



# Verra Mobility Q4 and Full Year Investor Presentation

**For the Quarter and the Full Year Ended December 31, 2018**

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## Forward-Looking Statements

This presentation includes “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “forecast,” “intend,” “seek,” “target,” “anticipate,” “believe,” “expect,” “estimate,” “plan,” “outlook,” and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward-looking statements include projected financial information. Such forward-looking statements with respect to revenues, earnings, run rate synergies and cost items, performance, strategies, prospects and other aspects of the business of Verra Mobility Corporation and its subsidiaries (collectively, “Verra Mobility”) are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements. These factors include, but are not limited to: (1) the inability to launch new products or services or to profitably expand into new markets; (2) changes in applicable laws or regulations; (3) the possibility that Verra Mobility may be adversely affected by other economic, business or competitive factors; (4) the inability to recognize the anticipated benefits of the business combination with Gores Holdings, II, Inc.; and (5) other risks and uncertainties indicated from time to time in documents filed or to be filed with the Securities and Exchange Commission (the “SEC”) by Verra Mobility. You are cautioned not to place undue reliance upon any forward-looking statements, including the projections, which speak only as of the date made. Verra Mobility does not undertake any commitment to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

## Non-GAAP Financial Information

This presentation uses certain non-GAAP financial information, including earnings before interest, taxes, depreciation and amortization (“EBITDA”) and adjusted EBITDA, which further excludes certain non-cash expenses, loss on extinguishment of debt and other transactions management believes are not indicative of Verra Mobility’s business. Verra Mobility believes that these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to Verra Mobility’s financial condition and results of operations. These financial measures are not recognized measures under GAAP and they are not intended to be and should not be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. EBITDA, adjusted EBITDA and adjusted EBITDA margin are non-GAAP financial measures as defined by SEC rules. This non-GAAP financial information may be determined or calculated differently by other companies. A reconciliation of Verra Mobility’s non-GAAP financial information to GAAP financial information is provided in the Appendix hereto and in Verra Mobility’s Form 8-K, filed with the SEC, with the earnings press release for the period indicated.

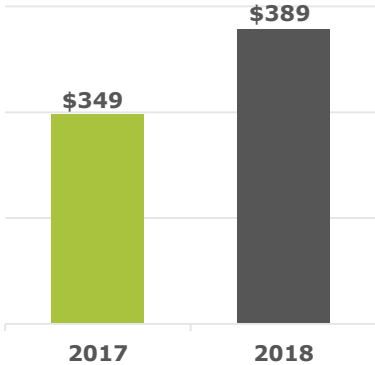
# Consolidated Full Year Results

## For the Year Ended December 31, 2018

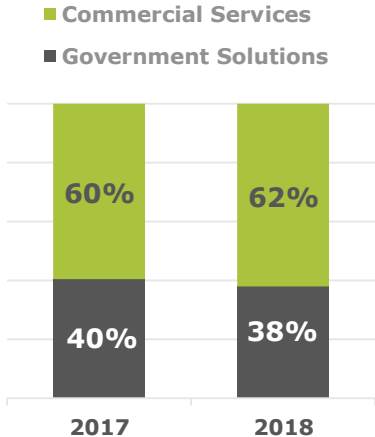
### Pro Forma Adj. Revenue

\$ in Millions

11.5% YoY Growth



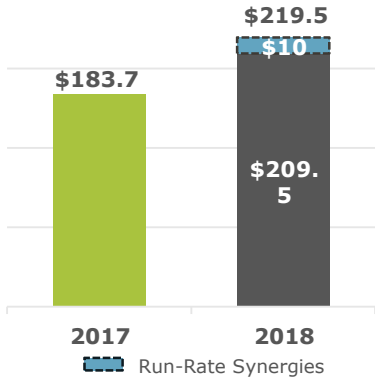
### Revenue by Segment



### Pro Forma Adj. EBITDA

\$ in Millions

19.5% YoY Growth



**Basis of Presentation:**

Verra Mobility made two acquisitions earlier in 2018; the data presented has been adjusted as if the acquisition were included in the results for all periods. The unadjusted and pro forma adjusted results of operations are included in the appendix to this presentation. All pro forma adjustments are in the commercial reporting segment.

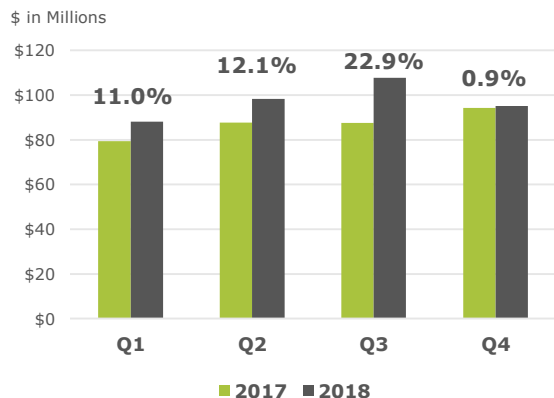
**Run-Rate Synergies:**

Run-Rate Synergies reflect the impact of actions taken in 2018 in connection with our acquisitions that we expect to be realized in 2019.

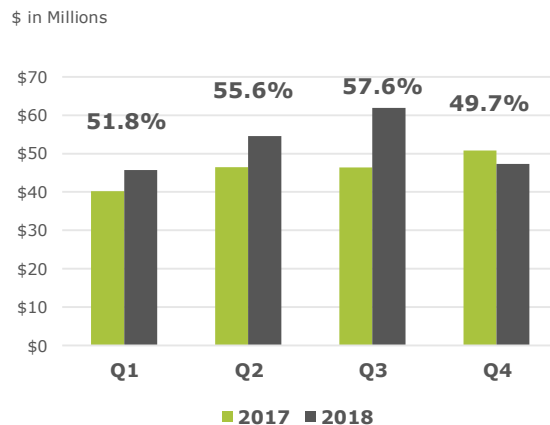
# Consolidated Q4 Results

For the quarter ended December 31, 2018

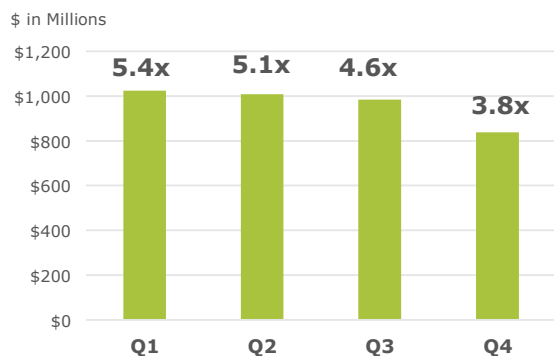
## Pro Forma Adj. Revenue and YoY Growth



## Pro Forma Adj. EBITDA and Margin

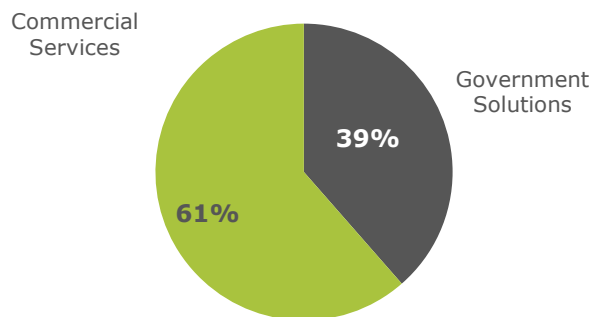


## Net Debt and Leverage



Leverage calculated as net debt divided by TTM Pro Forma Adjusted EBITDA for each period, Q4 includes \$10M of run-rate synergies

## Q4 Revenue by Segment



## Commentary Q4 2019

- Revenue of \$95.1M in the fourth quarter increased 1% from the same quarter in the prior year.
- The company recorded \$4.2M of out-of-period adjustments to revenue in Q4. The impact as a percentage of revenue on Q1 (1.4%), Q2 (0.9%), Q3 (2.2%) and Q4 +4.4% is immaterial to our consolidated results.
- Q4 2018 EBITDA was negatively impacted by a \$1.8M legal settlement
- Our cash position increased by \$13M in the quarter to \$65M
- Total Debt dropped from \$1.04 Billion at the end of Q3 to \$904 Million at the end of Q4.

### Basis of Presentation:

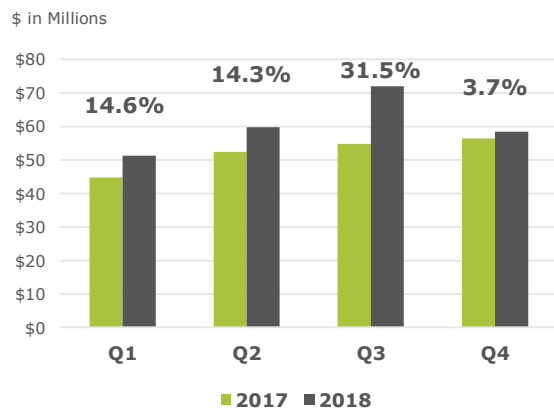
Verra Mobility made two acquisitions earlier in 2018; the data presented has been adjusted as if the acquisitions were included in the results for all periods. The unadjusted and pro forma adjusted results of operations are included in the appendix to this presentation. All pro forma adjustments are in the Commercial Services segment.

# Consolidated Q4 Results by segment

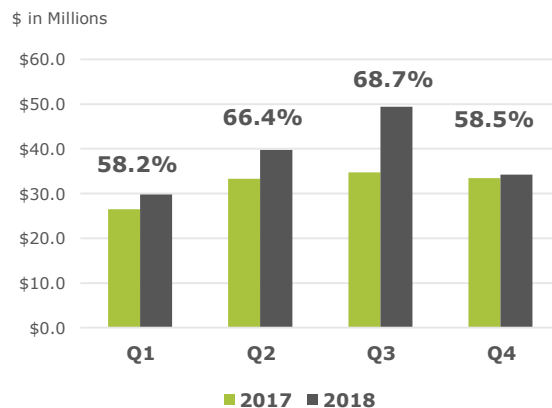
For the quarter ended December 31, 2018

## Commercial Services

Pro Forma Adj. Revenue and YoY Growth



Adj. EBITDA and Margin

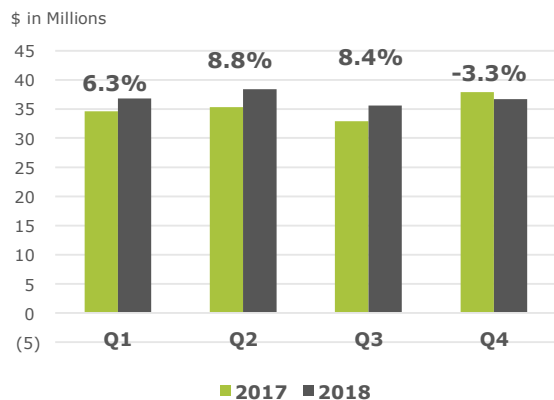


## Commercial Services Commentary

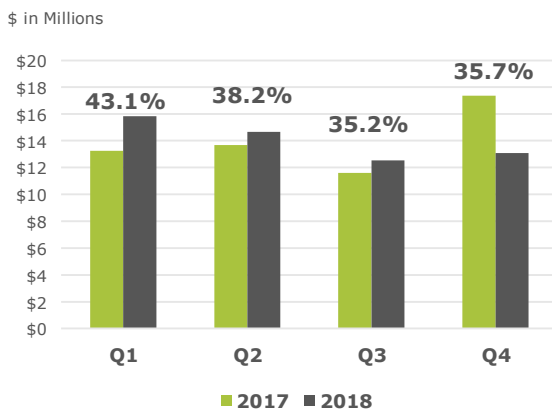
- Revenue of \$58.4M in Q4 increased 3.7% from the same quarter in the prior year
- The company recorded \$4.2M of out-of-period adjustments to revenue in Q4 impacting Commercial Services revenue.
- Q4 2018 EBITDA was negatively impacted by a \$1.8M legal settlement
- Full year 2018 pro forma adj. revenue of \$241.4M grew \$33.4M or 16% from \$208.0M for the full year 2017
- Full year 2018 pro forma adj. EBITDA of \$153.2M grew \$25.4M or \$19.9% from \$127.8M for the full year 2017

## Government Solutions

Revenue and YoY Growth



Adj. EBITDA and Margin



## Government Solutions Commentary

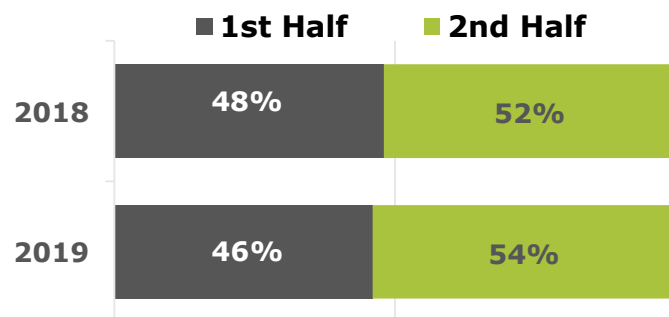
- Revenue of \$36.7M in Q4 decreased by \$1.2M or 3.3% from the same quarter in the prior year.
- The decrease in revenue was primarily driven by declines in red light due to the loss of Miami earlier in 2018, offset by growth in speed products and lower product sales, which are sporadic in nature.
- Full year 2018 revenue of \$147.5M grew \$6.8M or 4.8% from \$140.7M for full year 2017
- Full year 2018 Adj. EBITDA of \$56.1M remained flat compared to full year 2017 of \$55.9M.

# Consolidated Full Year 2019 Guidance

For the Year Ended December 31, 2019

(\$ in millions)	2018	Full Year 2019 Outlook	
		Low	High
Revenue <sup>(1)</sup>	\$ 389	\$ 428	\$ 436
YoY Growth		10%	12%
Adjusted EBITDA <sup>(1) (2)</sup>	\$ 219	\$ 235	\$ 240
Adjusted EBITDA %	56.3%	55.0%	55.0%

Revenue Breakdown by Period



- Full year 2019 revenue is expected to grow by 10% to 12% over full year 2018
- We expect to generate 54% of our revenue in the second half of 2019
- Two of our new offerings in the Commercial Services Segment, Peasy and expansion of RAC tolling in Europe, are expected to ramp up in 2019 contributing to the stronger second half
- Our Street Light Maintenance (SLM) contract within the Government Solutions business segment will end in April of 2019. We will not rebid on this contract to retain focus on offerings that are closer to our core. SLM generated ~\$3M of revenue in 2018
- We anticipate product sales to increase in 2019, these sales will be heavily weighted to the back half of the year and generally have lower margins than service revenue.
- Our investment in Peasy and our European expansion will continue in 2019. These costs along with the costs of becoming a public company will impact Adjusted EBITDA Margins in 2019

**(1) Basis of Presentation:**

Verra Mobility made two acquisitions in 2018; the data presented has been adjusted as if the acquisitions were included in the results for all periods. The unadjusted and pro forma adjusted results of operations are included in the appendix to this presentation. All pro forma adjustments are in the Commercial Services segment.

**(2) Run-Rate Synergies:**

Adjusted EBITDA for 2018 includes \$10 million of run-rate synergies which reflect the impact of actions taken in 2018 in connection with our acquisitions that we expect to be realized in 2019.

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# Appendix

# Quarterly Results of Operations as Reported

Unaudited (\$ in thousands)	For the Three Months Ended							
	March 31, 2017	June 30, 2017	September 30, 2017	December 31, 2017	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018
Service revenue	\$ 54,297	\$ 57,011	\$ 55,609	\$ 61,269	\$ 69,006	\$ 97,044	\$ 105,204	\$ 93,822
Product sales	403	1,145	481	1,895	235	1,153	2,399	1,283
Total revenue	54,700	58,156	56,089	63,164	69,241	98,197	107,602	95,105
Cost of service revenue	763	892	838	813	831	1,651	1,735	1,570
Cost of product sales	325	826	284	1,119	172	878	1,375	1,022
Total cost of revenues	1,087	1,718	1,122	1,932	1,003	2,529	3,111	2,592
Operating expenses	21,434	21,599	21,703	21,703	23,681	28,800	27,820	28,583
Selling, general and administrative expenses	11,921	43,182	15,831	14,833	33,276	27,588	21,687	53,518
Depreciation, amortization, impairment, and (gain) loss on disposal of assets, net	7,361	10,275	14,222	13,869	18,544	27,496	28,790	28,523
Total costs and expenses	41,803	76,773	52,878	52,336	76,504	86,412	81,407	113,216
Income from operations	12,898	(18,617)	3,212	10,828	(7,263)	11,785	26,195	(18,110)
Interest expense	588	3,176	8,947	9,023	12,646	19,579	20,313	17,011
Loss on extinguishment of debt	-	-	-	-	10,151	-	-	16,335
Other (income) expense, net	(742)	(814)	(1,074)	(837)	(1,293)	(2,766)	(2,942)	(1,794)
Total other expense	(154)	2,362	7,873	8,186	21,505	16,814	17,371	31,553
Income (loss) before income taxes	13,052	(20,979)	(4,662)	2,642	(28,768)	(5,029)	8,825	(49,663)
Income tax provision (benefit)	4,919	(6,490)	(1,314)	(26,539)	(6,610)	(234)	2,312	(11,709)
Net income	\$ 8,132	\$ (14,489)	\$ (3,347)	\$ 29,182	\$ (22,158)	\$ (4,795)	\$ 6,513	\$ (37,954)
<b>Bridge to Adj EBITDA</b>								
Net Income	\$ 8,132	\$ (14,489)	\$ (3,347)	\$ 29,182	\$ (22,158)	\$ (4,795)	\$ 6,513	\$ (37,954)
Interest Expense	588	3,176	8,947	9,023	12,646	19,579	20,313	17,011
Income tax provision expense (benefit)	4,919	(6,490)	(1,314)	(26,539)	(6,610)	(234)	2,312	(11,709)
Depreciation and Amortization	7,354	10,242	14,234	13,895	18,550	27,497	28,792	28,508
EBITDA	20,994	(7,561)	18,519	25,559	2,428	42,047	57,929	(4,144)
Transaction and other related	493	31,312	21	135	18,103	5,817	1,669	30,855
Transformation expense	-	-	2,462	1,451	1,740	5,393	905	727
Stock Based Compensation	-	-	-	-	-	-	-	2,272
Loss on extinguishment of debt	-	-	-	-	10,151	-	-	16,335
Sponsor Fees and expenses	-	595	1,829	1,804	1,358	1,342	1,433	1,250
Acquisition earn-out	-	-	-	-	-	-	-	-
Non-Recurring Severance	-	-	-	-	-	-	-	-
Non-cash amortization of contract inducement	166	111	-	-	-	-	-	-
Adjusted EBITDA	21,654	24,456	22,833	28,950	33,780	54,600	61,936	47,295



# Quarterly Pro Forma Results of Operations

Unaudited (\$ in thousands)	For the Three Months Ended							
	March 31,	June 30,	September 30,	December 31,	March 31,	June 30,	September 30,	December 31,
	2017	2017	2017	2017	2018	2018	2018	2018
Service revenue	\$ 78,411	\$ 85,755	\$ 86,427	\$ 91,689	\$ 87,788	\$ 97,044	\$ 105,204	\$ 93,822
Product sales	403	1,145	481	1,895	235	1,153	2,399	1,283
Total revenue	78,815	86,900	86,908	93,584	88,023	98,197	107,602	95,105
Cost of service revenue	1,198	1,322	1,371	1,523	1,193	1,651	1,735	1,570
Cost of product sales	325	826	284	1,119	172	878	1,375	1,022
Total cost of revenues	1,522	2,148	1,655	2,642	1,364	2,529	3,111	2,592
Operating expenses	22,231	22,364	22,513	22,671	28,853	28,800	27,820	28,583
Selling, general and administrative expenses	18,739	51,616	24,692	24,529	46,156	27,588	21,687	53,518
Depreciation, amortization, impairment, and (gain) loss on disposal of assets, net	7,845	10,797	14,769	14,472	18,969	27,496	28,790	28,523
Total costs and expenses	50,337	86,926	63,629	64,315	95,342	86,412	81,407	113,216
Income from operations	28,477	(26)	23,279	29,269	(7,318)	11,785	26,195	(18,110)
Interest expense	597	3,202	8,981	9,057	12,679	19,579	20,313	17,011
Loss on extinguishment of debt	-	-	-	-	10,151	-	-	16,335
Other (income) expense, net	(745)	(817)	(1,077)	(845)	(1,298)	(2,766)	(2,942)	(1,794)
Total other expense	(148)	2,385	7,904	8,212	21,532	16,814	17,371	31,553
Income (loss) before income taxes	28,626	(2,411)	15,375	21,057	(28,850)	(5,029)	8,825	(49,663)
Income tax provision (benefit)	5,157	(6,166)	(987)	(26,320)	(6,362)	(234)	2,312	(11,709)
Net income	\$ 23,469	\$ 3,756	\$ 16,361	\$ 47,377	\$ (22,489)	\$ (4,795)	\$ 6,513	\$ (37,954)
<b>Bridge to Adj EBITDA</b>								
Net Income	23,469	3,756	16,361	47,377	(22,489)	(4,795)	6,513	(37,954)
Interest Expense	597	3,202	8,981	9,057	12,679	19,579	20,313	17,011
Income tax provision expense (benefit)	5,157	(6,166)	(987)	(26,320)	(6,362)	(234)	2,312	(11,709)
Depreciation and Amortization	7,845	10,797	14,769	14,472	18,969	27,496	28,792	28,508
EBITDA	37,068	11,588	39,125	44,586	2,798	42,046	57,929	(4,144)
Transaction and other related	493	31,312	21	135	18,103	5,817	1,669	30,855
Transformation expense	-	-	2,462	1,451	1,740	5,393	905	727
Stock Based Compensation	-	-	-	-	-	-	-	2,272
Loss on extinguishment of debt	-	-	-	-	10,151	-	-	16,335
Sponsor Fees and expenses	-	595	1,829	1,804	1,358	1,342	1,433	1,250
Non-cash amortization of contract inducement	166	111	-	-	-	-	-	-
HTA Adjustments	2,383	2,758	2,758	2,758	11,467	-	-	-
EPC Adjustments	75	75	75	75	-	-	-	-
Adjusted EBITDA	40,185	46,439	46,272	50,809	45,617	54,599	61,936	47,295
<b>Bridge to Adjusted Revenue</b>								
Revenue	78,815	86,900	86,908	93,584	88,023	98,197	107,602	95,105
Non-Cash Amortization of Contract Incentive								
HTA	283	658	658	658	-	-	-	-
Verra Mobility	225	75	-	-	-	-	-	-
Adjusted Revenue	79,323	87,633	87,566	94,242	88,023	98,197	107,602	95,105

# Quarterly HTA Results of Operations

<b>Unaudited (\$ in thousands)</b>	<b>For the Three Months Ended March 31, 2017</b>	<b>For the Three Months Ended June 30, 2017</b>	<b>For the Three Months Ended September 30, 2017</b>	<b>For the Three Months Ended December 31, 2017</b>	<b>For the Two Months Ended February 28, 2018</b>
Service revenue	\$ 21,779	\$ 25,830	\$ 27,525	\$ 26,294	\$ 15,828
Product sales					
Total revenue	<u>21,779</u>	<u>25,830</u>	<u>27,525</u>	<u>26,294</u>	<u>15,828</u>
Cost of service revenue					
Cost of product sales					
Operating expenses	-	-	-	-	4,362
Selling, general and administrative expenses	6,404	7,669	7,924	9,232	12,270
Depreciation, amortization, impairment, and (gain) loss on disposal of assets, net	<u>475</u>	<u>513</u>	<u>538</u>	<u>594</u>	<u>398</u>
Total costs and expenses	<u>6,879</u>	<u>8,182</u>	<u>8,462</u>	<u>9,826</u>	<u>17,030</u>
Income from operations	14,900	17,648	19,063	16,468	(1,202)
Interest expense	9	26	34	34	33
Other (income) expense, net					
Total other expense	<u>9</u>	<u>26</u>	<u>34</u>	<u>34</u>	<u>33</u>
Income (loss) before income taxes	14,891	17,622	19,029	16,434	(1,235)
Income tax provision (benefit)	92	109	117	101	10
Net income	<u>\$ 14,799</u>	<u>\$ 17,513</u>	<u>\$ 18,912</u>	<u>\$ 16,333</u>	<u>\$ (1,245)</u>
<b>Bridge to Adj EBITDA</b>					
Net Income	\$ 14,799	\$ 17,513	\$ 18,912	\$ 16,333	\$ (1,245)
Interest Expense	9	26	34	34	33
Income tax provision expense (benefit)	92	109	117	101	10
Depreciation and Amortization	<u>475</u>	<u>513</u>	<u>538</u>	<u>594</u>	<u>398</u>
EBITDA	15,375	18,161	19,601	17,062	(804)
Transaction and other related	625	625	625	625	-
Transformation expense	-	-	-	-	11,467
Non-cash amortization of contract inducement	283	658	658	658	-
Pro Forma Credit Card Rebates	875	875	875	875	-
Capitalized Internal Labor	500	500	500	500	-
Other	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>	<u>-</u>
Adjusted EBITDA	<u>17,758</u>	<u>20,919</u>	<u>22,359</u>	<u>19,820</u>	<u>10,663</u>
Total HTA Adjustments to EBITDA	2,383	2,758	2,758	2,758	11,467

# Quarterly EPC Results of Operations

<b>Unaudited (\$ in thousands)</b>	<b>For the Three Months Ended March 31, 2017</b>	<b>For the Three Months Ended June 30, 2017</b>	<b>For the Three Months Ended September 30, 2017</b>	<b>For the Three Months Ended December 31, 2017</b>	<b>For the Three Months Ended March 31, 2018</b>
Service revenue	\$ 2,335	\$ 2,914	\$ 3,293	\$ 4,126	\$ 2,954
Product sales					
Total revenue	<u>2,335</u>	<u>2,914</u>	<u>3,293</u>	<u>4,126</u>	<u>2,954</u>
Cost of service revenue	435	431	532	711	361
Cost of product sales					
Operating expenses	797	765	809	968	810
Selling, general and administrative expenses	415	765	938	464	610
Depreciation, amortization, impairment, and (gain) loss on disposal of assets, net	<u>9</u>	<u>10</u>	<u>10</u>	<u>10</u>	<u>27</u>
Total costs and expenses	<u>1,656</u>	<u>1,971</u>	<u>2,289</u>	<u>2,152</u>	<u>1,808</u>
Income from operations	680	943	1,004	1,973	1,147
Interest expense	-	-	-	0	0
Other (income) expense, net	<u>(3)</u>	<u>(3)</u>	<u>(3)</u>	<u>(8)</u>	<u>(6)</u>
Total other expense	<u>(3)</u>	<u>(3)</u>	<u>(3)</u>	<u>(7)</u>	<u>(6)</u>
Income (loss) before income taxes	683	946	1,007	1,981	1,152
Income tax provision (benefit)	145	214	211	119	238
Net income	<u>\$ 538</u>	<u>\$ 732</u>	<u>\$ 797</u>	<u>\$ 1,862</u>	<u>\$ 914</u>
<b>Bridge to Adj EBITDA</b>					
Net Income	\$ 538	\$ 732	\$ 797	\$ 1,862	\$ 914
Interest Expense					
Income tax provision expense (benefit)	145	214	211	119	238
Depreciation and Amortization	<u>9</u>	<u>10</u>	<u>10</u>	<u>10</u>	<u>27</u>
EBITDA	692	956	1,017	1,990	1,179
Transaction and other related Transformation expense					
Loss on extinguishment of debt					
Sponsor Fees and expenses					
Acquisition earn-out					
Non-Recurring Severance					
Non-cash amortization of contract inducement					
Other Adjustments	75	75	75	75	-
Adjusted EBITDA	<u>767</u>	<u>1,031</u>	<u>1,092</u>	<u>2,065</u>	<u>1,179</u>
Total EPC Adjustments to EBITDA	75	75	75	75	-

# Quarterly Segment Results of Operations

## Commercial Services

Unaudited (\$ in thousands)	March 31, 2017	June 30, 2017	September 30, 2017	For the Three Months Ended			September 30, 2018	December 31, 2018
				December 31, 2017	March 31, 2018	June 30, 2018		
<b>Segment Revenue</b>								
Verra Mobility Commercial Services	20,087	22,826	23,235	25,234	32,447	59,771	71,972	58,422
HTA	21,779	25,830	27,525	26,294	15,828	-	-	-
EPC	2,335	2,914	3,293	4,126	2,954	-	-	-
Other	508.16	733	658	658	-	-	-	-
Adjusted Pro Forma Revenue	<u>44,709</u>	<u>52,303</u>	<u>54,712</u>	<u>56,312</u>	<u>51,229</u>	<u>59,771</u>	<u>71,972</u>	<u>58,422</u>
<b>Segment EBITDA</b>								
Verra Mobility Commercial Services	7,753	11,196	11,218	11,548	2,322	36,716	49,419	33,166
HTA	15,375	18,161	19,601	17,062	(804)	-	-	-
EPC	692	956	1,017	1,990	1,179	-	-	-
Other	2,624	2,944	2,833	2,833	27,100	2,985	-	1,067
Adjusted Pro Forma EBITDA	<u>26,445</u>	<u>33,257</u>	<u>34,670</u>	<u>33,434</u>	<u>29,797</u>	<u>39,701</u>	<u>49,419</u>	<u>34,233</u>

## Government Solutions

Unaudited (\$ in thousands)	March 31, 2017	June 30, 2017	September 30, 2017	For the Three Months Ended			September 30, 2018	December 31, 2018
				December 31, 2017	March 31, 2018	June 30, 2018		
<b>Segment Revenue</b>								
Verra Mobility Government Solutions	<u>34,613</u>	<u>35,330</u>	<u>32,854</u>	<u>37,930</u>	<u>36,794</u>	<u>38,426</u>	<u>35,630</u>	<u>36,684</u>
<b>Segment EBITDA</b>								
Verra Mobility Government Solutions	<u>13,242</u>	<u>13,678</u>	<u>11,604</u>	<u>17,378</u>	<u>15,844</u>	<u>14,677</u>	<u>12,542</u>	<u>13,080</u>