterprise event management platform, from September 2015 to September 2018. Prior to that, Ms. Russo served in a variety of senior financial roles of increasing responsibility at MICROS Systems, Inc. (Nasdaq: MCRS), including as Executive Vice President and Chief Financial Officer from April 2010 until MICROS Systems' acquisition by Oracle in September 2014. Ms. Russo holds a bachelor's degree in business administration from James Madison University and is a Certified Public Accountant and Certified Internal Auditor. We believe that Ms. Russo's significant financial accounting expertise, executive leadership and risk management experience make her well qualified to serve as a member of our Board.

Douglas Davis, age 58, has served as a member of our Board since our annual meeting of stockholders in 2019. Mr. Davis currently serves as a director of HERE Technologies, where he also chairs the remuneration and compensation committee. Mr. Davis previously held various positions of increasing responsibility at Intel Corporation from 1984 to 2019, most recently as Senior Vice President of the Automated Driving Group and Senior Vice President and General Manager of the Internet of Things Solutions Group. Mr. Davis holds a bachelor's degree in electrical engineering from New Mexico State University and an MBA from W.P. Carey Graduate School of Business at Arizona State University. We believe that Mr. Davis' significant technological expertise and operational experience make him well qualified to serve as a member of our Board.

Non-Employee Director Compensation

We compensate our non-employee directors with a combination of cash and equity in the form of restricted stock units (“RSUs”). David Roberts, our President and Chief Executive Officer, also serves as a director and we compensate Mr. Roberts solely for serving as our President and Chief Executive Officer - see “Executive Compensation” below - and do not provide additional compensation for his service as a director. The following table describes our annual compensation arrangements with our non-employee directors.

Cash ⁽¹⁾		
Board member fee	\$	60,000
Committee chair fees ⁽²⁾		
Audit Committee	\$	20,000
Compensation Committee	\$	15,000
Nominating and Corporate Governance Committee	\$	10,000
Committee member fees		
Audit Committee	\$	10,000
Compensation Committee	\$	7,500
Nominating and Corporate Governance Committee	\$	4,000
Equity		
Director restricted stock unit grant ⁽³⁾	\$	90,000

(1) Amounts reflected in this table are annual amounts; payments are made on a quarterly basis.

(2) Committee chairs do not receive an additional fee for being a member of the committee they chair.

(3) The equity award has a grant date fair value of approximately \$90,000 and vests in full on the earlier of (a) the date immediately preceding the date of the next annual stockholder meeting following the grant or (b) one year from the grant date.

The following table provides information for all compensation awarded to, earned by or paid to each person who served as a non-employee director in the fiscal year ending December 31, 2019. Mr. Roberts is not included in the table below because he did not receive additional compensation for his service as a director. The compensation received by Mr. Roberts as an employee is shown below in “Executive Compensation-Summary Compensation Table.”

The following table sets forth information concerning the compensation earned by or paid to our non-employee directors during fiscal 2019.

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Total (\$)
Douglas Davis	38,750	90,002	128,752
Jay Geldmacher	82,500	90,002	172,502
Bryan Kelln	60,000	90,002	150,002
Jacob Kotzubei	60,000	90,002	150,002
John Rexford	84,000	90,002	174,002
Cynthia Russo	38,750	90,002	128,752

(1) Amounts shown in this column reflect the total cash retainer earned by each director for board and committee service during 2019.

(2) The aggregate dollar value of the 6,475 RSUs awarded to each non-employee director in 2019 is based on \$13.90 per unit, the fair market value of our Class A Common Stock on August 21, 2019. Amounts shown in this column do not reflect dollar amounts actually received by our non-employee directors. Instead, these amounts reflect the aggregate grant date fair value of each equity award granted in 2019, computed in accordance with the provisions of Financial Accounting Standards Board (“*FASB*”) Accounting Standards Codification (“*ASC*”) Topic 718. Assumptions used in the calculation of these amounts are included in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019. As required by SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.

We currently reimburse our directors for their reasonable out-of-pocket expenses in connection with attending meetings of our Board and committees. We have granted equity awards to our non-employee directors as compensation for their services. All of our non-employee directors hold RSUs. In August 2019, each of the non-employee directors were granted 6,475 RSUs, which vest on the earlier of (a) the date immediately preceding the date of the next annual stockholder meeting following the grant or (b) one year from the grant date.

PROPOSAL 2:

Advisory Vote to Approve Executive Compensation

As required by Section 14A of the Exchange Act, we are asking our stockholders to vote to approve, on an advisory non-binding basis, the compensation of our named executive officers as disclosed in this Proxy Statement. We currently plan to conduct this non-binding vote to approve executive compensation annually with the next non-binding vote taking place at the 2021 annual meeting of stockholders.

As described in detail under the heading “*Compensation Discussion and Analysis*,” our executive compensation program is designed to drive and reward performance and align the compensation of our named executive officers with the interests of our stockholders. We believe that our compensation program effectively aligns the interests of employees and stockholders and rewards superior short-term and long-term financial and operational performance. Please read the section entitled “*Compensation Discussion and Analysis*” beginning on page 31 and the compensation tables and narrative disclosure that follow for specific details about our executive compensation programs. Your vote is not intended to address any specific item of our compensation program, but rather to address our overall approach to the compensation of our named executive officers described in this Proxy Statement.

Accordingly, we are asking our stockholders to vote **FOR** the following resolution:

RESOLVED, that the stockholders hereby approve, on an advisory non-binding basis, the compensation paid to the Company’s named executive officers, as disclosed in the Company’s proxy statement for the 2020 Annual Meeting of Stockholders, pursuant to the compensation disclosure rules of the SEC, including in the Compensation Discussion and Analysis, the compensation tables and the narrative discussions that accompany the compensation tables.

Vote Required

The approval of this advisory non-binding proposal requires the affirmative vote of a majority of the votes cast by the stockholders present in person or by proxy at the Annual Meeting and entitled to vote thereon.

As an advisory vote, this proposal will not be binding on the Company, our Board or our compensation committee in any way. As such, the results of the vote will not be construed to create or imply any change to the fiduciary duties of our Board. Notwithstanding the advisory non-binding nature of this vote, our Board values the opinions of our stockholders, and will consider the outcome of the vote when setting the frequency of the advisory vote on executive compensation.

Our Board recommends a vote **FOR** the approval, on an advisory non-binding basis, of our named executive officer compensation as disclosed in this Proxy Statement.

PROPOSAL 3:

Advisory Vote on Frequency of Say-On-Pay Vote

As required by Section 14A of the Exchange Act, we are providing our stockholders with the opportunity to cast an advisory vote on how frequently we will hold a non-binding vote on our named executive officers' compensation, which is commonly referred to as a "say-on-pay" vote. By voting with respect to this proposal, stockholders may indicate whether they would prefer that we conduct future advisory non-binding votes to approve the compensation of our named executive officers every one, two or three years. Our Board has determined that an annual advisory non-binding vote to approve the compensation of our named executive officers will allow our stockholders to provide timely and direct input on our executive compensation philosophy, policies and practices as disclosed in the proxy statement each year. Our Board believes that an annual vote is therefore consistent with our efforts to engage in an ongoing dialogue with our stockholders on executive compensation and corporate governance matters.

Vote Required

Stockholders will not be voting to approve or disapprove of the recommendation of our Board. The proxy card provides stockholders with the opportunity to choose among four options with respect to this proposal (holding the vote every **1 YEAR**, **2 YEARS**, or **3 YEARS**, or **ABSTAIN** from voting). The frequency that receives the highest number of votes cast by the stockholders present in person or by proxy at the Annual Meeting and entitled to vote thereon will be deemed to be the frequency selected by our stockholders.

As an advisory vote, this proposal will not be binding on the Company, our Board or our compensation committee in any way. As such, the results of the vote will not be construed to create or imply any change to the fiduciary duties of our Board. Our Board may decide that it is in the best interests of our stockholders and the Company to hold an advisory non-binding vote on our named executive officer compensation more or less frequently than the option approved by our stockholders. Notwithstanding the advisory non-binding nature of this vote, our Board values the opinions of our stockholders, and will consider the outcome of the vote when setting the frequency of the advisory vote on executive compensation.

Our Board recommends a vote of **1 YEAR** for the frequency of future non-binding votes on our named executive officers' compensation.

**PROPOSAL 4:
Ratification of Selection of Independent Registered Public Accounting Firm**

Our audit committee has appointed E&Y as our independent registered public accounting firm for the fiscal year ending December 31, 2020 and has further directed that management submit this selection for ratification by the stockholders at the Annual Meeting. E&Y has been our independent registered public accounting firm since the consummation of the Business Combination on October 17, 2018.

Representatives of E&Y are expected to be present during the Annual Meeting, where they will be available to respond to appropriate questions and, if they desire, to make a statement. Our Board is submitting this selection as a matter of good corporate governance and because we value our stockholders' views on our independent registered public accounting firm. Neither our bylaws nor other governing documents or law require stockholder ratification of the selection of our independent registered public accounting firm. If the stockholders fail to ratify this selection, our Board will reconsider whether or not to retain that firm. Even if the selection is ratified, our Board may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and in the best interests of our stockholders.

Vote Required

An affirmative vote from holders of a majority in voting power of the shares present at the Annual Meeting or represented by proxy and entitled to vote on the proposal will be required to ratify the selection of E&Y.

Principal Accountant Fees and Services

During the period from January 1, 2017 until the Business Combination on October 17, 2018, KPMG LLP ("**KPMG**") served as our independent registered public accounting firm. After the Business Combination, our audit committee approved a change in accountants and engaged E&Y as our independent registered public accounting firm.

The following table provides the aggregate fees for services provided by our independent registered public accounting firms for the fiscal years ending December 31, 2019 and December 31, 2018.

Type of Fees	Fiscal Year Ended December 31, 2019		Fiscal Year Ended December 31, 2018	
	E&Y (\$)	E&Y (\$)	E&Y (\$)	KPMG (\$)
Audit fees ⁽¹⁾	2,297,025	894,511	—	67,000
Audit-Related Fees ⁽²⁾	295,000	—	—	—
Tax Fees ⁽³⁾	15,664	61,800	—	—
Other ⁽⁴⁾	—	—	—	1,326,200
Total fees	2,607,689	956,311	—	1,393,200

⁽¹⁾ **Audit Fees.** Audit fees consist of fees billed for professional services rendered for the audit of our year-end consolidated financial statements and related services that are normally provided by our independent registered public accounting firm in connection with statutory and regulatory filings, including the review of our quarterly consolidated financial statements included in our Quarterly Reports on Form 10-Q and fees paid in 2019 for the implementation and audit of internal controls over financial reporting as required by Section 404 of the Sarbanes Oxley Act of 2002. We paid \$67,000 to KPMG for services provided in 2018 for services related to interim reviews and review of the proxy for the Business Combination prior to the appointment of E&Y. We paid \$894,511 to E&Y in 2018 for the audit of our consolidated financial statements performed after the Business Combination.

⁽²⁾ **Audit Related Fees.** Audit-related fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit Fees." We paid E&Y \$295,000 for audit-related services in 2019, which consisted of providing comfort letters for various transactions.

- (3) **Tax Fees.** Tax fees consist of fees billed for tax consultation services for the Business Combination and professional services relating to tax compliance, tax planning, and tax advice. We paid \$61,800 in 2018 and \$15,664 in 2019 to E&Y for tax-related services.
- (4) **Other Fees.** Other fees consist of fees billed for advisory services. We paid \$1,326,200 to KPMG for advisory services in fiscal year 2018.

Audit Committee Approval

Our audit committee approved all of the foregoing services. The audit committee pre-approves all audit and permissible non-audit services provided by our independent registered public accounting firm. These services may include audit services, audit-related services, tax and other services. Pre-approval is generally provided for up to one year, and any pre-approval is detailed as to the particular service or category of services. Our independent registered public accounting firm and management are required to periodically report to the audit committee regarding the extent of services provided by our independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. Our audit committee may also pre-approve particular services on a case-by-case basis. During 2018 and 2019 services provided by E&Y and KPMG were pre-approved by the audit committee in accordance with this policy.

Our Board recommends a vote **FOR** the ratification of E&Y as our independent registered public accounting firm for the fiscal year ending December 31, 2020.

Report of the Audit Committee

On behalf of our Board, our audit committee oversees the financial reporting process for which management has responsibility. Our independent registered public accounting firm, E&Y, was responsible for performing an audit of our consolidated financial statements.

The audit committee has reviewed and discussed the audited consolidated financial statements for the fiscal year ended December 31, 2019 with our management. The audit committee has discussed with its independent registered public accounting firm, E&Y, the matters required to be discussed by Auditing Standard No. 1301, *Communications with Audit Committees*, as issued by the Public Company Accounting Oversight Board (“**PCAOB**”). The audit committee has also received the written disclosures and the letter from E&Y required by applicable requirements of the PCAOB regarding the independent accountants’ communications with the audit committee concerning independence, and has discussed with E&Y its independence. Based on the foregoing, the audit committee has recommended to our Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

The Audit Committee

John Rexford (Chair)

Cynthia Russo

Jay Geldmacher

The material in this report is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference in any of our filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information with respect to the beneficial ownership of our Class A Common Stock as of April 1, 2020:

- each of our named executive officers;
- each of our directors;
- all directors and executive officers as a group; and
- each person, or group of affiliated persons, known by us to beneficially own more than five percent of our Class A Common Stock.

The percentage of shares beneficially owned shown in the table is based on 161,692,539 shares of Class A Common Stock outstanding as of April 1, 2020. In computing the number of shares of capital stock beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares of our Class A Common Stock underlying warrants and time-based restricted stock units held by the person that are currently exercisable or exercisable within 60 days of April 1, 2020. However, we did not deem such shares of our Class A Common Stock outstanding for the purpose of computing the percentage ownership of any other person.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power. To our knowledge, except as indicated in the footnotes to this table and subject to community property laws where applicable, the persons named in the table below have sole voting and investment power with respect to all shares of our Class A Common Stock shown as beneficially owned by them. The information contained in the following table is not necessarily indicative of beneficial ownership for any other purpose, and the inclusion of any shares in the table does not constitute an admission of beneficial ownership of those shares. Except as otherwise noted below, the address for persons listed in the table is c/o Verra Mobility Corporation, 1150 North Alma School Road, Mesa, Arizona 85201. The information provided in the table below is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

	Shares Beneficially Owned Class A Common Stock	% of Voting Power ^(†)
	Shares (1)	
5% Beneficial Owners		
Entities affiliated with Platinum Equity, LLC ⁽²⁾	30,391,293	18.8%
FMR LLC ⁽³⁾	22,478,925	13.9%
The Vanguard Group ⁽⁴⁾	11,877,903	7.3%
Fairview Capital Investment Management LLC ⁽⁵⁾	10,671,718	6.6%
BlackRock, Inc. ⁽⁶⁾	9,122,679	5.6%
Named Executive Officers		
David Roberts ⁽⁷⁾	403,468	*
Patricia Chiodo ⁽⁸⁾	94,252	*
Garrett Miller ⁽⁹⁾	12,690	*
Vincent Brigidi	45,173	*
Rebecca Collins	11,500	*
Directors⁽¹⁰⁾		
Douglas Davis	6,475	*
Jay Geldmacher	15,359	*
Bryan Kelln	15,359	*
Jacob Kotzubei ⁽¹¹⁾	818,369	*
John Rexford	25,409	*
Cynthia Russo	6,475	*
All directors and executive officers as a group (11 persons)⁽¹²⁾	1,454,539	*

- * Denotes less than 1%.
- † Each share of Class A Common Stock will be entitled to one vote per share.
- (1) Includes shares of Class A Common Stock issuable pursuant to derivatives exercisable within 60 days after April 1, 2020.
 - (2) Based on information contained in a Schedule 13D/A filed on February 4, 2020, Platinum Equity beneficially owns 30,391,293 shares of Class A Common Stock, which includes (i) Private Placement Warrants (as defined below) to purchase 2,611,205 shares of Class A Common Stock acquired in a distribution by Gores Sponsor II LLC to certain of its investors, including Platinum Equity, (ii) 3,540,344 shares of Class A Common Stock acquired in a private placement by us, (iii) 24,239,744 shares of Class A Common Stock held directly by PE Greenlight Holdings, LLC. Neither Platinum Equity, PE Greenlight Holdings, LLC, nor any of the investors described above has the sole power to vote or direct the voting of the shares of our Class A Common Stock beneficially owned by Platinum Equity. PE Greenlight Holdings, LLC is owned by Platinum Equity Capital Partners IV, L.P. (“**PECP IV**”) and Platinum Greenlight Principals, LLC (“**PGP**”). PECP IV and PGP are ultimately controlled by Platinum Equity, LLC. Tom Gores is the ultimate beneficial owner of Platinum Equity, LLC. Each of the foregoing may therefore be deemed to be a beneficial owner of the shares of our Class A Common Stock held by PE Greenlight Holdings, LLC. Mr. Gores is the brother of Alec Gores, our former chairman. The business address of PE Greenlight Holdings, LLC is c/o Platinum Equity Advisors, LLC, 360 North Crescent Drive, South Building, Beverly Hills, California 90210.
 - (3) Based on information contained in a Schedule 13G filed on February 7, 2020, FMR LLC beneficially owns 22,478,925 shares of Class A Common Stock, including sole voting power over 1,523,571 shares, shared voting power over zero shares, sole dispositive power over 22,478,925 shares and shared dispositive power over zero shares. The business address of FMR LLC is 245 Summer Street, Boston, Massachusetts 02210.
 - (4) Based on information contained in a Schedule 13G filed on February 11, 2020, The Vanguard Group beneficially owns 11,877,903 shares of Class A Common Stock, including sole voting power over 267,676 shares, shared voting power over 7,593 shares, sole dispositive power over 11,616,947 shares and shared dispositive power over 260,956 shares. The business address of The Vanguard Group is 100 Vanguard Blvd. Malvern, PA 19355.
 - (5) Based on information contained in a Schedule 13G filed on March 23, 2020, Fairview Capital Investment Management, LLC beneficially owns 10,671,718 shares of Class A Common Stock, including sole voting power over zero shares, shared voting power over 10,671,718 shares, sole dispositive power over zero shares and shared dispositive power over 10,671,718 shares. The business address of Fairview Capital Investment Management, LLC is 300 Drakes Landing Road, Suite 250, Greenbrae, CA 94904.
 - (6) Based on information contained in a Schedule 13G filed on February 7, 2020, BlackRock, Inc. beneficially owns 9,122,679 shares of Class A Common Stock, including sole voting power over 8,900,425 shares, shared voting power over zero shares, sole dispositive power over 9,122,679 shares and shared dispositive power over zero shares. The business address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055.
 - (7) Consists of (i) 394,068 shares of Class A Common Stock held by David Roberts and (ii) 9,400 shares of Class A Common Stock held by David & Kimberly Roberts Family Trust UA dated 12/13/2006 for the benefit of David Roberts and of which David Roberts is a trustee.
 - (8) Consists of (i) 84,252 shares of Class A Common Stock held by Patricia Chiodo and (ii) 10,000 shares of Class A Common Stock held by Patricia D Chiodo Revocable Living Trust for the benefit of Patricia Chiodo and of which Patricia Chiodo is a trustee.
 - (9) Consists of 12,690 shares of Class A Common Stock held by Miller Family Trust for the benefit of Garrett Miller and of which Garrett Miller is a trustee.
 - (10) Shares listed for each of our non-employee directors include 6,475 shares of Class A Common Stock issuable upon the vesting of 6,475 RSUs held by each director, which will vest on the date immediately preceding the date of the Annual Meeting. See “*Non-Employee Director Compensation*” above.
 - (11) Includes 340,861 shares of Class A Common Stock issuable upon the exercise of 340,861 Private Placement Warrants.
 - (12) Includes the following 11 individuals: Douglas Davis (director), Jay Geldmacher (director), Bryan Kelln (director), Jacob Kotzubei (director), John Rexford (director), Cynthia Russo (director), David Roberts (officer and director), Patricia Chiodo (officer), Garrett Miller (officer), Vincent Brigidi (officer) and Rebecca Collins (officer).

Executive Officers

The following is biographical information for our executive officers, as of the date of this proxy statement:

Name	Age	Position
David Roberts	49	President and Chief Executive Officer
Patricia Chiodo	54	Chief Financial Officer
Garrett Miller	40	Executive Vice President, Government Solutions
Vincent Brigidi	43	Executive Vice President, Commercial Services
Rebecca Collins	50	General Counsel

David Roberts has served as Verra Mobility's President and Chief Executive Officer since the consummation of the Business Combination and served as the President and Chief Executive Officer of ATS from May 2018 until the Business Combination. He served as ATS' Chief Operating Officer from August 2014 to May 2018. Mr. Roberts brings more than 24 years of management experience to Verra Mobility. Prior to Verra Mobility, from April 2012 to August 2014, Mr. Roberts was the President and Chief Executive Officer of BillingTree, a multi-channel electronic payment platform company. Prior to joining BillingTree, from August 2008 to March 2012, Mr. Roberts was a Managing Director at Bank of America Merrill Lynch, leading the Equity Plan Services business. Mr. Roberts joined Bank of America Merrill Lynch via its acquisition of Equity Methods, where he served as Chief Executive Officer.

Patricia Chiodo has served as Verra Mobility's Chief Financial Officer since the consummation of the Business Combination and served in the same capacity at ATS since June 2015. Prior to joining Verra Mobility, Ms. Chiodo served as the Co-President and Chief Financial Officer of Origami Owl LLC from September 2013 to April 2015. Ms. Chiodo also served as a director of Acme Lift Company from March 2013 to March 2015. Prior to joining Origami Owl LLC, Ms. Chiodo was a consultant to privately held companies from May 2012 to August 2013, and was the Senior Vice President and Chief Financial Officer for RSC Holdings, Inc. from April 2010 to April 2012. Ms. Chiodo holds a bachelor's degree in business administration from the University of Arizona.

Garrett Miller has served as Verra Mobility's Executive Vice President, Government Solutions, since June 2019. Prior to joining Verra Mobility, Mr. Miller served as GE Current's Chief Digital Officer from February 2017 to May 2019 and prior to that as its Chief Operating Officer, Digital, from May 2016 to January 2017. Prior to GE, Mr. Miller served in a number of senior leadership roles at SAP between June 2009 and April 2016, culminating with serving as its Global Vice President of R&D, Engineering Line of Business, between January 2014 and April 2016. Mr. Miller holds a bachelor's degree in geology from Pomona College and a master's degree in environmental engineering from Yale University.

Vincent Brigidi has served as Verra Mobility's Executive Vice President, Commercial Services, since January 2019, and previously served as its Executive Vice President, Emerging Markets within the Commercial Services Segment, from May 2018 to January 2019. From September 2014 to May 2018, Mr. Brigidi served as ATS' Senior Vice President and General Manager of the Fleet Services Business Unit. Prior to joining Verra Mobility, Mr. Brigidi served as President and Chief Operating Officer at The CEI Group, which was then a PPG Industries, Inc. subsidiary, from September 2011 to September 2014. Mr. Brigidi holds a bachelor's degree in marketing from James Madison University.

Rebecca Collins has served as Verra Mobility's General Counsel since the consummation of the Business Combination and served in the same capacity at ATS since May 2016. Prior to joining Verra Mobility, Ms. Collins served as General Counsel and Chief Compliance Officer at Contractor Management Services (now known as Openforce) from November 2015 to May 2016, which followed her role as Deputy General Counsel at NJOY, Inc. from August 2013 to October 2015. Prior to working at NJOY, Inc., Ms. Collins served as Senior Associate General Counsel at General Dynamics C4 Systems, where she started in May 2001. Ms. Collins holds a bachelor's degree from the University of Pennsylvania and a J.D. from the James E. Rogers College of Law at the University of Arizona.

Executive Compensation

Compensation Discussion and Analysis

Introduction

This Compensation Discussion and Analysis (the “**CD&A**”) describes the material elements of compensation awarded to, earned by, or paid to each of our named executive officers. This CD&A also describes our executive compensation philosophy, objectives and design, as well as the manner in which the Company awards, and our named executive officers earn, such compensation. Finally, this CD&A is intended to supplement the data presented in the Summary Compensation Table and other compensation tables that follow the CD&A.

Our named executive officers, consisting of our principal executive officer, principal financial officer and the next three most highly compensated executive officers as of December 31, 2019, were:

- David Roberts, President and Chief Executive Officer;
- Patricia Chiodo, Chief Financial Officer;
- Garrett Miller, Executive Vice President, Government Solutions;
- Vincent Brigidi, Executive Vice President, Commercial Services; and
- Rebecca Collins, General Counsel.

Executive Summary

Key Compensation Highlights

Verra Mobility’s executive compensation program was designed to be consistent with its executive compensation principles, objectives, and commitment to sound corporate governance, as summarized below.

- **Moderate increases to target cash compensation.** For 2019, target cash compensation increases for our named executive officers ranged from approximately 2.2% to approximately 5.9%.
- **Annual cash incentive outcomes consistent with strong Company performance.** Overall achievement relative to our target financial goals was approximately 100% of target. Executive payouts ranged from 96.5% to 128% of target.
- **No equity awards for most of our named executive officers.** Executives that were employed by Greenlight prior to the Business Combination were paid cash transaction bonuses and granted Verra Mobility restricted stock units (“**RSUs**”) in October 2018 that together were intended to replace the value of their previous equity holdings in Greenlight, which were terminated as part of the Business Combination. All replacement equity awards granted in 2018 will vest in four equal annual installments beginning on the first anniversary of the date of grant. Mr. Miller received a grant of RSUs upon joining the Company.
- **Implementation of a new long-term incentive program.** In March 2020, executives received annual equity awards comprised of a combination of stock options, time-based RSUs, and performance-based RSUs. Performance-based RSUs are tied to three-year relative total shareholder return (“**TSR**”) performance versus a comparator group.

Compensation Philosophy and Objectives

Our philosophy is to align our executive compensation with the interests of our stockholders by emphasizing performance-based incentive compensation focused on objectives that our Board believes have a significant impact on long-term stockholder value. We recognize that an effective compensation strategy and philosophy is critical to recruiting, incentivizing, and retaining key employees who contribute to the achievement of our short-term and long-term success and thereby create value for our stockholders. Therefore, our executive compensation program is designed to reinforce the following objectives:

- reward our named executive officers for sustained financial and operating performance, strong leadership and individual performance;
- align our named executive officers' interests with the interests of our stockholders; and
- encourage our successful named executive officers to remain with us for the long term.

Underpinning our compensation philosophy is the belief that Verra Mobility is a growth company with the potential to have a significant impact on the global smart mobility technology solutions and services industry. Achieving that potential should result in value creation for our stockholders. Thus, we believe that management's incentives, our annual goals, and the long-term goals set by our compensation committee and our Board should reflect that growth orientation.

Elements of Our Executive Compensation Program

Our compensation program in 2019 consisted of base salary, annual cash incentives and restricted stock units. The following table summarizes the primary elements and objectives of our 2019 compensation program for executive officers, including our named executive officers.

Element	Description	Primary Objectives
Base Salary	Ongoing cash compensation based on the executive officer's role and responsibilities, individual job performance, and experience.	• Recruitment and retention
Annual Cash Incentive (Annual Incentive Bonus Plan)	Annual incentive with target award amounts for each executive officer. Actual cash payouts are linked to achievement of annual Company goals and individual performance. For 2019, payouts could range from 0%-200% of target depending on the relevant metric.	• Drive top-tier performance • Incentivize and reward
Long-Term Incentives	Mr. Miller received a grant of RSUs, which vest over four years in equal annual installments, upon joining the company. No other named executive officer received an equity award during 2019. In 2020, executives received annual equity awards comprised of a combination of stock options, time-based RSUs and performance-based RSUs. Stock options and RSUs vest over four years in equal installments. Performance-based RSUs will vest three years from the grant date and are based on the achievement of the Company's three-year relative TSR compared to a select peer group.	• Drive top-tier performance • Align with stockholders' interests • Link realized value entirely to stock price appreciation • Retention

Executive Pay Mix

Our philosophy is to deliver a significant portion of compensation in the form of at-risk, performance-based components. In 2019, a significant portion of our executive compensation consisted of variable, at-risk compensation. Forty-nine percent of Chief Executive Officer compensation for 2019 was delivered in variable compensation elements, and 50% of our other named executive officers' overall compensation, on average, was delivered in at-risk variable compensation. In 2019, we did not make annual equity awards to all of our named executive officers, which impacted the pay mix for 2019.

Compensation Decision-Making Process

The compensation committee has numerous tools at its disposal to help Verra Mobility accomplish its short- and long-term performance goals. The compensation committee generally chooses to utilize those tools as follows in its administration and oversight of our executive compensation program.

Role of the Compensation Committee

The compensation committee works closely with its independent consultant and meets regularly, including in executive session without members of management present, to make decisions on our executive compensation program and on the compensation of our Chief Executive Officer and other executives. The committee reviews a variety of market data and information, including company, peers, and technology industry compensation information, and considers the recommendations of its independent consultant when making compensation decisions. The committee chair reports the actions of the committee to our Board at each regular meeting. The committee's responsibilities include, among other things, reviewing and approving (or making recommendations to the board of directors, as applicable, regarding):

- our compensation philosophy and objectives;
- amounts and form of compensation to executives;
- annual and long-term incentive targets and performance goals;
- achievement of goals in annual and long-term incentive plans;
- non-employee director compensation;
- the peer companies used for assessing market compensation levels, pay practices and performance; and
- CD&A disclosure in the annual proxy statement.

The full description of the compensation committee's authority and responsibilities is provided in the compensation committee charter, which is available on our investor relations website, <http://ir.verramobility.com/corporate-governance/governance-highlights>.

Role of the Independent Compensation Consultant

The compensation committee retained Poe Group to advise on our 2019 executive compensation programs and practices and our executive compensation decisions until July 2019. In July 2019, the compensation committee selected Semler Brossy Consulting Group, LLC ("**Semler Brossy**") to serve as the committee's independent compensation consultant going forward. Poe Group and Semler Brossy were each engaged to assist the compensation committee with a variety of tasks, which included among other things, conducting and presenting the annual review of the total compensation packages for our executive officers, including base salary, cash bonuses, long-term incentives and total direct compensation; reviewing market data on compensation; reviewing and assessing the annual and long-term incentives currently provided to executives and future awards; aligning and testing performance-related pay; reviewing non-employee directors' compensation; reviewing the Company's peer group; and understanding market trends. The compensation committee assessed the independence of Poe Group and Semler Brossy pursuant to the rules prescribed by the SEC and Nasdaq and concluded that no conflict of interest existed in 2019 that would have prevented Poe Group or Semler Brossy from serving as an independent consultant to the compensation committee.

Role of Management

When making decisions on executive compensation, the compensation committee considers input from the Company's Chief Executive Officer, who provides his evaluation of each executive officer's performance to the compensation committee, and makes recommendations with respect to base salary and target incentives, incentive awards and equity awards for each executive officer other than himself. This recommendation is considered by the compensation committee, which makes its own ultimate determinations. No member of management, including the Chief Executive Officer, is present during the deliberation of his or her own compensation decisions.

Competitive Market Information

The compensation committee considered competitive market practices when setting total pay levels. However, competitive market data is only one of several resources made available to the compensation committee to assist it in setting executive compensation levels. The committee also considers individual-specific factors, such as individual performance, experience and level and scope of responsibilities, company performance and economic conditions. The compensation committee does not use a formula or fixed target to determine compensation.

In setting compensation, the compensation committee compares base salaries, annual incentive opportunities, and long-term compensation for the executives to a peer group of companies with similar business and size characteristics. The compensation committee regularly reviews the composition of the peer group and makes modifications as appropriate. A comprehensive review was conducted in February 2019. We believe these peer group companies on the whole are:

- appropriate in size (considering revenue, net income, market capitalization, EBIT, enterprise value and assets);
- companies with which we are likely to compete for executive talent; and/or
- companies that share a similar business model or similar business content in one or more areas.

Our 2019 peer group consisted of the following companies:

ACI Worldide	Alarm.Com Holdings, Inc.	ALJ Regional Holdings, Inc.
Aspen Technology	Badger Meter	Blackbaud
CSG Systems	Cubic Corporation	EVERTEC, Inc.
ExlService Holdings	FICO	Guidewire Software
Imperva	Manhattan Associates	MTS Systems
Net 1 UEPS Technologies	NIC	OSI Systems
PRGX Global	Tyler Technologies	WEX Inc.

In addition to these peer companies, the compensation committee also reviews pay data from compensation surveys, where relevant, as an additional reference point when setting executive compensation levels.

2019 Compensation Decisions

Base Salary

Base salary is a fixed element within a total compensation package intended to attract and retain the talent necessary to successfully manage our business and execute our business strategies. Base salary for our named executive officers is established based on the scope of their responsibilities, taking into account relevant experience, internal pay equity, tenure and other factors deemed relevant. The table below shows the annualized 2019 base salary for each named executive officer.

Name	Base Salary (\$)
David Roberts	441,000
Patricia Chiodo	372,863
Garrett Miller	292,000
Vincent Brigidi	302,423
Rebecca Collins	309,000

Annual Incentive Bonus Plan

During 2019, we sponsored the 2019 Verra Mobility Annual Incentive Bonus Plan (the “**2019 Bonus Plan**”) for employees who were active, full-time, salaried employees of Verra Mobility and who were approved for participation by our Chief People Officer and Chief Executive Officer. Participants in the 2019 Bonus Plan, which included our named executive officers, were eligible to receive cash bonus payments based on Company (or segment, as applicable) and individual performance. For 2019, the bonus targets for the named executive officers were established as a percentage of base salary as follows:

Name	Target Award % (% of Base Salary)
David Roberts	100%
Patricia Chiodo	75%
Garrett Miller	75%
Vincent Brigidi	75%
Rebecca Collins	60%

Payment of annual bonuses to the named executive officers was based on individual performance and on achievement of revenue and adjusted EBITDA targets for the Company and each of its segments for the plan year, as determined by our Chief Financial Officer and approved by our compensation committee.

Performance Metric Weighting					
Name	Consolidated Revenue	Consolidated Adjusted EBITDA	Business Unit Revenue	Business Unit Adjusted EBITDA	Individual Performance
David Roberts	65%	35%			
Patricia Chiodo	50%	30%			20%
Garrett Miller			50%	30%	20%
Vincent Brigidi			50%	30%	20%
Rebecca Collins	50%	30%			20%

Our consolidated revenue for fiscal year 2019 was approximately \$448.7 million, which correlated to approximately 101% against the consolidated revenue target. Our consolidated adjusted EBITDA for fiscal year 2019 was approximately \$241.3 million, which correlated to approximately 98% against the consolidated adjusted EBITDA target. Our Commercial Services revenue for fiscal year 2019 was approximately \$276.5 million, which correlated to approximately 97% against the Commercial Services revenue target. Our Commercial Services adjusted EBITDA for fiscal year 2019 was approximately \$175.4 million, which correlated to approximately 95% against the Commercial Services adjusted EBITDA target. Our Government Solutions revenue for fiscal year 2019 was approximately \$172.3 million, which correlated to approximately 107% against the Government Solutions revenue target. Our Government Solutions adjusted EBITDA for fiscal year 2019 was approximately \$66.2 million, which correlated to approximately 106% against the Government Solutions adjusted EBITDA target.

Performance Metric	Performance Metric Goals and Achievement (\$MM)				2019 Actual Performance
	<Threshold	Threshold	Target	Maximum	
<i>Payout as a % of Target</i>	0%	50%	100%	200%	
Consolidated					
Revenue	<\$377.4	\$377.4	\$444.0	\$532.8	\$448.7
Adjusted EBITDA	<\$209.8	\$209.8	\$246.9	\$296.2	\$241.3
Commercial Services Business Unit					
Revenue	<\$240.7	\$240.7	\$283.2	\$339.9	\$276.5
Adjusted EBITDA	<\$156.9	\$156.9	\$184.6	\$221.5	\$175.4
Government Solutions Business Unit					
Revenue	<\$136.7	\$136.7	\$160.8	\$192.9	\$172.3
Adjusted EBITDA	<\$53.0	\$53.0	\$62.3	\$74.8	\$66.2

Based on these performance metrics and their respective individual performance as determined pursuant to the 2019 Bonus Plan, bonus payments to our named executive officers were as follows:

- David Roberts - \$425,673;
- Patricia Chiodo - \$301,344;
- Garrett Miller - \$153,278;
- Vincent Brigidi - \$222,539; and
- Rebecca Collins - \$199,417.

Verra Mobility Corporation 2018 Equity Incentive Plan

The Verra Mobility 2018 Equity Incentive Plan (the “**2018 Equity Plan**”) was approved by our stockholders on October 17, 2018, after being adopted by our Board on July 10, 2018, subject to stockholder approval. Awards made under the 2018 Equity Plan allow us to attract new key employees, to continue to retain existing key employees, directors and other service providers for our and our stockholders’ long-term benefit and to align the interests of our employees, directors and other service providers with the interests of our stockholders. The 2018 Equity Plan authorizes the compensation committee to provide incentive compensation in the form of stock options, restricted stock and stock units, performance shares and units, other stock-based awards and cash-based awards. The maximum aggregate number of shares authorized for issuance under the 2018 Equity Plan is 10,864,000, and such shares shall consist of authorized but unissued or reacquired shares or any combination thereof.

RSUs granted under the 2018 Equity Plan represent rights to receive shares of our Class A Common Stock at a future date determined in accordance with the participant’s award agreement. No monetary payment is required for receipt of RSUs or the shares issued in settlement of the award, the consideration for which is furnished in the form of the participant’s services to the Company. RSUs may not be transferred by the participant. Participants have no voting rights or rights to receive cash dividends with respect to RSUs until shares of stock are issued in settlement of such awards. Unless otherwise provided by the compensation committee, a participant will forfeit any RSUs which have not vested prior to the participant’s termination of service.

The Merger Agreement required us, promptly following the closing of the Business Combination, to grant awards of RSUs equal to approximately three percent of our outstanding capital stock as of closing to certain individuals who entered into termination agreements relating to their performance units granted under the Participation Plan. These awards of RSUs were granted as a material inducement to the employees entering into employment with us and were intended to replace the value of their previous equity holdings. The awards vest ratably over four years (subject to continued employment). On October 23, 2018, we granted RSUs to our named executive officers in the following amounts:

- David Roberts – 1,185,489 RSUs;
- Patricia Chiodo – 581,552 RSUs;

- Vincent Brigidi – 277,301 RSUs; and
- Rebecca Collins – 160,274 RSUs.

Because these awards were made in October 2018, the named executive officers listed above did not receive equity grants in 2019.

In June 2019, Garrett Miller joined the Company and was granted 21,159 RSUs that vest in the same manner and on the same conditions as the RSUs described above. This grant represented a dollar value approximately equal to Mr. Miller’s annual base salary.

2020 Long-Term Incentive Program

For 2020, the compensation committee approved long-term incentives for our named executive officers comprised of performance-based RSUs, stock options, and time-based RSUs. Stock options and time-based RSUs will vest in four equal annual installments beginning on the first anniversary of the grant date. Performance-based RSUs will vest three years from the grant date based on the achievement of the Company’s three-year TSR relative to a select group of companies within the data processing and outsourced services industry.

The number of performance-based RSUs that may vest is based on the achievement of threshold (minimum required for a payout), target or maximum levels and may range from 50% to 150% of the target number of shares.

A TSR payout factor will be determined by calculating the Company’s three-year annualized TSR performance relative to a select group of companies within the data processing and outsourced services industry. If threshold level is not achieved, then no shares will vest. If achievement falls between threshold, target or maximum levels, the portion of the award that may vest will be determined based on straight-line interpolation. If the Company’s absolute TSR is negative over the three-year performance period, the number of performance-based RSUs that may vest will be capped at 100% of the target number of shares.

Other Compensation

In addition to base salary and annual and long-term performance-based compensation, our named executive officers are also eligible for the following benefits on a similar basis as our other eligible employees:

- health, dental, and vision insurance;
- paid time off including vacation, personal holidays, and sick days;
- life insurance and supplemental life insurance; and
- short-term and long-term disability insurance.

Retirement Benefits

We have a 401(k) plan that covers substantially all employees who meet certain eligibility requirements. Our named executive officers may elect to have a portion of their compensation withheld up to the statutory limit. Our 401(k) plan includes a matching contribution by us that vests immediately of up to 100% of our named executive officers’ first 3% contribution, and 50% of the next 2%, subject to the terms of the plan. Other than benefits under our 401(k) plan, we have not provided our named executive officers with any retirement benefits.

Accounting Considerations

We consider the accounting impact reflected in our financial statements when establishing the amounts and forms of executive compensation. The forms of compensation that we select are intended to be cost-efficient. Stock-based compensation expense for all share-based payment awards granted is determined based on the grant-date fair value. We recognize these compensation costs on a straight-line basis over the requisite service period of the award, which is generally the vesting term of the share-based payment award. Forfeitures are accounted for as they occur.

Compensation Risk Assessment

As a publicly traded company, we are subject to SEC rules regarding risk assessment. Those rules require a publicly traded company to determine whether any of its existing incentive compensation plans, programs, or arrangements create risks that are reasonably likely to have a material adverse effect on the company. We do not believe that our incentive compensation plans, programs, or arrangements create risks that are reasonably likely to have a material adverse effect on Verra Mobility.

Compensation Committee Report

The compensation committee has reviewed and discussed with management the CD&A set forth above. Based on this review and discussion, the compensation committee has recommended to the board of directors that the CD&A be included in this proxy statement.

The Compensation Committee

Jay Geldmacher (Chair)
Cynthia Russo
Douglas Davis

Summary Compensation Table

The following table sets forth all of the compensation awarded to, earned by or paid to our named executive officers during fiscal 2019, 2018 and 2017.

Name and Principal Position	Year	Salary (\$)(1)	Equity Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)(3)	All Other Compensation (\$)(4)	Total (\$)
David Roberts	2019	436,961	—	425,673	10,800	873,434
President and Chief Executive Officer	2018	415,384	12,009,003	519,230	7,317,709	20,261,326
	2017	400,000	—	460,000	3,692,424	4,552,424
Patricia Chiodo	2019	371,457	—	301,344	10,800	683,601
Chief Financial Officer	2018	363,174	5,891,121	204,285	3,595,269	10,053,849
	2017	355,250	—	204,269	1,397,094	1,956,613
Garrett Miller	2019	162,846	292,000	153,278	57,683	665,807
Executive Vice President, Government Solutions	2018	—	—	—	—	—
	2017	—	—	—	—	—
Vincent Brigidi	2019	300,728	—	222,539	9,674	532,941
Executive Vice President, Commercial Services	2018	292,613	2,809,059	164,595	1,719,977	4,986,244
	2017	289,274	—	289,274	941,115	1,519,663
Rebecca Collins ⁽⁵⁾	2019	307,269	—	199,417	10,800	517,486
General Counsel	2018	—	—	—	—	—
	2017	—	—	—	—	—

- (1) Mr. Miller's 2019 salary reflects his regular base salary, paid from June 3, 2019, when he joined Verra Mobility, through December 31, 2019.
- (2) Grants made to Mr. Roberts, Ms. Chiodo and Mr. Brigidi in 2018 represent the grant date fair market value of RSUs granted under the 2018 Equity Plan pursuant to the terms of the Merger Agreement on October 23, 2018, which vest over four years in equal annual installments. See the section entitled "Equity Award Inducement Grants." The grant made to Mr. Miller in 2019 represents the grant date fair market value of RSUs granted under the 2018 Equity Plan, which vest over four years in equal annual installments. The amounts in this column reflect the grant date fair value of the awards, and do not correspond to the actual value that will be realized by the named executive officer. See the notes to our consolidated financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 for a discussion of all assumptions made by us in determining the FASB ASC Topic 718 values of our equity awards.
- (3) Non-equity incentive plan compensation was earned for fiscal year 2017 under the 2017 ATS Leadership Bonus Plan and was paid in the first quarter of fiscal 2018. Non-equity incentive plan compensation was earned for fiscal 2018 under the 2018 Verra Mobility Annual Incentive Bonus Plan and was paid in the first quarter of fiscal 2019. Non-equity incentive plan compensation was earned for fiscal 2019 under the 2019 Verra Mobility Annual Incentive Bonus Plan and was paid in the first quarter of fiscal 2020.
- (4) The following table discloses each item included in the "All Other Compensation" column.
- (5) Because Ms. Collins was not a named executive officer in 2017 or 2018, her compensation for those years has been omitted.

Name and Principal Position	Year	SAR Payments (\$)(a)	Transaction Bonuses (\$)(b)	Company Safe-Harbor Contributions to 401(k) Plan (\$)	Relocation Expenses(c)	Total (\$)
David Roberts	2019	—	—	10,800	—	10,800
President and Chief Executive Officer	2018	—	7,306,909	10,800	—	7,317,709
	2017	3,181,624	500,000	10,800	—	3,692,424
Patricia Chiodo	2019	—	—	10,800	—	10,800
Chief Financial Officer	2018	—	3,584,469	10,800	—	3,595,269
	2017	1,136,294	250,000	10,800	—	1,397,094
Garrett Miller	2019	—	—	3,706	53,977	57,683
Executive Vice President, Government Solutions	2018	—	—	—	—	—
	2017	—	—	—	—	—
Vincent Brigidi	2019	—	—	9,674	—	9,674
Executive Vice President, Commercial Services	2018	—	1,709,177	10,800	—	1,719,977
	2017	909,035	25,000	7,080	—	941,115
Rebecca Collins	2019	—	—	10,800	—	10,800
General Counsel	2018	—	—	—	—	—
	2017	—	—	—	—	—

- (a) The amounts in this column represent the cash payments that Mr. Roberts, Ms. Chiodo and Mr. Brigidi received for the stock appreciation rights granted to them under the ATS 2016 Equity Incentive Plan. These amounts were paid in 2017 in connection with the acquisition of ATS by private equity vehicles sponsored by Platinum Equity.
- (b) The 2017 amounts in this column represent a transaction bonus paid to Mr. Roberts, Ms. Chiodo and Mr. Brigidi in fiscal 2017 in connection with the acquisition of ATS by private equity vehicles sponsored by Platinum Equity. The 2018 amounts in this column paid to Mr. Roberts, Ms. Chiodo and Mr. Brigidi represent lump-sum payments made to each of them pursuant to performance unit termination agreements entered into in connection with the Business Combination. See the section entitled “*Greenlight Holding Corporation 2018 Participation Plan.*”
- (c) Certain relocation expenses were paid by the Company to Mr. Miller when he joined the Company in June 2019.

Narrative Disclosure to the Summary Compensation Table

The following is a brief description of the compensation arrangements we have with each of our named executive officers and other compensation paid to our named executive officers. As described more fully below under “*Greenlight Holding Corporation 2018 Participation Plan*” and “*Equity Award Inducement Grants,*” respectively, our named executive officers received certain lump-sum cash payments and time-vested equity awards during 2018 in connection with the Business Combination. The cash payments were made in connection with agreements our named executive officers entered into to terminate performance units each of them held under a prior participation plan that was terminated immediately prior to the Business Combination closing. The equity awards were made pursuant to the Merger Agreement, which required us, promptly following the closing of the Business Combination, to grant awards of RSUs equal to an aggregate of approximately three percent of our outstanding capital stock as of closing to certain individuals who entered into the termination agreements referenced above. The RSUs were granted as a material inducement to such individuals to continue their employment with us following the Business Combination.

Greenlight Holding Corporation 2018 Participation Plan

Certain of our named executive officers were granted performance units in 2018 under the Greenlight Holding Corporation 2018 Participation Plan (the “*Participation Plan*”). These units were granted upon the termination of similar performance units previously granted in 2017. The performance units represented the right to receive a payment upon the occurrence of a “Qualifying Event” (as defined in the Participation Plan) either in the form of a cash payment or a payment in securities, depending on the type of consideration paid in connection with the Qualifying

Event. In connection with the Merger Agreement, Greenlight Holding Corporation agreed to terminate the Participation Plan effective immediately prior to the closing of the Business Combination. Participants in this plan, including Mr. Roberts, Ms. Chiodo and Mr. Brigidi, entered into termination agreements pursuant to which they received a lump-sum payment after the closing of the Business Combination in exchange for a release of claims in favor of Greenlight Holding Corporation and its affiliates. Pursuant to their respective termination letters, Mr. Roberts received a lump-sum payment of \$7,306,909, Ms. Chiodo received a lump-sum payment of \$3,584,469, and Mr. Brigidi received a lump-sum payment of \$1,709,177.

Equity Award Inducement Grants

The Merger Agreement required us, promptly following the closing of the Business Combination, to grant awards of RSUs equal to approximately three percent of our outstanding capital stock as of closing to certain individuals who entered into termination agreements relating to their performance units granted under the Participation Plan. These awards of RSUs were granted as a material inducement to the employees entering into employment with us and vest ratably over four years (subject to continued employment). On October 23, 2018, we granted RSUs that vest ratably over four years to certain of our named executive officers in the following amounts:

- David Roberts – 1,185,489 RSUs;
- Patricia Chiodo – 581,552 RSUs; and
- Vincent Brigidi – 277,301 RSUs.

Because these awards were made in October 2018, individuals who received such awards did not receive equity grants during 2019. In June 2019, Garrett Miller joined the Company and was granted 21,159 RSUs that vest in the same manner and on the same conditions as the RSUs described above. This grant represented a dollar value approximately equal to Mr. Miller’s annual base salary. See “*Outstanding Equity Awards as of December 31, 2019*” below.

Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to grants of plan-based awards to our named executive officers during 2019. Please see the “*Outstanding Equity Awards at Fiscal Year-End*” table below for additional information regarding the vesting parameters that are applicable to these awards.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Award(1)			Estimated Future Payouts Under Equity Incentive Plan Award			All other stock awards: Number of shares of stock or units(2)	Grant date fair value of stock and option awards(3)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
David Roberts			441,000						
Patricia Chiodo			279,648						
Garrett Miller	6/3/2019		219,000				21,159	291,994	
Vincent Brigidi			226,817						
Rebecca Collins			185,400						

- (1) Non-equity incentive compensation is subject to achievement of Company, and segment as applicable, revenue and adjusted EBITDA targets and individual performance.
- (2) Each RSU represents a contingent right to receive one share of our Class A Common Stock. RSUs vest in four equal annual installments beginning on June 3, 2020. Vested shares will be delivered on each settlement date.
- (3) The grant date fair value of the RSUs is based on \$13.80 per unit, the fair market value of our Class A Common Stock on June 3, 2019.

Outstanding Equity Awards as of December 31, 2019

The following table presents information regarding outstanding equity awards held by our named executive officers as of December 31, 2019. All awards were granted under our 2018 Equity Incentive Plan.

Equity Awards					
Name	Grant Date	Vesting Commencement Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested ⁽¹⁾ (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽²⁾	
David Roberts	10/23/2018	10/23/2019	889,117	12,438,747	
Patricia Chiodo	10/23/2018	10/23/2019	436,164	6,101,934	
Garrett Miller	6/3/2019	6/3/2020	21,159	296,014	
Vincent Brigidi	10/23/2018	10/23/2019	207,976	2,909,584	
Rebecca Collins	10/23/2018	10/23/2019	120,206	1,681,682	

(1) Each RSU represents a contingent right to receive one share of our Class A Common Stock. RSUs vest in four equal annual installments beginning on the vesting commencement date set forth in the table. Vested shares will be delivered on each settlement date.

(2) The aggregate dollar value of the RSUs is based on \$13.99 per unit, the fair market value of our Class A Common Stock on December 31, 2019.

Pay Ratio Disclosure

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulations, we are providing the information below regarding the ratio of the annual total compensation of our median compensated employee to that of our Chief Executive Officer (the “*CEO Pay Ratio*”).

Identifying Our Median Compensated Employee

In determining our median compensated employee, we included the following compensation elements for our global employee population other than our President and Chief Executive Officer, including employees of our consolidated subsidiaries, as of December 31, 2019 (the “*Determination Date*”), using foreign exchange rates in effect on the Determination Date for non-domestic employees:

- **annual salary**, which for hourly employees was calculated based on hourly rates and total scheduled 2019 hours as of the Determination Date, and for all other employees was calculated based on their salary in effect on the Determination Date; and
- **annual cash bonus** (including cash incentive plan payments), which was calculated based on an employee’s target percentage times base salary in effect on the Determination Date.

On the Determination Date, our global employee population for purposes of the median employee determination was 773 employees (comprised of 719 domestic and 54 international employees), including full-time and part-time employees. This determination process identified in a median group consisting of several employees and a representative employee was selected from that group, taking into account demographic characteristics that best represent a typical Verra Mobility employee, including tenure, location, role and responsibilities.

Median Employee's Total 2019 Compensation

Using our calculation for our median compensated employee, we calculated that employee's actual 2019 total annual compensation in accordance with the SEC's requirements for reporting named executive officer compensation in the Summary Compensation Table, resulting in 2019 annual total compensation of \$58,040.

Chief Executive Officer's Total 2019 Compensation

For the purposes of the 2019 CEO Pay Ratio disclosure, we used Mr. Roberts' 2019 total compensation as reported in the Summary Compensation Table, which was \$873,434.

2019 CEO Pay Ratio

The ratio of Mr. Roberts' annual total compensation for 2019 to the median employee annual total compensation, determined as described above, was approximately 15:1.

Option Exercises and Stock Vested Table

The following table sets forth certain information regarding the vesting of RSUs for our named executive officers in 2019. Our named executive officers did not hold any other stock awards in 2019.

Name	Number of shares acquired on vesting (#)	Value realized on vesting⁽¹⁾ (\$)
David Roberts	296,372	4,110,680
Patricia Chiodo	145,388	2,016,532
Garrett Miller	—	—
Vincent Brigidi	69,325	961,538
Rebecca Collins	40,068	555,743

(1) The value realized on the vesting of RSUs is the closing price of our Class A Common Stock on the vesting date, multiplied by the number of shares vested. The number of shares and value realized on vesting includes shares that were withheld at the time of vesting to satisfy minimum tax withholding obligations.

Employment, Severance and Change in Control Agreements

We have provided offer letters to all of our named executive officers. The offer letters generally provide for at-will employment and set forth the executive officer's initial base salary and target bonus. Pursuant to the offer letters, our named executive officers are eligible for termination benefits, which provide for certain employee benefits upon a qualifying termination of employment. The compensation committee believes it is in the best interests of our stockholders to extend these benefits to executives to reinforce and encourage retention and focus on creating stockholder value without distraction. In addition, our named executive officers have each executed our standard proprietary information and inventions agreement. See "*Potential Payments upon Termination or Change in Control*" beginning on page 47 for further information.

David Roberts

Under the terms of his offer letter, dated June 27, 2014 and subsequently amended on December 22, 2014, Mr. Roberts is entitled to receive an annual base salary of \$400,000, subject to adjustment on an annual basis, as approved by our compensation committee. He is also eligible to participate in our cash-based bonus plan and receive a cash bonus payment equal to a target level of 100% of his base salary (subject to adjustment on an annual basis, as approved by our compensation committee) based upon our financial achievement and his performance. The offer letter further provides that Mr. Roberts is eligible to participate in our health and welfare benefit plans and retirement plan. Mr. Roberts' offer letter provides for severance payments upon his termination of employment, as summarized below under "*Termination Benefits*."

Patricia Chiodo

Under the terms of her offer letter, dated May 13, 2015 and subsequently amended on June 1, 2015, Ms. Chiodo is entitled to receive an annual base salary of \$350,000, subject to adjustment on an annual basis, as approved by our compensation committee. She is also eligible to participate in our cash-based bonus plan and receive a cash bonus payment equal to a target level of 50% of her base salary (subject to adjustment on an annual basis, as approved by our compensation committee) based upon our financial achievement and her performance. The offer letter further provides that Ms. Chiodo is eligible to participate in our health and welfare benefit plans and retirement plan. Ms. Chiodo's offer letter provides for severance payments upon her termination of employment, as summarized below under "Termination Benefits."

Garrett Miller

Under the terms of his offer letter, dated April 24, 2019, Mr. Miller is entitled to receive an annual base salary of \$280,000, subject to adjustment on an annual basis, as approved by our compensation committee. He is also eligible to participate in our cash-based bonus plan and receive a cash bonus payment equal to a target level of 75% of his base salary (subject to adjustment on an annual basis, as approved by our compensation committee) based upon our financial achievement and his performance. The offer letter further provides that Mr. Miller is eligible to participate in our health and welfare benefit plans and retirement plan. Mr. Brigidi's offer letter provides for severance payments upon his termination of employment, as summarized below under "Termination Benefits."

Vincent Brigidi

Under the terms of his offer letter, dated September 30, 2014 and subsequently amended on February 29, 2016, Mr. Brigidi is entitled to receive an annual base salary of \$285,000, subject to adjustment on an annual basis, as approved by our compensation committee. He is also eligible to participate in our cash-based bonus plan and receive a cash bonus payment equal to a target level of 50% of his base salary (subject to adjustment on an annual basis, as approved by our compensation committee) based upon our financial achievement. The offer letter further provides that Mr. Brigidi is eligible to participate in our health and welfare benefit plans and retirement plan. Mr. Brigidi's offer letter provides for severance payments upon his termination of employment, as summarized below under "Termination Benefits."

Rebecca Collins

Under the terms of her offer letter, dated April 21, 2016, Ms. Collins is entitled to receive an annual base salary of \$275,000, subject to adjustment on an annual basis, as approved by our compensation committee. She is also eligible to participate in our cash-based bonus plan and receive a cash bonus payment equal to a target level of 50% of her base salary (subject to adjustment on an annual basis, as approved by our compensation committee) based upon our financial achievement. The offer letter further provides that Ms. Collins is eligible to participate in our health and welfare benefit plans and retirement plan. Ms. Collins' offer letter provides for severance payments upon her termination of employment, as summarized below under "Termination Benefits."

Termination Benefits

David Roberts

Pursuant to the terms of his offer letter, Mr. Roberts is eligible to receive continuing payments of his base salary and the cost of his medical benefits for a period of 24 months following a termination of his employment by Verra Mobility for reasons other than cause. Additionally, in the event of Mr. Roberts' resignation for "Good Reason," he would be eligible to receive the same payments and benefits for a period of 24 months or until Mr. Roberts finds alternate employment (whichever occurs first). Such severance payments and benefits are subject to Mr. Roberts' execution of a release in our favor and compliance with non-disparagement and cooperation covenants. For the purposes of Mr. Roberts' offer letter, "Good Reason" is defined as a change in authority, duties, responsibilities, reporting lines or other action by us resulting in a diminution of, or a material alteration to, Mr. Roberts' position.

Patricia Chiodo

Pursuant to the terms of her offer letter, Ms. Chiodo is eligible to receive continuing payments of her base salary and the cost of her medical benefits for a period of 12 months following a termination of her employment by Verra Mobility for reasons other than cause. Additionally, in the event of Ms. Chiodo's resignation for "Good Reason," she would be eligible to receive the same payments and benefits for a period of 12 months or until Ms. Chiodo finds alternate employment (whichever occurs first). Such severance payments and benefits are subject to Ms. Chiodo's execution of a release in our favor, and compliance with non-disparagement and cooperation covenants. For the purposes of Ms. Chiodo's offer letter, "Good Reason" is defined as a change in authority, duties, responsibilities, reporting lines or other action by us resulting in a diminution of, or a material alteration to, Ms. Chiodo's position.

Garrett Miller

Pursuant to the terms of his offer letter, Mr. Miller is eligible to receive continuing payments of his base salary and the cost of his medical benefits for a period of 12 months following a termination of employment without "Cause" or his resignation for "Good Reason." Such severance payments and benefits are subject to Mr. Miller's execution of a release in favor of Verra Mobility. For the purposes of Mr. Miller's offer letter, "Good Reason" is defined as change in authority, duties, or responsibilities resulting in a material diminution of, or a material alteration to, Mr. Miller's position, which is not remedied for the period of 30 consecutive days after Mr. Miller provides written notice to Verra Mobility of the conditions that Mr. Miller contends amount or give rise to Good Reason, which must be provided within 90 days of the initial existence of such condition. Mr. Miller must additionally resign within 60 days following the end of any applicable period for Verra Mobility to cure conditions underlying such Good Reason to be eligible for such severance payments and benefits. For the purposes of Mr. Miller's offer letter, "Cause" is defined as (1) Mr. Miller being charged with a felony or misdemeanor criminal offense, other than a misdemeanor traffic offense; (2) Mr. Miller's engagement in any act involving gross misconduct or dishonesty that is materially injurious to Verra Mobility or any of its affiliates; (3) Mr. Miller's willful and continued breach of, or failure to substantially to perform under or comply with, any of the material terms and covenants of any written agreement with Verra Mobility or any of its affiliates; (4) Mr. Miller's willful and continued breach of, or refusal or failure substantially to perform under, any policy or reasonable performance goals set by Verra Mobility or its affiliates with respect to his job duties or responsibilities, the operation of Verra Mobility's or its affiliates' business and affairs, or the management of Verra Mobility's or its affiliates' employees; or (5) Mr. Miller commits or has committed a breach of any laws or regulations which may affect or relate to the conduct of Verra Mobility's or its affiliates' business; provided, however, that with respect to the preceding (3) and (4), Mr. Miller will be provided notice of any misconduct and/or breach constituting Cause and given reasonable opportunity (not to exceed 30 consecutive days) to cure the misconduct and/or breach (unless such misconduct and/or breach is determined by Mr. Miller not to be susceptible to cure, in which case termination will be deemed to be immediate), and provided further that such 30 consecutive day cure period will only be available for the first such misconduct and/or breach of the same or substantially similar type and subsequent misconduct and/or breach of the same or substantially similar type will constitute Cause without regard to his subsequent cure of same.

Vincent Brigidi

Pursuant to the terms of his offer letter, Mr. Brigidi is eligible to receive continuing payments of his base salary and the cost of his medical benefits for a period of 12 months following a termination of employment without "Cause" or his resignation for "Good Reason." Such severance payments and benefits are subject to Mr. Brigidi's execution of a release in favor of Verra Mobility. For the purposes of Mr. Brigidi's offer letter, "Good Reason" is defined as a change in authority, duties, responsibilities, reporting lines, or other action by Verra Mobility resulting in a material diminution of, or material alteration to, Mr. Brigidi's position, which is not remedied for the period of 30 consecutive days after Mr. Brigidi provides written notice to our Chief Executive Officer of the conditions that Mr. Brigidi contends amount or give rise to Good Reason. For the purposes of Mr. Brigidi's offer letter, "Cause" is defined as (1) Mr. Brigidi being charged with a felony or misdemeanor criminal offense, other than a misdemeanor traffic offense; (2) Mr. Brigidi's engagement in any act involving gross misconduct or dishonesty that is materially injurious to Verra Mobility or any of its affiliates; (3) Mr. Brigidi's willful and continued breach of, or failure substantially to perform under or comply with, any of the material terms and covenants of any written agreement with Verra Mobility or any of its affiliates; (4) Mr. Brigidi's willful and continued breach of, or refusal or failure to substantially to perform under, any policy or reasonable performance goals set by Verra Mobility or its affiliates with respect to his job duties or responsibilities, the operation of Verra Mobility's or its affiliates' business and affairs, or the management of Verra

Mobility's or its affiliates' employees; or (5) Mr. Brigidi commits or has committed (or is reasonably believed by Verra Mobility to have committed) a breach of any laws or regulations which may affect or relate to the conduct of Verra Mobility's or its affiliates' business; provided, however, that with respect to the preceding (3) and (4), Mr. Brigidi will be provided notice of any misconduct and/or breach constituting Cause and given reasonable opportunity (not to exceed 30 consecutive days) to cure the misconduct and/or breach (unless such misconduct and/or breach is determined by Mr. Brigidi not to be susceptible to cure, in which case termination will be deemed to be immediate), and provided further that such 30 consecutive day cure period will only be available for the first such misconduct and/or breach of the same or substantially similar type and subsequent misconduct and/or breach of the same or substantially similar type will constitute Cause without regard to his subsequent cure of same.

Rebecca Collins

Pursuant to the terms of her offer letter, Ms. Collins is eligible to receive continuing payments of her base salary and the cost of her medical benefits for a period of 12 months following a termination of employment without "Cause" or her resignation for "Good Reason." Such severance payments and benefits are subject to Ms. Collins' execution of a release in favor of Verra Mobility. For the purposes of Ms. Collins' offer letter, "Good Reason" is defined as a change in authority, duties, responsibilities, reporting lines, or other action by Verra Mobility resulting in a material diminution of, or material alteration to, Ms. Collins' position, which is not remedied for the period of 30 consecutive days after Ms. Collins provides written notice to our Chief Operations Officer of the conditions that Ms. Collins contends amount or give rise to Good Reason. For the purposes of Ms. Collins' offer letter, "Cause" is defined as (1) Ms. Collins being charged with a felony or misdemeanor criminal offense, other than a misdemeanor traffic offense; (2) Ms. Collins' engagement in any act involving gross misconduct or dishonesty that is materially injurious to Verra Mobility or any of its affiliates; (3) Ms. Collins' willful and continued breach of, or failure substantially to perform under or comply with, any of the material terms and covenants of any written agreement with Verra Mobility or any of its affiliates; (4) Ms. Collins' willful and continued breach of, or refusal or failure to substantially to perform under, any policy or reasonable performance goals set by Verra Mobility or its affiliates with respect to her job duties or responsibilities, the operation of Verra Mobility's or its affiliates' business and affairs, or the management of Verra Mobility's or its affiliates' employees; (5) suspension or loss of Ms. Collins' license to practice law in any jurisdiction in which she is admitted to practice (other than a temporary suspension related to failure to complete required continuing legal education requirements, which is thereafter cured by her within 90 days); or (6) Ms. Collins commits or has committed (or is reasonably believed by Verra Mobility to have committed) a breach of any laws or regulations which may affect or relate to the conduct of Verra Mobility's or its affiliates' business; provided, however, that with respect to the preceding (3) and (4), Ms. Collins will be provided notice of any misconduct and/or breach constituting Cause and given reasonable opportunity (not to exceed 30 consecutive days) to cure the misconduct and/or breach (unless such misconduct and/or breach is determined by Ms. Collins not to be susceptible to cure, in which case termination will be deemed to be immediate), and provided further that such 30 consecutive day cure period will only be available for the first such misconduct and/or breach of the same or substantially similar type and subsequent misconduct and/or breach of the same or substantially similar type will constitute Cause without regard to her subsequent cure of same.

Potential Payments upon Termination or Change in Control

The following table provides information regarding the potential payments upon termination without Cause or for Good Reason, which would have been paid to each executive in the event he or she had been terminated as of December 31, 2019, the last business day of fiscal year 2019. None of our named executive officers has any arrangement that provides for payment or benefits upon a change in control. All payments in connection with any such termination will comply with Section 409A of the Code, to the extent Section 409A applies. The actual amounts to be paid out can only be determined at the time of such executive's separation from the Company.

	Termination without Cause or for Good Reason		
	Cash Payment (\$)(1)	Benefits (\$)(2)	Acceleration of Vesting of RSUs \$(3)
David Roberts	882,000	35,852	—
Patricia Chiodo	372,863	10,731	—
Garrett Miller	292,000	17,925	—
Vincent Brigidi	302,423	14,836	—
Rebecca Collins	309,000	19,550	—

(1) Assumes a termination date of December 31, 2019, and is based on the executive's salary and target bonus in effect at such date.

(2) Reflects the cost related to the continuation of the executive's health benefits for the period specified.

(3) Calculated based on an assumed termination date of December 31, 2019 and the closing market price of our Class A Common Stock on Nasdaq on such date.

Equity Compensation Plan Information

The following table summarizes information about our equity compensation plans as of December 31, 2019. All outstanding awards relate to our Class A Common Stock.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuances under Equity Compensation Plans (excluding securities in column (a))
Equity compensation plans approved by security holders	3,003,705 (1)	N/A	7,266,882 (2)
Equity compensation plans not approved by security holders	—	N/A	—
Total	3,003,705 (1)	N/A	7,266,882 (2)

(1) Represents RSUs outstanding under our 2018 Equity Plan as of December 31, 2019.

(2) Represents shares of our Class A Common Stock available for issuance under our 2018 Equity Plan as of December 31, 2019. Awards available for grant under our 2018 Equity Plan include stock options, stock appreciation rights, restricted stock, restricted stock units, and performance awards.

Transactions With Related Persons

The following is a summary of transactions, since the beginning of our last fiscal year, to which we have been a participant, in which the amount involved exceeded or will exceed \$120,000 and in which any of our directors, executive officers or holders of more than five percent of our capital stock, or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest.

Investor Rights Agreement

We are a party to the Investor Rights Agreement with the Platinum Stockholder, pursuant to which the Platinum Stockholder has the right to nominate up to three directors. If one of the Platinum Stockholder's nominees is elected, one of the Platinum Stockholder's nominees will serve as the Chairman of our Board, and the Platinum Stockholder will have the right to appoint one representative to each committee of our Board. The Platinum Stockholder's right to nominate directors is subject to its ownership percentage of the total outstanding shares of our Class A Common Stock. If the Platinum Stockholder holds: (i) 25% or greater of our outstanding Class A Common Stock, it has the right to nominate three directors; (ii) less than 25% but greater than or equal to 15% of our outstanding Class A Common Stock, it has the right to nominate two directors; (iii) less than 15% but greater than or equal to five percent of our outstanding Class A Common Stock, it has the right to nominate one director; and (iv) less than five percent of our outstanding Class A Common Stock, it has no right to nominate any directors. Jacob Kotzubei, the Chairman of our Board, Bryan Kelln and David Roberts, our President and Chief Executive Officer, are the current Platinum Stockholder nominees serving on our Board. David Roberts is not a Platinum Stockholder nominee with respect to his election at the Annual Meeting. Bryan Kelln and Jacob Kotzubei's terms run through our 2021 annual stockholder meeting. Changes in the Platinum Stockholder's ownership percentage during its respective nominees' terms do not require any director, including the Platinum Stockholder's nominees, to resign from the Board.

Registration Rights Agreement

Upon the closing of the Business Combination, we entered into a registration rights agreement with certain restricted stockholders. Pursuant to the terms of the registration rights agreement, (a) any outstanding shares of Class A Common Stock or any of our other equity securities (including the Private Placement Warrants (defined below) and including shares of Class A Common Stock issued or issuable upon the exercise of any other equity security) held by a restricted stockholder as of the date of the agreement or thereafter acquired by a restricted stockholder (including the shares of Class A Common Stock issued upon exercise of any Private Placement Warrants) and shares of Class A Common Stock issued or issuable as Earn-Out Shares (defined below) to certain stockholders and (b) any of our other equity securities issued or issuable with respect to any such share of common stock by way of a stock dividend or stock split or in connection with a combination of shares, recapitalization, merger, consolidation or other reorganization or otherwise, will be entitled to registration rights.

The restricted stockholders are each entitled to make up to six demands for registration, excluding short form demands, that we register shares of Class A Common Stock held by these parties. In addition, the restricted stockholders have certain "piggy-back" registration rights. We will bear the expenses incurred in connection with the filing of any registration statements filed pursuant to the terms of the registration rights agreement. We and the restricted stockholders agree in the registration rights agreement to provide customary indemnification in connection with offerings of common stock effected pursuant to the terms of the registration rights agreement.

Warrant Agreement

In connection with our initial public offering, we issued 13,333,333 warrants with an exercise price of \$11.50 per share of Class A Common Stock (the "**Public Warrants**") and 6,666,666 warrants with an exercise price of \$11.50 per share of Class A Common Stock that we sold to Gores Sponsor II LLC in a private sale (the "**Private Placement Warrants**"). In addition, we have filed a registration statement under the Securities Act covering the 13,333,301 shares of our Class A Common Stock that may be issued upon exercise of the outstanding Public Warrants, the 6,666,666 Private Placement Warrants, and the 6,666,666 shares of our Class A Common Stock that may be issued upon exercise of the Private Placement Warrants, and we are obligated to maintain the effectiveness of such registration statement until the Warrants expire.

The Public Warrants entitle their holders to purchase one Class A Common Stock for a purchase price of \$11.50, subject to adjustments pursuant to the Warrant Agreement. The Public Warrants were listed on Nasdaq under the symbol "VRRMW", and were removed from listing on Nasdaq on December 14, 2018 and are currently traded on the OTC Markets. As of December 31, 2019, 13,333,301 Public Warrants were outstanding. The Private Placement Warrants entitle its holders to purchase one Class A Common Stock for a purchase price of \$11.50, subject to adjustments pursuant to the Warrant Agreement. As of December 31, 2019, 6,666,666 Private Placement Warrants were outstanding. The terms of the Private Placement Warrants are identical to the Public Warrants, except that such Private Placement Warrants are not redeemable by us so long as they are still held by Gores Sponsor II LLC or its permitted transferees.

Earn-Out Shares

Pursuant to our Merger Agreement, we agreed to issue up to 10,000,000 additional shares of Class A Common Stock (the “***Earn-Out Shares***”) to the Platinum Stockholder if either (i) the volume weighted average closing sale price of one share of Class A Common Stock on the Nasdaq exceeds certain thresholds for a period of at least 10 out of 20 consecutive trading days (the “***Common Share Price***”) or (ii) there is a change in control (as described in the merger agreement) in which the holders of Class A Common Stock receive a per share price in respect of their Class A Common Stock that is equal to or greater than any such Common Share Price threshold (the “***Change in Control Price***”), in each case, at any time during the five-year period following the completion of the Business Combination.

On April 26, 2019, the triggering event for the issuance of the first tranche of Earn-Out Shares to the Platinum Stockholder occurred, as the volume weighted average closing price per share of the Company’s Class A Common Stock as of that date had been greater than \$13.00 for 10 out of 20 consecutive trading days. As a result, we issued 2,500,000 Earn-Out Shares to the Platinum Stockholder on April 30, 2019.

On January 27, 2020, the Triggering Event for the issuance of the second tranche of Earn-Out Shares occurred, as the volume weighted average closing price per share of the Company’s Class A Common Stock as of that date had been greater than \$15.50 for 10 out of 20 consecutive trading days. This Triggering Event resulted in the issuance of 2,500,000 shares of the Company’s Class A Common Stock.

We will be required to issue additional Earn-Out Shares to the Platinum Stockholder as follows: (i) a one-time issuance of 2,500,000 shares if the Common Share Price or Change in Control Price is greater than \$18.00; and (ii) a one-time issuance of 2,500,000 shares if the Common Share Price or Change in Control Price is greater than \$20.50.

Tax Receivable Agreement

At the closing of the Business Combination, we entered into the Tax Receivable Agreement with the Platinum Stockholder and Greenlight as the stockholder representative. The Tax Receivable Agreement generally provides for the payment by us to the Platinum Stockholder of 50% of the net cash savings, if any, in U.S. federal, state and local income tax that we actually realize (or are deemed to realize in certain circumstances) in periods after the closing of the Business Combination as a result of the increase in the tax basis of the intangible assets of HTA which resulted from our acquisition of HTA prior to the Business Combination. We generally will retain the benefit of the remaining 50% of these cash savings.

Corporate Advisory Services Agreement

We are party to a corporate advisory services agreement with Platinum Equity Advisors, LLC (“***Advisors***”), pursuant to which Advisors will provide us with certain mutually agreed transactional and corporate advisory services. No fees are payable under the agreement, but we must reimburse Advisors for its out-of-pocket expenses incurred in connection with services rendered.

Employment Arrangements and Equity Grants

We have entered into offer letters with certain of our executive officers, which include certain termination benefits. For more information regarding these arrangements, see “***Employment, Severance and Change of Control Agreements***” above. We have granted equity awards to our executive officers and certain members of our Board. For a description of these equity awards, see the sections titled “***Executive Compensation***” and “***Director Compensation***.”

Indemnification Agreements

Our certificate of incorporation contains provisions limiting the liability of directors, and our bylaws provide that we will indemnify each of our directors and officers to the fullest extent permitted under Delaware law. In addition, we maintain standard policies of insurance under which coverage is provided (i) to our directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, while acting in their capacity as our directors and officers, and (ii) to us with respect to payments which may be made by us to such officers and directors pursuant to any indemnification provision contained in our certificate of incorporation and bylaws or otherwise as a matter of law. We have additionally entered into indemnity agreements with each of our directors and executive officers. Each indemnity agreement provides for indemnification and advancements by Verra Mobility of certain expenses and costs relating to claims, suits or proceedings arising from his or her service to us or, at our request, service to other entities, as officers or directors to the maximum extent permitted by applicable law.

Related Person Transaction Policy

Our audit committee has adopted a written policy and procedures with respect to related person transactions. Under this policy, a transaction constitutes a “related person transaction” if (i) we (or any of our subsidiaries) participate in the transaction, (ii) the transaction’s value exceeds \$120,000, and (iii) a related person has or will have a direct or indirect material interest. A related person for the purposes of our policy is any of our executive officers, our directors and director nominees, beneficial owners of more than five percent of our common stock, any immediate family member of any of the foregoing persons and any person (other than a tenant or employee) sharing the household of the foregoing persons.

Our audit committee must review and approve any related person transaction before we participate in the transaction. No member of our audit committee participates in any review, consideration or approval of any related person transaction with respect to which such member or any of his or her immediate family members is the related person. Our audit committee reports any transaction that the committee has approved under this policy at each meeting of the board of directors. If we become aware of related person transactions that had not previously approved or ratified under this policy, the audit committee evaluates all options, including, but not limited to, ratification, amendment or termination of the related person transaction based on all of the relevant facts and circumstances available to the audit committee.

In reviewing a related person transaction, our audit committee considers all of the relevant facts and circumstances available, including (if applicable) but not limited to: (i) the benefits to the Company; (ii) the impact on a director’s independence in the event the related person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or officer; (iii) the availability of other sources for comparable products or services; (iv) the terms of the transaction; and (v) the terms available to unrelated third parties or to employees generally. The audit committee approves only those related person transactions that are in, or not inconsistent with, the best interests of the Company and its stockholders, as the audit committee determines in good faith.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our Class A Common Stock and our other equity securities. Officers, directors and greater than ten percent beneficial owners are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, during the fiscal year ended December 31, 2019, our officers, directors and greater than ten percent beneficial owners complied with all applicable Section 16(a) filing requirements.

Other Matters

Our Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the associated proxy to vote on such matters in accordance with their best judgment.

We have filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 with the SEC. These filings are available free of charge at the SEC’s website at www.sec.gov. Stockholders can also access this proxy statement and our Annual Report on Form 10-K at <https://ir.verramobility.com>, or a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 is available without charge upon written request to our Secretary at 1150 North Alma School Road, Mesa, Arizona 85201.

* * * * *

By order of the Board,

/s/ Jacob Kotzubei

Jacob Kotzubei
Chairman of the Board
Mesa, Arizona
April 10, 2020

VERRA MOBILITY CORPORATION
 1710 NORTH ALMA SCHOOL ROAD
 MESA, AZ 85207

VOTE BY INTERNET
 Before The Meeting - Go to www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/VRRM2020

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D08206-P38764

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

VERRA MOBILITY CORPORATION		For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
<p>The Board of Directors recommends you vote FOR the following:</p> <p>1. Elect three Class B directors, Jay Goldmacher, John Rexford and David Roberts, to serve on our Board until our 2023 annual meeting of stockholders</p> <p>Nominees: 01) Jay Goldmacher 02) John Rexford 03) David Roberts</p>					
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
<p>The Board of Directors recommends you vote FOR proposal 2:</p> <p>2. Approve, on an advisory basis, the compensation of our named executive officers</p>		<p>For Against Abstain</p> <p><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p>			
<p>The Board of Directors recommends you vote 1 YEAR on proposal 3:</p> <p>3. Approve, on an advisory basis, the frequency of future advisory votes approving the compensation of our named executive officers</p>		<p>1 Year 2 Years 3 Years Abstain</p> <p><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p>			
<p>The Board of Directors recommends you vote FOR proposal 4:</p> <p>4. Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2020</p>		<p>For Against Abstain</p> <p><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p>			
<p>For address changes and/or comments, please check this box and write them on the back where indicated. <input type="checkbox"/></p>					
<p>Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.</p>					
<p>_____ Signature (PLEASE SIGN WITHIN BOX) Date</p>		<p>_____ Signature (Joint Owners) Date</p>			

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

D08207-P38764

**VERRA MOBILITY CORPORATION
Annual Meeting of Stockholders
May 26, 2020 9:00 AM
This proxy is solicited by the Board of Directors**

The undersigned stockholder(s) of Verra Mobility Corporation hereby appoint(s) Rebecca Collins and Sarah Stanton, or either of them, as proxies, each with the power to appoint her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class A Common Stock of Verra Mobility Corporation that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held virtually at www.virtualshareholdermeeting.com/VRRM2020 on Tuesday, May 26, 2020 at 9:00 a.m., Mountain Standard Time, or any adjournment or postponement thereof, in accordance with and as more fully described in the Notice of the Annual Meeting of Stockholders and the Proxy Statement, receipt of each of which are hereby acknowledged and the terms of each of which are incorporated by reference, and otherwise to represent the undersigned at the meeting with all powers the undersigned would possess if personally present at the meeting. The undersigned hereby revokes any proxy heretofore given with respect to the 2020 Annual Meeting of Stockholders.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.

Address Changes/Comments: _____

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side