

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 9, 2022

VERRA MOBILITY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-37979
(Commission
File Number)

81-3563824
(IRS Employer
Identification No.)

1150 N. Alma School Road
Mesa, Arizona
(Address of principal executive offices)

85201
(Zip Code)

(480) 443-7000
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<i>(Title of each class)</i>	<i>(Trading symbol)</i>	<i>(Name of each exchange on which registered)</i>
Class A common stock, par value \$0.0001 per share	VRRM	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

- Emerging growth company
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On May 9, 2022, Verra Mobility Corporation (the “**Company**”) issued a press release announcing its financial results for the first quarter ended March 31, 2022. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02 and Exhibit 99.1 attached hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 7.01 Regulation FD Disclosure.

The Company will host a conference call and live webcast to discuss its first quarter 2022 financial results on May 9, 2022, at 5:00 p.m. Eastern time. On May 9, 2022, the Company disseminated an earnings presentation to be used in connection with the earnings call. A copy of the earnings presentation is furnished as Exhibit 99.2 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference. Additionally, an investor presentation that will be used by the Company in presenting to certain existing and potential stockholders of the Company at upcoming investor conferences is attached as Exhibit 99.3 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference.

The information furnished in this Item 7.01 and Exhibits 99.2 and 99.3 attached hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as may be expressly set forth by specific reference in such filing.

The Company expressly disclaims any obligation to update or revise any of the information contained in the presentations.

The presentations are available on the Company’s investor relations website located at ir.verramobility.com, although the Company reserves the right to discontinue that availability at any time.

Item 8.01 Other Events.

On May 9, 2022, the Company announced that its Board of Directors approved a new stock repurchase program which authorizes the Company to repurchase up to \$125 million of its Class A common stock over the next twelve months from time to time in open market transactions, accelerated share repurchases, or in privately negotiated transactions as permitted under applicable rules and regulations. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibits
99.1	Press Release, dated May 9, 2022, issued by Verra Mobility Corporation.
99.2	Q1 2022 Earnings Presentation, dated May 9, 2022, given by Verra Mobility Corporation.
99.3	Investor Presentation, dated May 9, 2022, given by Verra Mobility Corporation.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 9, 2022

Verra Mobility Corporation

By: /s/ Craig Conti
Name: Craig Conti
Title: Chief Financial Officer



Verra Mobility Announces First Quarter Financial Results

Total revenue of \$170.4 million

Net income of \$10.0 million

Generated cash flows from operations of \$31.2 million

Strong bookings across all three business segments

Renewed the Hertz tolls and violations contract for a 5-year term

Expected financial performance at the high-end of guidance ranges

Board of Directors authorizes \$125 million share repurchase program

Mesa, AZ, May 9, 2022 – Verra Mobility Corporation (NASDAQ: VRRM), a leading provider of smart mobility technology solutions, announced today the financial results for the quarter ended March 31, 2022.

“We are off to a great start for the year, delivering strong growth and profitability. All areas of our business are benefitting from strong macro trends, including a significant increase in travel that is driving our Commercial Services performance,” said David Roberts, Chief Executive Officer, Verra Mobility. “I am very pleased with our financial results across all our segments, and we are experiencing solid increases to bookings and our sales pipelines, both of which are leading indicators for future growth. I am also pleased to report our board of directors has approved a \$125 million share repurchase program based on our conviction that the repurchase of our shares represents an attractive investment opportunity to redeploy excess capital and enhance long-term shareholder value creation.”

First Quarter 2022 Financial Highlights

- **Revenue:** Total revenue for the first quarter of 2022 was \$170.4 million, an increase of 89.6% compared to \$89.9 million for the first quarter of 2021. Organic service revenue growth was approximately 45% which was mainly due to improved travel demand that positively impacted our RAC customers in the Commercial Services segment and the New York City school zone speed expansion which drove about 28% of organic growth in our Government Solutions segment. The recently acquired Redflex and T2 Systems contributed approximately \$31 million to service revenue growth. The remaining increase in total revenue was attributable to approximately \$9.2 million in product revenue; of which, \$3.2 million was organic and \$6.0 million was from the aforementioned acquisitions.
- **Net income (loss):** Net income for the first quarter of 2022 was \$10.0 million, or \$0.06 per share based on 160.7 million diluted weighted average shares outstanding. Net loss for the comparable 2021 period was \$(8.9) million, or \$(0.05) per share, based on 162.3 million diluted weighted average shares outstanding.
- **Adjusted Earnings Per Share (EPS):** Adjusted EPS for the first quarter of 2022 was \$0.20 per share compared to \$0.12 per share for the first quarter of 2021.
- **Adjusted EBITDA:** Adjusted EBITDA was \$75.3 million for the first quarter of 2022 compared to \$40.3 million for the same period last year. Adjusted EBITDA margin was 44% of total revenue for 2022 and 45% for 2021.

We report our results of operations based on three operating segments:

- **Commercial Services** offers automated toll and violations management and title and registration solutions to rental car companies, fleet management companies, and other large fleet owners.
- **Government Solutions** delivers automated safety solutions to municipalities, school districts and government agencies, including services and technology that enable photo enforcement related to speed, red-light, school bus, and city bus lane management.
- **Parking Solutions** provides an integrated suite of parking software and hardware solutions to universities, municipalities, parking operators, healthcare facilities and transportation hubs in the United States and Canada.

First Quarter 2022 Segment Detail

- The Commercial Services segment generated total revenue of \$73.5 million, a 61% increase compared to \$45.7 million in the same period in 2021. Segment profit was \$46.6 million, a 110% increase from \$22.2 million in the prior year. The significant increases in revenue and profit resulted from improved travel demand that positively impacted the rental car industry. The segment profit margin was 63% for 2022 and 49% for the same period in 2021.
- The Government Solutions segment generated total revenue of \$78.8 million, a 78% increase compared to \$44.2 million in the same period in 2021. The increase was mainly due to the inclusion of Redflex operations with no comparable amounts in the prior year, and from organic growth in service revenue and product sales in the current period. The segment profit was \$25.7 million, a 44% increase from \$17.8 million in the prior year. The segment profit margin was 33% for 2022 and 40% for 2021.
- The Parking Solutions segment generated total revenue of \$18.1 million with no comparable amounts in the prior year. The segment profit was \$2.9 million with a profit margin of 16% for 2022.

Liquidity: As of March 31, 2022, cash and cash equivalents were \$93.4 million and we generated \$31.2 million in cash flows from operations for 2022.

Share repurchase program: The Board of Directors has approved a stock repurchase program, which authorizes the Company to repurchase up to \$125 million of its Class A common stock over the next twelve months from time to time in open market transactions, accelerated share repurchases or in privately negotiated transactions, each as permitted under applicable rules and regulations. Repurchases may be conducted and may be suspended or terminated at any time without notice. The extent to which the Company repurchases shares of its Class A common stock and the timing of such purchases will depend upon market conditions, the Company's capital position, and other considerations as may be considered by the Company in its sole discretion. Repurchases may also be made pursuant to a trading plan under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so because of self-imposed trading blackout periods or other regulatory restrictions. The timing and actual number of shares repurchased will depend on a variety of factors, including price, general business and market conditions, and alternative investment opportunities. The repurchase program will be executed consistent with the Company's capital allocation strategy, which will continue to prioritize investments to grow the business.

2022 Full Year Guidance

Any guidance that we provide is subject to change as a variety of factors can affect actual operating results. Certain of the factors that may impact our actual operating results are identified below in the safe harbor language included within Forward-Looking Statements of this press release. In addition, our recent acquisition of T2 Systems includes preliminary allocation of the fair values of assets acquired and liabilities assumed as of the acquisition date. Purchase price allocations are subject to change within the measurement period (up to one year from the acquisition date).

Based on our first-quarter results and our outlook for the remainder of the year, we are expecting to deliver results at the high-end of the guidance range for all revenue measures and Adjusted EBITDA. The guidance originally provided on March 31, 2022 is summarized below:

Service revenue	\$635 million - \$652 million
Product sales	\$59 million - \$63 million
Total revenue	\$694 million - \$715 million
Adjusted EBITDA	\$312 million - \$322 million

Conference Call Details

Date: May 9, 2022

Time: 5:00 p.m. Eastern Time (2:00 p.m. Pacific Time)

U.S. and Canadian Callers Dial-in: 1-800-289-0438

Outside of U.S. and Canada Dial-in: 1-323-794-2423 for international callers with conference ID #2688029

Webcast Information: Available live in the “Investor Relations” section of our website at <http://ir.verramobility.com>.

An audio replay of the call will also be available until 11:59 p.m. ET on May 23, 2022, by dialing 1-844-512-2921 for the U.S. or Canada and 1-412-317-6671 for international callers and entering passcode #2688029. In addition, an archived webcast will be available in the “News & Events” section of the Investor Relations website at <http://ir.verramobility.com>.

About Verra Mobility

Verra Mobility is committed to developing and using the latest in technology and data intelligence to help make transportation safer and easier. As a global company, Verra Mobility sits at the center of the mobility ecosystem – one that brings together vehicles, devices, information, and people to solve complex challenges faced by our customers and the constituencies they serve.

As a leading provider of connected mobility systems, Verra Mobility serves the world’s largest rental car companies and commercial fleets by managing tolling and violation transactions for millions of vehicles each year through integration and connectivity with hundreds of tolling and issuing authorities. Verra Mobility also fosters the development of safe cities, partnering with law enforcement agencies, transportation departments and school districts mainly across North America operating thousands of speed, red-light, bus lane and school bus stop arm safety cameras, and by offering parking hardware and software solutions. Arizona-based Verra Mobility operates in North America, Australia, Europe and Asia. For more information, visit www.verramobility.com.

Forward-Looking Statements

This press release contains forward-looking statements which address our expected future business and financial performance, and may contain words such as “goal,” “target,” “future,” “estimate,” “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “project,” “may,” “should,” “will” or similar expressions. Examples of forward-looking statements include, among others, statements regarding the benefits of our strategic acquisitions, changes in the market for our products and services, expected operating results, such as revenue growth, expansion plans and opportunities, and earnings guidance related to 2022 financial and operational metrics. Forward-looking statements involve risks and uncertainties and a number of factors could cause actual results to differ materially from those currently anticipated. These factors include, but are not limited to: (1) the disruption to our business and results of operations as a result of the COVID-19 pandemic; (2) customer concentration in our Commercial Services and Government Solutions segments; (3) decreases in the prevalence of automated and other similar methods of photo enforcement, parking solutions or the use of tolling; (4) risks and uncertainties related to our government contracts, including but not limited to administrative hurdles, legislative changes, termination rights, audits and investigations;

(5) decreased interest in outsourcing from our customers; (6) our ability to properly perform under our contracts and otherwise satisfy our customers; (7) our ability to compete in a highly competitive and rapidly evolving market; (8) our ability to keep up with technological developments and changing customer preferences; (9) the success of our new products and changes to existing products and services; (10) our ability to successfully integrate our recent or future acquisitions; (11) failures in or breaches of our networks or systems, including as a result of cyber-attacks; and (12) 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. This press release should be read in conjunction with the information included in our other press releases, reports and other filings with the SEC. Understanding the information contained in these filings is important in order to fully understand our reported financial results and our business outlook for future periods.

Non-GAAP Financial Measures

In addition to disclosing financial results that are determined in accordance with U.S. generally accepted accounting principles (“GAAP”), we also disclose certain non-GAAP financial information in this press release. These financial measures are not recognized measures under GAAP and 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, Free Cash Flow, Adjusted Net Income, Adjusted EPS and Adjusted EBITDA Margin are non-GAAP financial measures as defined by SEC rules. These non-GAAP financial measures may be determined or calculated differently by other companies. As a result, they may not be comparable to similarly titled performance measures presented by other companies. Reconciliations of these non-GAAP measurements to the most directly comparable GAAP financial measurements have been provided in the financial statement tables included in this press release, and investors are encouraged to review the reconciliations.

We are not providing a quantitative reconciliation of Adjusted EBITDA, which is included in our 2022 financial guidance above, in reliance on the “unreasonable efforts” exception for forward-looking non-GAAP measures set forth in SEC rules because certain financial information, the probable significance of which cannot be determined, is not available and cannot be reasonably estimated without unreasonable effort and expense. In this regard, we are unable to provide a reconciliation of forward-looking Adjusted EBITDA to GAAP net income (loss), due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliation. Due to the uncertainty of estimates and assumptions used in preparing forward-looking non-GAAP measures, we caution investors that actual results could differ materially from these non-GAAP financial projections.

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

EBITDA and Adjusted EBITDA

We define EBITDA as net income (loss) adjusted to exclude interest expense, net, income taxes, depreciation and amortization. Adjusted EBITDA further excludes certain non-cash expenses and other transactions that management believes are not indicative of our ongoing operating performance. EBITDA and Adjusted EBITDA, as defined, exclude some but not all items that affect our cash flow from operating activities.

Free Cash Flow

We define “Free Cash Flow” as cash flow from operations less capital expenditures.

Adjusted Net Income

We define “Adjusted Net Income” as net income (loss) adjusted to exclude amortization of intangibles and certain non-cash or non-recurring expenses.

Adjusted EPS

We define “Adjusted EPS” as Adjusted Net Income divided by the diluted weighted average shares for the period.

Adjusted EBITDA Margin

We define “Adjusted EBITDA Margin” as Adjusted EBITDA as a percentage of total revenue.

VERRA MOBILITY CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(\$ in thousands except per share data)	March 31, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	\$ 93,377	\$ 101,283
Restricted cash	4,016	3,149
Accounts receivable (net of allowance for credit losses of \$14.3 million and \$12.1 million at March 31, 2022 and December 31, 2021, respectively)	171,906	160,979
Unbilled receivables	39,484	29,109
Inventory, net	15,451	12,093
Prepaid expenses and other current assets	38,745	41,456
Total current assets	362,979	348,069
Installation and service parts, net	15,491	13,332
Property and equipment, net	99,351	96,066
Operating lease assets	39,944	38,862
Intangible assets, net	460,083	487,299
Goodwill	837,910	838,867
Other non-current assets	8,727	14,561
Total assets	\$ 1,824,485	\$ 1,837,056
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 63,049	\$ 67,556
Deferred revenue	27,369	27,141
Accrued liabilities	46,668	38,435
Payable to related party pursuant to tax receivable agreement, current portion	5,107	5,107
Current portion of long-term debt	11,952	36,952
Total current liabilities	154,145	175,191
Long-term debt, net of current portion	1,206,276	1,206,802
Operating lease liabilities, net of current portion	35,850	34,984
Payable to related party pursuant to tax receivable agreement, net of current portion	56,615	56,615
Private placement warrant liabilities	42,200	38,466
Asset retirement obligation	12,032	11,824
Deferred tax liabilities, net	28,286	47,524
Other long-term liabilities	13,266	5,686
Total liabilities	1,548,670	1,577,092
Commitments and contingencies		
Stockholders' equity		
Preferred stock, \$0.0001 par value	—	—
Common stock, \$0.0001 par value	16	16
Common stock contingent consideration	36,575	36,575
Additional paid-in capital	312,986	309,883
Accumulated deficit	(71,376)	(81,416)
Accumulated other comprehensive loss	(2,386)	(5,094)
Total stockholders' equity	275,815	259,964
Total liabilities and stockholders' equity	\$ 1,824,485	\$ 1,837,056

VERRA MOBILITY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME (LOSS)
(Unaudited)

(\$ in thousands, except per share data)	Three Months Ended March 31,	
	2022	2021
Service revenue	\$ 161,134	\$ 89,763
Product sales	9,251	95
Total revenue	170,385	89,858
Cost of service revenue	3,779	880
Cost of product sales	5,995	27
Operating expenses	51,063	30,492
Selling, general and administrative expenses	41,635	28,443
Depreciation, amortization and (gain) loss on disposal of assets, net	35,907	28,265
Total costs and expenses	138,379	88,107
Income from operations	32,006	1,751
Interest expense, net	14,279	9,164
Change in fair value of private placement warrants	3,734	2,067
Loss on extinguishment of debt	—	5,334
Other income, net	(2,866)	(3,013)
Total other expenses	15,147	13,552
Income (loss) before income taxes	16,859	(11,801)
Income tax provision (benefit)	6,819	(2,886)
Net income (loss)	\$ 10,040	\$ (8,915)
Other comprehensive income (loss):		
Change in foreign currency translation adjustment	2,708	(190)
Total comprehensive income (loss)	\$ 12,748	\$ (9,105)
Net income (loss) per share:		
Basic	\$ 0.06	\$ (0.05)
Diluted	\$ 0.06	\$ (0.05)
Weighted average shares outstanding:		
Basic	156,130	162,297
Diluted	160,749	162,297

VERRA MOBILITY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(\$ in thousands)	Three Months Ended March 31,	
	2022	2021
Cash Flows from Operating Activities:		
Net income (loss)	\$ 10,040	\$ (8,915)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	35,675	28,214
Amortization of deferred financing costs and discounts	1,306	1,593
Change in fair value of private placement warrants	3,734	2,067
Loss on extinguishment of debt	—	5,334
Credit loss expense	3,505	2,402
Deferred income taxes	(18,771)	281
Stock-based compensation	4,446	2,908
Other	354	133
Changes in operating assets and liabilities:		
Accounts receivable, net	(14,300)	(26,672)
Unbilled receivables	(10,265)	(859)
Inventory, net	(5,722)	(691)
Prepaid expenses and other assets	8,235	429
Deferred revenue	46	(44)
Accounts payable and other current liabilities	(477)	2,374
Other liabilities	13,441	459
Net cash provided by operating activities	31,247	9,013
Cash Flows from Investing Activities:		
Payment of contingent consideration	(412)	—
Purchases of installation and service parts and property and equipment	(11,478)	(3,704)
Cash proceeds from the sale of assets	25	56
Net cash used in investing activities	(11,865)	(3,648)
Cash Flows from Financing Activities:		
Repayment on the revolver	(25,000)	—
Borrowings of long-term debt	—	996,750
Repayment of long-term debt	(2,255)	(865,642)
Payment of debt issuance costs	(54)	(5,732)
Payment of debt extinguishment costs	—	(604)
Proceeds from the exercise of stock options	93	—
Payment of employee tax withholding related to RSUs vesting	(1,436)	(857)
Net cash (used in) provided by financing activities	(28,652)	123,915
Effect of exchange rate changes on cash and cash equivalents	2,231	252
Net (decrease) increase in cash, cash equivalents and restricted cash	(7,039)	129,532
Cash, cash equivalents and restricted cash - beginning of period	104,432	120,892
Cash, cash equivalents and restricted cash - end of period	\$ 97,393	\$ 250,424

VERRA MOBILITY CORPORATION
ADJUSTED EBITDA RECONCILIATION (Unaudited)

(\$ in thousands)	Three Months Ended March 31,	
	2022	2021
Net income (loss)	\$ 10,040	\$ (8,915)
Interest expense, net	14,279	9,164
Income tax provision (benefit)	6,819	(2,886)
Depreciation and amortization	35,675	28,214
EBITDA	66,813	25,577
Transaction and other related expenses ⁽ⁱ⁾	216	4,126
Transformation expenses ⁽ⁱⁱ⁾	86	332
Change in fair value of private placement warrants ⁽ⁱⁱⁱ⁾	3,734	2,067
Loss on extinguishment of debt ^(iv)	—	5,334
Stock-based compensation ^(v)	4,446	2,908
Adjusted EBITDA	\$ 75,295	\$ 40,344

- (i) Transaction and other related expenses incurred in 2021 primarily relate to costs for the acquisition of Redflex Holdings Limited and certain costs for the debt offering of senior unsecured notes and refinancing the first lien term loan during the period.
- (ii) Transformation expenses in 2021 consist of severance and other employee separation costs related to exit activities initiated during the period.
- (iii) This consists of adjustments to the private placement warrants liability from the re-measurement to fair value at the end of each reporting period.
- (iv) The loss on extinguishment of debt in 2021 consists of a \$4.0 million write-off of pre-existing deferred financing costs and discounts and \$1.3 million of lender and third-party costs associated with the issuance of the 2021 first lien term loan.
- (v) Stock-based compensation represents the non-cash charge related to the issuance of awards under the Verra Mobility Corporation 2018 Equity Incentive Plan.

FREE CASH FLOW (Unaudited)

(\$ in thousands)	Three Months Ended March 31,	
	2022	2021
Net cash provided by operating activities	\$ 31,247	\$ 9,013
Purchases of installation and service parts and property and equipment	(11,478)	(3,704)
Free cash flow	\$ 19,769	\$ 5,309

ADJUSTED EPS (Unaudited)

(In thousands, except per share data)	Three Months Ended March 31,	
	2022	2021
Net income (loss)	\$ 10,040	\$ (8,915)
Amortization of intangibles	27,331	22,719
Transaction and other related expenses	216	4,126
Transformation expenses	86	332
Change in fair value of private placement warrants	3,734	2,067
Loss on extinguishment of debt	—	5,334
Stock-based compensation	4,446	2,908
Total adjustments before income tax effect	35,813	37,486
Income tax effect on adjustments	(14,485)	(9,167)
Total adjustments after income tax effect	21,328	28,319
Adjusted Net Income	\$ 31,368	\$ 19,404
Adjusted EPS	\$ 0.20	\$ 0.12
Diluted weighted average shares outstanding	160,749	162,297

Investor Relations Contact
Mark Zindler
mark.zindler@verramobility.com



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

Earnings Overview

Verra Mobility Q1 Earnings Presentation
For the Quarter Ended March 31, 2022



FORWARD-LOOKING STATEMENTS

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

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

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

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 and other transactions that management believes are not indicative of Verra Mobility's ongoing operating performance.

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.



EXECUTIVE SUMMARY

Key Highlights

- Attractive macro trends driving strong growth in Commercial Services
 - Q1 2022 results represent 17% revenue growth over Q1 2019
- Strong top-line performance across all business segments
 - Commercial Services – 61% Y-o-Y growth
 - Government Solutions – 66% Y-o-Y service revenue growth; 28% of which is organic growth
 - Parking Solutions – delivering results in line with expectations and poised for low double-digit growth for the year
- Solid contract bookings in Parking Solutions and Government Solutions for new awards as well as a contract renewal for a top 10 metro customer

Hertz tolls and violations contract renewal

- Renewed the Hertz tolls and violations contract for a 5-year term

Financial Guidance

- Expect to generate revenue and Adj. EBITDA at the high end of the guidance range

Share Repurchase Program

- Board of directors has approved a stock repurchase program, which authorizes the Company to repurchase up to \$125 million of its shares over the next twelve months



Q1 2022 Total Revenue

\$170 million

Q1 2022 Adjusted EBITDA ¹

\$75 million

Q1 2022 Cash Flow from Operations

\$31 million



¹ Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP financial measures. For a reconciliation of these non-GAAP financial measures, see the appendix.

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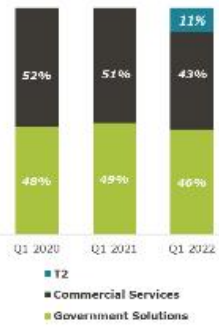
CONSOLIDATED Q1 RESULTS

For the Quarter Ended March 31, 2022

Revenue & YoY Growth



Q1 Revenue Mix by Business Segment



Adj EBITDA & Margin %



Revenue

- Total Revenue growth of 90% year over year; of which, 48% was organic growth
- Organic service revenue growth was 45% as shown in the table below

Adj EBITDA

- Adjusted EBITDA growth of 87% compared to the prior year; attributable to strong performance in Commercial Services; organic growth in Government Solutions and the acquisitions of Redflex and T2 Systems

(\$ in Millions)	Q1 Service Revenue Growth		
	2019	2021	2022
Total Service Revenue	\$ 98	\$ 90	\$ 161
Less: Redflex			(\$ 17)
Less: Parking Solutions			(\$ 14)
Organic Revenue	\$ 98	\$ 90	\$ 130
Growth over 2021			45%
Growth over 2019			32%



Q1 RESULTS BY SEGMENT – COMMERCIAL SERVICES

For the Quarter Ended March 31, 2022

Revenue & YoY Growth



Adj EBITDA & Margin %



Revenue

- Revenue growth of 61% driven by increased demand for travel in the U.S. and the resulting increase in demand for rental cars
- Key performance indicators – electronic tolling, toll rates, billable days and customer adoption are all increasing

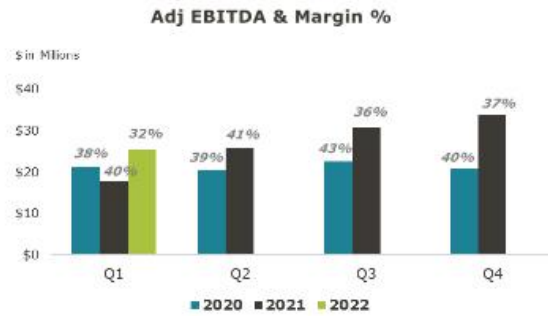
Adj EBITDA

- Strong margins – 63% for the quarter
- Year-over-Year growth of 107%



Q1 RESULTS BY SEGMENT – GOVERNMENT SOLUTIONS

For the Quarter Ended March 31, 2022



Revenue

- Strong revenue performance
 - Organic service revenue growth (28% year-over-year) attributable to NYC photo enforcement expansion efforts

(\$ in Millions)	Q1-2022	
	\$	YoY
Service Revenue	\$ 73	66%
Product Revenue	\$ 6	5,817%
Total Revenue	\$ 79	78%

- Redflex contributed \$19 million in total revenue, including \$2 million in product revenue

Adj EBITDA

- Adjusted EBITDA growth of 43% over the same period of the prior year driven by organic growth and Redflex



Q1 RESULTS BY SEGMENT – PARKING SOLUTIONS

For the Quarter Ended March 31, 2022

Parking Solutions Revenue ⁽¹⁾

	Q4-2021	Q1-2022
(\$ in Millions)		
Service Revenue	\$ 4	\$ 14
Product Revenue	\$ 3	\$ 4
Total Revenue	\$ 7	\$ 18

Revenue

- Revenue performance in-line with expectations
- Revenue includes \$14M in service revenue and about \$4M in product revenue
- T2 Systems expected to drive sequential revenue and adjusted EBITDA growth through the balance of the year
- Anticipate low double-digit top-line and bottom-line growth

Adj EBITDA

- Adjusted EBITDA of \$3M in Q1 2022 with an 18% margin; margins expected to expand to the low 20% range
 - Margins are modestly lower than pre-acquisition results due solely to allocations for public-company costs



¹ Q4 2021 data based on T2 acquisition closing on December 7, 2021

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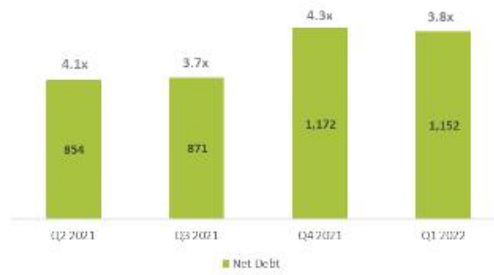
CONSOLIDATED Q1 RESULTS

For the Quarter Ended March 31, 2022

Adjusted Earnings Per Share



Net Debt & Leverage



Adjusted EPS

- Strong adjusted EPS growth driven by organic growth and Reflex and T2 Systems acquisitions

Cash Flow from Operations

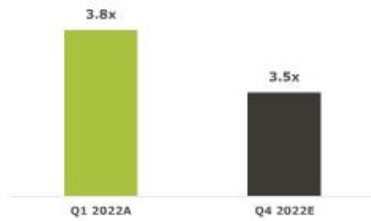
- Generated cash flow from operations of \$31 million
- Working capital impacted by strong growth in commercial services in the back-end of the quarter when travel demand increased significantly
- Expectation to drive sequential increases in cash flow from operations in the second and third quarters and to slightly level off in the fourth quarter



GUIDANCE OVERVIEW

Expecting to deliver results at the high-end of the ranges for Revenue and Adjusted EBITDA

	2022 Full Year		
	Low	High	Mid
Service Revenue	\$635	\$652	\$643
Product Revenue	\$59	\$63	\$61
Total Revenue	\$694	\$715	\$704
Adj EBITDA	\$312	\$322	\$317
Adj EBITDA Margin	45%	45%	45%



Service Revenue – At High-End of Range

- YoY Service Revenue growth of 32% including T2 Systems and Redflex

Product Revenue

- Modest increase over FY21
 - Increase in product revenue driven by T2 Systems and Redflex, offset by the reduction in New York City installations

Adj EBITDA

- Implies margin compression in 2022 due to the incorporation of T2 Systems and Redflex

Cash and Leverage

- Total debt is expected to be \$1.2B at year-end
- Free cash flow conversion approximately 50% of adjusted EBITDA
- Including the stock repurchase program, net leverage is expected to be approximately 3.5x at year-end



APPENDIX



VERRA MOBILITY QUARTERLY RESULTS

2020 - 2022

Unaudited (\$ in millions)	Full Year 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Full Year 2021	Q1 2022
Service revenue	\$336.3	\$89.8	\$116.4	\$141.8	\$144.8	\$492.8	\$101.1
Product sales	57.3	0.1	12.2	20.3	25.1	57.7	9.3
Total revenue	\$393.6	\$89.9	\$128.7	\$162.1	\$170.0	\$550.6	\$110.4
Cost of service revenue	4.0	0.9	1.3	1.4	1.7	5.3	3.8
Cost of product sales	29.6	0.0	6.1	9.4	14.2	29.8	6.0
Operating expenses	115.7	38.3	36.4	48.3	48.1	163.4	81.1
Selling, general and administrative expenses	89.7	28.4	26.2	31.6	37.2	123.4	41.6
Depreciation, amort, and (gain) loss on disposal of assets, net	116.8	28.3	27.0	29.5	32.0	116.8	35.9
Total costs and expenses	\$355.8	\$88.1	\$97.2	\$120.2	\$133.2	\$438.7	\$138.4
Income (loss) from operations	37.8	1.8	31.5	41.9	36.7	111.9	32.0
Interest expense, net	40.9	9.2	11.7	11.6	12.5	44.9	14.3
Change in fair value of private placement warrants	1.1	2.1	8.1	(5.1)	2.5	7.6	3.7
Tax receivable agreement adj	6.9	-	1.7	-	(2.7)	(1.0)	-
Loss on extinguishment of debt	-	5.3	-	-	-	5.3	-
Other (income) expense, net	(11.9)	(3.0)	(2.8)	(3.5)	(3.6)	(12.9)	(2.9)
Total other expense	\$37.0	\$13.6	\$18.6	\$3.1	\$8.7	\$44.0	\$15.1
Income (loss) before income taxes	0.9	(11.8)	12.9	38.8	28.0	67.9	16.0
Income tax provision (benefit)	5.4	(2.9)	8.9	11.5	8.9	26.5	6.8
Net (loss) income	(\$4.6)	(\$8.9)	\$4.0	\$27.3	\$19.1	\$41.4	\$10.0
Bridge to adj. EBITDA							
Net (loss) income	(\$4.6)	(\$8.9)	\$4.0	\$27.3	\$19.1	\$41.4	\$10.0
Interest expense, net	40.9	9.2	11.7	11.6	12.5	44.9	14.3
Income tax provision (benefit)	5.4	(2.9)	8.9	11.5	8.9	26.5	6.8
Depreciation and amortization	116.6	28.2	27.0	29.5	32.0	116.8	35.7
EBITDA	\$158.3	\$25.6	\$51.6	\$80.0	\$72.5	\$229.6	\$66.8
Transaction and other related	1.9	4.1	3.3	2.7	3.8	14.0	0.2
Transformation expense	1.1	0.3	0.4	0.8	0.2	1.7	0.1
Loss on extinguishment of debt	-	5.3	-	-	-	5.3	-
TRA adjustment	6.9	-	1.7	-	(2.7)	(1.0)	-
Change in fair value of private placement warrants	1.1	2.1	8.1	(5.1)	2.5	7.6	3.7
Stock-based compensation	12.6	2.9	3.6	3.7	3.6	13.8	4.4
Adjusted EBITDA	\$181.8	\$40.3	\$68.6	\$82.1	\$80.0	\$270.9	\$75.3



SEGMENT RESULTS OF OPERATIONS

2020 - 2022

Commercial Services

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

Government Solutions

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

Parking Solutions

Unaudited (\$ in millions)	Full Year 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Full Year 2021	Q1 2022
Total Revenue							
Parking Solutions	\$0.0	\$0.0	\$0.0	\$0.0	\$6.5	\$6.5	\$18.1
Adj EBITDA							
Parking Solutions	\$0.0	\$0.0	\$0.0	\$0.0	\$2.6	\$2.6	\$3.2





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Investor Overview

Verra Mobility Q1 Investor Presentation
For the Quarter Ended March 31, 2022



FORWARD-LOOKING STATEMENTS

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

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

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

Use of Non-GAAP Financial Measures

This presentation includes non-GAAP financial measures, including earnings before interest, taxes, depreciation and amortization ("EBITDA"), Pro Forma Adjusted EBITDA, Free Cash Flow, Free Cash Flow Margin and Pro Forma Adjusted Revenue. Pro Forma Adjusted EBITDA is defined as EBITDA adjusted as described in this presentation for historical costs and estimated cost savings and synergies. Free Cash Flow is defined as EBITDA minus capital expenditures, and Free Cash Flow Margin is defined as Free Cash Flow divided by total revenue. Pro Forma Adjusted Revenue adjusts total revenue for non-cash amortization of contract incentive and certain pre-acquisition results. These non-GAAP financial measures may be determined or calculated differently by other companies. As a result, they may not be comparable to similarly titled performance measures presented by other companies. Reconciliations of these non-GAAP measurements to the most directly comparable GAAP financial measurements have been provided elsewhere in this presentation.

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

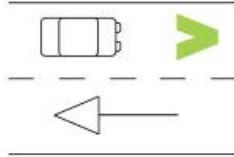


SAFE. SMART. CONNECTED.

Leading provider of smart mobility solutions that address mission critical mobility needs for cities, fleets, and universities



Building safer cities
by installing, maintaining and managing leading technology that positively impacts driver behavior and enhances road safety.



Enabling smarter roadways
by providing the integrated technology to help rental car companies and large fleet operators manage tolls, violations, and vehicle title and registrations.



Developing more connected systems
by seamlessly connecting people, technology and data across the smart mobility ecosystem.

Enriching lives by making transportation Safer & Easier



WE OPERATE IN THREE BUSINESS SEGMENTS

Who We Are

Business Unit

Business Model

What we do

Who we serve

Commercial Services
\$289M Service Revenue*



The Commercial Services segment generates revenue by providing fully outsourced tolling and violations management and title and registration services to our customers through integrated technologies that both reduce cost and add value.

- Rental Car Companies (RACs)
- Fleet Management Companies (FMCs)
- Large Fleet Operators

Government Solutions
\$257M Service Revenue*



The Government Solutions segment generates revenue by contracting with municipalities and school districts to provide the hardware, software, installation, maintenance and support they need to identify, issue, enforce, and successfully adjudicate traffic violations.

- Municipalities
- Counties
- School districts
- Other governmental entities

Parking Solutions
\$18M Service Revenue*



The Parking Solutions segment provides an integrated suite of parking software and hardware solutions that includes curbside management, mobile payments, contactless transactions and transportation demand management.

- Universities
- Municipalities
- Healthcare
- Commercial/Private Operators



* TTM Service Revenue for the period ending March 31, 2022; Parking Solutions represents T2 Systems post-closing (December 7, 2021)

COMMERCIAL SERVICES

Providing tolling, violation management and title/registration services

Toll Management

Rental fleet toll collection and management, reducing in-house administrative burdens while providing convenience to the driver – daily or flat fee

Commercial fleet toll collection and management driving value for customers

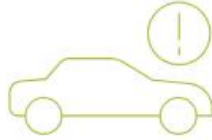


United States & a portion of Canada

Violations

Manage toll, parking and photo enforcement violations for rental car and commercial fleets, reducing violation-related expenses and late fees

European toll and violation collection and management for issuing authorities for administrative fees



United States & Europe

Title and Registration

Rental car and commercial fleet title and registration for data management and services fee



United States

\$289M Service Revenue*



* TTM Service Revenue for the period ending March 31, 2022

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GOVERNMENT SOLUTIONS

Increasing road safety by changing driver behavior

Red-Light Safety Cameras

Capture and process images and video of vehicles running red lights



Speed Safety Cameras

Capture and process images and video of vehicles exceeding speed limits



Stop-Arm Safety Cameras

Capture and process images and video of vehicles illegally passing school buses



Bus Lane Cameras

Capture and process images and video of vehicles violating city bus lane restrictions



\$257M Service + \$61M Product = \$318M Total Revenue*



* TTM Revenue for the period ending March 31, 2022

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PARKING SOLUTIONS

T2 Systems' platform unifies the entire parking operation, providing operators the tools and data to drive revenue and operational efficiencies

T2 Systems Engaged Enterprise



\$18M Service + \$6M Product = \$25M Total Revenue*



* TTM Revenue for the period ending March 31, 2022; Parking Solutions represents T2 Systems post-closing (December 7, 2021)

WHY INVEST IN VERRA MOBILITY?

Leadership, business model and strong financial performance



A market leader with highly differentiated platforms

- Leading provider of road safety cameras in the U.S.
- Leading provider of toll and violation management to rental car and fleet management companies in U.S.



Contracted, reoccurring revenue business model

- Contracts with the three largest U.S. rental car companies
- Large install base = reoccurring revenue



Proven financial performance

- Solid financial results with robust margins
- Historically strong free cash flow conversion
- CAGR for service revenue from 2017-2021 = 21%
- Demonstrated commitment to opportunistically return cash to shareholders



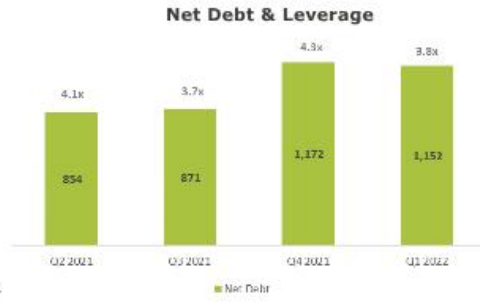
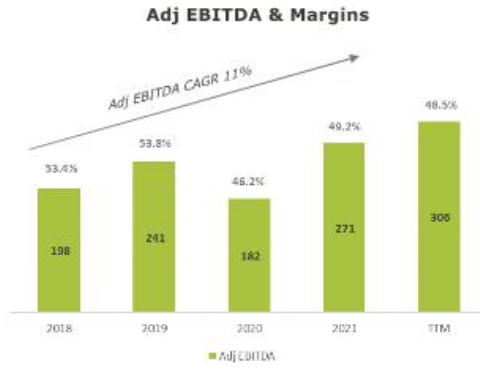
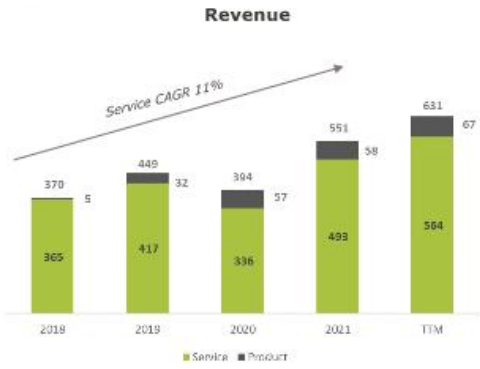
Platform for future growth

- Connected Fleet, shared economy and smart mobility addressable market growth
- M&A



PROVEN FINANCIAL PERFORMANCE

Strong revenue and profitability create beneficial cash flow



Financial Strategy:

Strong free cash flow combined with disciplined capital management will accelerate strategic M&A and earnings growth

Revenue Growth:

Well-positioned in attractive markets with strong secular growth drivers

Commercial Services:

- Shift to cashless tolling
- Customer adoption increasing
- Billable days trending upward

Government Solutions:

- Strong demand for photo enforcement
- Influencing driving behavior to improve safety

Parking Solutions:

- Broadened our portfolio and executing against growing curbside management opportunity

Operating Model:

Implementing processes to drive growth, improve profitability, and seek continuous improvement across our entire portfolio



* Service CAGR & Adj EBITDA CAGR percentages from 2018-2021

Emphasis on Innovation and Diversifying Strategic Client Relationships



Building meaningful relationships with customers based on trust & founded on partnership



Solving our client's most complex problems through deep industry knowledge and differentiated solutions



Accelerating future growth through M&A and innovation

LONG-TERM VALUE CREATION THROUGH STRATEGIC M&A

A disciplined approach to M&A to deliver shareholder value



APPENDIX



VERRA MOBILITY QUARTERLY RESULTS

2020 - 2022

Unaudited (\$ in millions)	Full Year 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Full Year 2021	Q1 2022
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Tax receivable agreement adj	6.9	-	1.7	-	(2.7)	(1.0)	-
Loss on extinguishment of debt	-	5.3	-	-	-	5.3	-
Other (income) expense, net	(11.9)	(3.0)	(2.8)	(3.5)	(3.6)	(12.9)	(2.9)
Total other expense	\$37.0	\$13.6	\$18.6	\$3.1	\$8.7	\$44.0	\$15.1
Income (loss) before income taxes	0.9	(11.8)	12.9	38.8	28.0	67.9	16.0
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Net (loss) income	(\$4.6)	(\$8.9)	\$4.0	\$27.3	\$19.1	\$41.4	\$10.0
Bridge to adj. EBITDA							
Net (loss) income	(\$4.6)	(\$8.9)	\$4.0	\$27.3	\$19.1	\$41.4	\$10.0
Interest expense, net	40.9	9.2	11.7	11.6	12.5	44.9	14.3
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EBITDA	\$158.3	\$25.6	\$51.6	\$80.0	\$72.5	\$229.6	\$66.8
Transaction and other related	1.9	4.1	3.3	2.7	3.8	14.0	0.2
Transformation expense	1.1	0.3	0.4	0.8	0.2	1.7	0.1
Loss on extinguishment of debt	-	5.3	-	-	-	5.3	-
TRA adjustment	6.9	-	1.7	-	(2.7)	(1.0)	-
Change in fair value of private placement warrants	1.1	2.1	8.1	(5.1)	2.5	7.6	3.7
Stock-based compensation	12.6	2.9	3.6	3.7	3.6	13.8	4.4
Adjusted EBITDA	\$181.8	\$40.3	\$68.6	\$82.1	\$80.0	\$270.9	\$75.3



SEGMENT RESULTS OF OPERATIONS

2020 - 2022

Commercial Services

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

Government Solutions

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

Parking Solutions

Unaudited (\$ in millions)	Full Year 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Full Year 2021	Q1 2022
Total Revenue							
Parking Solutions	\$0.0	\$0.0	\$0.0	\$0.0	\$6.5	\$6.5	\$18.1
Adj EBITDA							
Parking Solutions	\$0.0	\$0.0	\$0.0	\$0.0	\$2.6	\$2.6	\$3.2





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