



# **VERRA MOBILITY**

## **CODE OF BUSINESS**

### **ETHICS AND CONDUCT**



# LEGAL AND COMPLIANCE POLICIES

## Code of Business Ethics and Conduct

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|-----------------|--------|-----------------------|--------------------------|------------------------|--------------------|
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### TABLE OF CONTENTS

|   |           |
|---|-----------|
| <b>INTRODUCTION</b> .....   | <b>2</b>  |
| <b>A. MAINTAINING INTEGRITY AND FAIRNESS IN THE WORKPLACE</b> .....                   | <b>3</b>  |
| 1. Standards of Integrity .....   | 3         |
| 2. Create a Culture of Open and Honest Communication .....                            | 4         |
| 3. Tone at the Top.....   | 4         |
| 4. Conflicts of Interest .....  | 4         |
| 5. Contributions of Corporate Assets .....  | 4         |
| 6. Personal Political Interests .....   | 6         |
| <b>B. PROTECTING VERRA MOBILITY’S ASSETS AND REPUTATION</b> .....                     | <b>6</b>  |
| 1. Build Trust and Credibility .....  | 6         |
| 2. Working with Vendors and Third Parties.....  | 6         |
| 3. Corporate Record Management .....  | 7         |
| 4. Accurate Disclosures and Public Company Reporting .....                            | 7         |
| 5. Special Ethics Obligations for Employees with Financial Reporting Responsibilities | 8         |
| 6. Safeguarding Company and other Confidential Information .....                      | 9         |
| 7. Physical Security of Information .....   | 9         |
| 8. Use of Company Resources .....   | 9         |
| 9. Handling External Communications .....   | 10        |
| <b>C. MAINTAINING INTEGRITY AND FAIRNESS IN THE MARKETPLACE</b> .....                 | <b>10</b> |
| 1. Customer Relationships .....   | 11        |
| 2. Competition.....   | 11        |
| 3. Selling with Integrity .....   | 11        |
| 4. Insider Trading .....  | 11        |
| 5. The Government as a Customer .....   | 11        |
| 6. Gifts, Gratuities and Business Courtesies .....                                    | 12        |
| 7. Proprietary Information of Third Parties .....                                     | 13        |
| 8. Handling Personal Data.....  | 13        |
| 9. Moving Products and Information Across Borders .....                               | 13        |
| <b>D. MAINTAINING AN INCLUSIVE, FAIR AND HEALTHY WORK ENVIRONMENT</b> .....           | <b>14</b> |
| 1. Occupational Health and Safety.....  | 14        |





- 2. Discrimination and Harassment..... 14
- 3. Consumption of Alcohol at Company or Business Functions ..... 15
- E. PROMOTE SUBSTANCE OVER FORM..... 15**
- F. DO WHAT’S RIGHT ..... 15**
- G. REQUESTS FOR WAIVERS AND CHANGES IN THE CODE ..... 16**
- DEFINITIONS ..... 16**
- RELATED DOCUMENTS..... 16**
- APPROVAL AND OWNERSHIP ..... 17**
- REVISION HISTORY..... 17**

## Introduction

Verra Mobility Corporation (“**Verra Mobility**” or the “**Company**”) is committed to improving the quality of life of everyone—from our colleagues to our customers, to the communities where we live and work. Our reputation for integrity and excellence demands a diligent observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. Accordingly, this Code of Business Ethics and Conduct (this “**Code**”) sets forth the ethical and fiduciary principles and related compliance requirements under which the Company and its Employees must operate.

Verra Mobility complies with all applicable laws and regulations wherever in the world we operate, and we strive to cultivate a culture where its directors, officers, employees, agents, contractors, and consultants not only conduct business in accordance with the letter and spirit of all relevant laws and regulations, but also seek to exceed such standards. It is the responsibility of every officer, director, employee and temporary worker (each, an “**Employee**” for purposes of this Code) to fulfill the Company’s commitment to ethical conduct and compliance with laws and regulations. If a law conflicts with a policy in this Code, you must comply with the law.

This Code applies to all Employees of the Company. Where appropriate, business partners working on our Company’s behalf should also familiarize themselves with and follow our Code. If your job responsibilities require you to interact with representatives working on behalf of Verra Mobility, be sure to inform them of their responsibility to act in accordance with this Code and provide them with a copy. Their behavior must be consistent with our Code, other Company policies, and applicable laws and regulations.

The Verra Mobility Code of Business Ethics and Conduct is crucial to ensuring that our Employees—as well as our customers and the public at large—are aware of the standards we have set for ourselves. All Employees, agents, contractors, and consultants are personally responsible for compliance with this Code, and failure to comply with its provisions is grounds for disciplinary action, up to and including termination, or assignment/contract termination.

The Company’s Chief Compliance Officer is responsible for administering this Code, in concert with the Company’s Compliance and Ethics Committee (the “**Compliance Committee**”). Together, they oversee activities pertaining to this Code (including implementation, training, investigations, and remedial measures) and the implementation of a Compliance Program. The Compliance Committee shall consist of the Chief Financial Officer (“**CFO**”), the Chief Legal Officer (“**CLO**”) and Chief Compliance Officer, the Chief People Officer, the Chief Technology Officer and the Deputy General Counsel responsible for

corporate compliance. The Compliance Committee shall operate according to the [Compliance & Ethics Committee Charter](#).

In some cases, matters covered by this Code are addressed in more detail in other Company policies, including employee handbooks or policies applicable to specific locations or business units. Where so indicated, you should reference the Company policy or employee handbook applicable to your business or department, which may vary by geographic location.

The terms set out in this Code work in conjunction with, and do not replace, amend, or

supplement any terms or conditions of employment stated in any collective bargaining agreement that an applicable Employee may be subject to.

## A. Maintaining Integrity and Fairness in the Workplace

### 1. Standards of Integrity

Employees are subject to the following Standards of Integrity, which are intended to provide guidance for handling a spectrum of matters. Any questions regarding the application of these Standards of Integrity to particular matters should be directed to an Employee's manager, a member of the Human Resources department, a member of the Compliance Committee or to the EthicsLine (identified below):

- Employees must respect and obey all applicable laws, rules and regulations governing the Company and the operation of its business.
- Employees must be fair and honest in all dealings, and all transactions must be documented accurately to reflect the facts and/or honest dealings.
- Employees should carry out their duties conscientiously, responsibly, and professionally, i.e., in a manner that merits public trust and confidence.
- Employees shall avoid inappropriate conflicts of interest or any abuse of a position of trust or responsibility.
- Employees shall not take inappropriate advantage of their position with the Company.
- Employees shall ensure that Verra Mobility and customer Confidential Information is kept confidential, including the identity and Confidential Information of prospective customers.
- Verra Mobility will continue to establish formal, Company-wide procedures to train every Employee in the Company's Standards of Integrity governing all our business interactions.

Regarding any course of conduct not specifically addressed in this Code, Employees are instructed to consult with their managers or the Legal or Human Resources Departments, but ultimately, Employees are responsible for using good judgment and acting in a manner consistent with the spirit, principles and values embodied in this Code.

Before engaging in any activity, conduct, transaction or relationship that might give rise to or appear to be a conflict of interest, as discussed more fully below, Employees must seek review from their manager, the Legal or Human Resources Department, or a member of the Compliance Committee.

## 2. Create a Culture of Open and Honest Communication

At Verra Mobility, Employees should feel comfortable to speak their mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where Employees feel comfortable raising such questions. We all benefit when Employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times. Not every ethical dilemma is straightforward and asking questions can be difficult. If you feel uncertain or uncomfortable about raising an issue, think about the following:

- Does this action violate the law?
- Is this in alignment with the Company's values?
- Does this conflict with the Company's policies?
- Could this damage the reputation of the Company?

All Employees should feel empowered to raise concerns of suspected violations or unethical behavior. When in doubt, speak to someone. The following resources are available to you:

- Our written policies and procedures
- Your manager in your Business Unit
- Business Unit Legal or the Legal Department
- Human Resources
- The EthicsLine

Knowledge of events by Employees related to questionable, inappropriate or fraudulent business conduct, accounting practices or regulatory, internal accounting or auditing matters must be immediately reported to a member of the Compliance Committee or the EthicsLine. The EthicsLine provides a mechanism to report incidents, including by doing so anonymously, either online at [ethicsline.verramobility.com](https://ethicsline.verramobility.com) or via a toll-free number, available in select countries 24 hours a day, seven days a week (844-927-2814 in the U.S.; available international phone numbers listed online at [ethicsline.verramobility.com](https://ethicsline.verramobility.com)). Reports to the Compliance Committee or the EthicsLine will be treated confidentially to conduct a complete and fair investigation or to take appropriate corrective action (to the extent permitted by law and feasible considering the investigation). **Failure to report such matters constitutes a violation of this Code.** The Compliance Committee will oversee the investigation of any reported or suspected violation of the provisions of this Code and take appropriate remedial actions, where appropriate.

All reports will be investigated promptly and thoroughly, consistent with applicable law. Upon the advice and approval of the Legal Department, investigative findings may be reported to the appropriate authorities. Employees are required to cooperate in any investigation into a potential violation of this Code. Employees who discourage or prevent another either from making such a report, seeking the help or assistance they need to report the matter to the individuals identified above or participating in an investigation will be subject to disciplinary action, up to and including termination.

We will not tolerate retaliation against Employees who raise good faith ethics concerns or who participate in good faith in an investigation. Please see the Company's [Policy for Reporting Violations and Complaints](#) for additional information regarding reporting

suspected or actual violations of this Code.

### 3. Tone at the Top

Management has the added responsibility of demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matter. To make this Code work, managers must be responsible for promptly addressing ethical questions or concerns and for taking appropriate steps to deal with such issues. Managers should not consider ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Verra Mobility, we want the ethics dialogue to become a natural part of daily work.

Managers should also consider the character and behavior of colleagues whom they are considering for promotion. Promotions are a privilege only extended to those who exemplify values in a manner consistent with this Code.

### 4. Conflicts of Interest

The work we do as Employees of the Company can sometimes come into conflict with our personal relationships, outside activities or personal financial interests. A conflict of interest occurs when our personal interests interfere with, or appear to interfere with, our ability to perform our jobs without bias. We may not engage in any interest, investment, or association in which a conflict of interest might arise. Employees are obligated to report any potential or actual conflict of interest to their manager, or Human Resources or Legal Departments.

#### Examples of Conflicts of Interest

The following non-exclusive list is intended to serve as a guide of those activities that may create a conflict of interest (some of which are addressed in more detail elsewhere in this Code, applicable employee handbook or in separate Company or business unit policies).

- Being employed by, or acting as a consultant to, a competitor or potential competitor, supplier or customer, regardless of the nature of the employment, while also being employed by Verra Mobility.
- Being employed by, or acting as a consultant to, any entity that competes with, constitutes a conflict of interest with, or creates an adverse impact on Verra Mobility is prohibited.
- Hiring, supervising or influencing Verra Mobility personnel decisions impacting relatives or close personal friends.
- Direct reporting to a spouse, partner or immediately family member.
- Serving as a board member for an outside company or organization without disclosure to Verra Mobility where a potential conflict of interest may arise.
- Owning or having a significant financial interest in a competitor, supplier, customer or contractor. A significant financial interest is any financial interest that: (a) is more than 1/10 of one percent of a company's securities or other financial instruments or (b) exceeds 25 percent of an Employee's Verra Mobility annual base salary.
- Owning a direct or indirect interest in any company that is a lessee of the Company or a company that is otherwise financed by the Company.
- Owning or acquiring property knowing that its value is likely to increase as a result of an action the Company is considering.

- Taking opportunities that are discovered through the use of any Company property, information or position.
- Giving to others any business opportunity in which the Employee knows the Company would be interested.
- Placing Company business with a company, which an Employee or an Employee's relative or personal friend controls or has a significant financial interest.
- Accepting gifts, discounts, favors or services from a customer, potential customer, competitor or supplier unless of modest value as outlined by the Legal Department or pursuant to applicable federal, state and local laws.

Determining whether a conflict of interest exists is not always easy to do. Employees with conflict-of-interest questions should seek advice from their manager, the Legal or Human Resources Departments or a member of the Compliance Committee.

## 5. Contributions of Corporate Assets for Political, Charitable, or Sponsorship Activities

Verra Mobility may choose to use Company funds to advance matters of public policy or interests that are consistent with our core values and business objectives. The Company is committed to adhering to the highest standards of ethics and transparency when engaging in political activity, making a political or charitable donation or placing a corporate sponsorship. We will comply with the spirit and letter of all laws and regulations governing such contributions of Company funds. You may not accept or provide any donation, contribution, or favor if it is made for an improper purpose, or if you know it would violate the Company's policies or the law.

Every political contribution, charitable donation or corporate sponsorship that the Company offers is subject to a thorough review process. All political contributions made on behalf of the company or by Employees in their capacity representing Verra Mobility, whether to an individual, candidate, campaign committee, political party, entity or organization, must be approved in advance in accordance with the Company's [Political Contributions Policy](#). In addition, Employees may never reimburse (or request or authorize reimbursement to) anyone for any political contribution using Company funds, except as set forth in the [Political Contributions Policy](#) and in accordance with the required authorizations. All charitable donations and corporate sponsorships must be approved in advance in accordance with the Company's [Charitable Donations and Corporate Sponsorship Policy](#), or similar policy established locally by your business.

## 6. Personal Political Interests

Verra Mobility Employees must keep their personal political contributions and activities separate from the Company. If you make political contributions, you may not refer in any way to your employment or use the company's assets, including its name, in connection with your contributions, unless required to do so by law. For example, in some instances reference to employment may be required when making political contributions.

If in your personal capacity you are appearing before a government body or engaging in contact with a public official, you should make it clear that you are not representing Verra Mobility.

## B. Protecting Verra Mobility's Assets and Reputation

### 1. Build Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from our employees, agents, contractors, consultants, customers and shareholders. We gain



credibility by adhering to our commitments, displaying honesty and integrity, and reaching company goals solely through hard work and honorable conduct. Ultimately, we will be judged by what we do. When considering any action, it is wise to ask:

- Will this build trust and credibility for Verra Mobility?
- Are there potentially applicable laws and regulations that govern the activity, and if so, are the activities in full compliance? (If unsure, seek guidance from the Legal Department before acting.)
- Will it help create a working environment in which Verra Mobility can succeed over the long term?
- Is the commitment I am making one upon which I can follow through?

The only way we will maximize trust and credibility is by answering “yes” to these questions and by working every day to build our trust and credibility.

## 2. Working with Vendors and Third Parties

Verra Mobility’s reputation is influenced by the relationships into which we enter. We will seek to do business with and work through only reputable vendors, subcontractors and other third parties. Our procurement processes will include appropriate due diligence and screening measures and our contracts and subcontracts will require that vendors, subcontractors and other third parties agree to adhere to the Company’s third-party code of conduct.

We should not solicit, give, or receive bribes or kickbacks. We should also be careful to avoid even the appearance of such improper conduct. Bribery generally includes any situation where an employee or someone acting on the Company’s behalf offers or gives something of value with the intent to improperly influence a business action or decision. Kickbacks generally include any situation where an employee receives an improper personal benefit in exchange for taking or refraining from taking an action on behalf of the Company. We will not tolerate bribery or kickbacks, whether it is done directly or through a third party.

Never retain a third party to make an improper payment or enter into any transaction where you suspect a third party is making such payments. Doing so violates our Code.

In addition to avoiding bribery and kickbacks, we comply with all applicable anticorruption laws regarding improper payments to government officials and private individuals under the United States Foreign Corrupt Practices Act and the United Kingdom Bribery Act 2010. We do not permit any improper payments to government officials or private individual for purposes of improperly influencing government acts or decisions in order to obtain or retain business or otherwise secure a business advantage. It is important to remember that engaging in bribery, or even appearing to engage in such activity, can expose you and our Company to criminal liability.

Specific rules for giving and accepting gifts, gratuities and business courtesies are set forth in the Company’s [Anti-Bribery and Corruption Policy and Procedure and Interactions with Public Officials policy](#). These rules are applicable to all Employees and third parties. Any violation of these standards may subject the Employee to disciplinary action, up to and including termination.

### 3. Corporate Record Management

We create, retain and dispose of our Company records as part of our normal course of business in compliance with applicable Company policies and guidelines, as well as all regulatory, legal and contractual requirements.

In addition, we reflect accurately and fairly on all invoices to customers the sale price or cost of goods or services sold and other terms of sale. We each have a responsibility to maintain accurate and complete records in order to allow the Company to uphold this commitment. Never falsify any record created during the course of your work for our Company or make misleading or artificial entries in our Company books or records.

In the event of litigation or regulatory directive, all relevant hard-copy and electronic records must be retained, regardless of any applicable records retention/destruction schedule, and all automatic destruction features within the Company's systems will be overruled in accordance with the scope of the litigation or regulatory directive.

### 4. Accurate Disclosures and Public Company Reporting

We will ensure that all disclosures made in financial reports and documents are full, fair, accurate, timely and understandable, as set forth more fully in the Company's [Disclosure and Regulation FD Policy](#). This obligation applies to all Employees with any responsibility for the preparation for such reports, including drafting, reviewing, and signing or certifying the information contained therein, or to any Employee called upon to provide information necessary for such reports. The perceived achievement of a business goal is never an excuse for misrepresenting facts or falsifying records.

All Employees are prohibited from improperly influencing, manipulating or misleading any authorized audit, or interfering with any auditor engaged to perform an independent audit of Verra Mobility's books, records, processes or internal controls.

Employees must inform the CLO or the CFO if they learn that information in any report or communication was untrue or misleading at the time it was made or if subsequent information would affect a future report or communication.

It is of paramount importance to the Company that all disclosure in reports and documents that the Company files with, or submits to, the SEC, and in other public communications made by the Company is full, fair, accurate, timely and understandable. Employees must take all steps available to assist the Company in these responsibilities consistent with their role within the Company. In particular, Employees are required to provide prompt and accurate answers to all inquiries made to them in connection with the Company's preparation of its public reports and disclosure. The harm done to the Company's reputation and to its investors by fraudulent or misleading reporting can be severe. Dishonest financial reporting can also result in civil or criminal penalties to the individuals involved and to the Company. Consequently, the reporting of any false or misleading information in internal and external financial reports is strictly prohibited.

Business records and communications often become public, and all Employees should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos and formal or informal communications.

The Company's Chief Executive Officer ("**CEO**") and CFO are responsible for designing,

establishing, maintaining, reviewing and evaluating on a quarterly basis the effectiveness of the Company's disclosure controls and procedures (as such term is defined by applicable SEC rules).

## 5. Special Ethics Obligations for Employees with Financial Reporting Responsibilities

Employees with financial reporting responsibilities bear a special responsibility for promoting integrity throughout the Company and for fostering a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operation and financial condition and other financial information. Furthermore, the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions ("**Senior Financial Officers**") fill special roles and are therefore bound by the following Senior Financial Officer Code of Ethics, and by accepting this Code, each Senior Financial Officer agrees that he/she will:

- perform their duties in an honest and ethical manner;
- handle all actual or apparent conflicts of interest between their personal and professional relationships in an ethical manner;
- take all necessary actions to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications;
- comply with all applicable laws, rules and regulations of federal, state and local governments;
- proactively promote and be an example of ethical behavior in the work environment;
- ensure compliance with established accounting procedures, the Company's system of internal controls and generally accepted accounting principles; and
- ensure that the Company makes and keeps books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.

Senior Financial Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Senior Financial Officers will also ensure that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

- transactions are executed in accordance with management's general or specific authorization;
- transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements and (b) to maintain accountability for assets;
- access to assets is permitted, and receipts and expenditures are made, only in accordance with management's general or specific authorization; and
- the carrying values of the Company's assets and liabilities are reconciled to underlying support and/or source documentation at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely detection of unauthorized acquisition, use or disposition of assets, timely identification of unrecorded liabilities and proper evaluation of the reasonableness and completeness of recorded obligations that could have a material effect on the Company's financial statements.

Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.

## **6. Safeguarding Company and other Confidential Information**

Verra Mobility Employees are expected to protect Confidential Information of the Company and its customers by following company policies and procedures and contractual agreements for identifying, using, retaining, protecting and disclosing such information. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain confidential, proprietary or trade secret information of Verra Mobility or other third parties, including, but not limited to, current, former and potential customers. Employees with information regarding a disclosure, or suspected disclosure, of Company or customer Confidential Information are required to contact the CLO who will review each disclosure and determine if further actions are needed.

Employees may not physically remove Confidential Information from Company premises except consistent with and in furtherance of the performance of their duties to the Company. All originals and copies of Confidential Information are the sole property of the Company. Upon the termination of employment for any reason, or upon the request of the Company at any time, each Employee promptly will deliver all copies of such materials to the Company.

## **7. Physical Security of Information**

Verra Mobility Employees should avoid discussions of Confidential Information in hallways, elevators, trains, subways, airplanes, restaurants and other public places generally. Use of speaker phones or cellular telephones also shall be avoided in circumstances where Confidential Information may be overheard by unauthorized persons.

Documents and files that contain Confidential Information must be kept secure to minimize the possibility that such information will be transmitted to an unauthorized person. Confidential documents should be stored in locked file cabinets or other secure locations. Confidential databases and other Confidential Information accessible by computer should be maintained in computer files that are password protected or otherwise secure against access by unauthorized persons.

Information security standards are covered more thoroughly in the related Verra Mobility Information Security Policies and Procedures, or similar policies established locally by your business, which employees are required to read and comply with. Questions about the proper treatment of Confidential Information should be directed to the Chief Technology Officer ("**CTO**").

## **8. Use of Company Resources**

Company resources, including time, material and equipment, are provided for Company business use. Nonetheless, limited personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees are trusted to behave responsibly and use good judgment to conserve Company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, Employees may not use Company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any personal, political or other outside activity.

In order to protect the interests of the Verra Mobility computer network and our fellow Employees, Verra Mobility reserves the right to monitor or review all data and information contained on an Employee's Company-issued computer or electronic device or exchanged on or transmitted via the Company's networks and servers. All communications exchanged or transmitted via, or stored on, Company hardware (including mobile phones), software, servers, and e-mail systems are the property of the Company, and you should not have any expectation of privacy in such communications. We will not tolerate the use of Company resources to create, access, store, print, solicit, or send any materials that are abusive, sexually explicit, profane, or that violate the Company's discrimination or harassment policies.

Questions about the proper use of Company resources should be directed to your manager. The Information Technology Department is responsible for publishing and managing policies regarding the appropriate use of certain Company resources.

## 9. Handling External Communications

Only certain Employees of the Company are authorized to speak on its behalf, as set forth in the Company's [Disclosure and Regulation FD Policy](#). Unless you are so designated or have received prior approval, you may never suggest that you are speaking on behalf of Verra Mobility Corporation, which includes media interviews, issuing press-releases, at conferences or posting on the internet.

Use of the company brand and logo by Verra Mobility Employees for commercial business purposes must adhere to approved corporate identity specifications and brand guidelines. To determine if anticipated use is appropriate, seek guidance from Corporate Development and Strategy or the Legal Department.

### Media Inquiries

Verra Mobility is a high-profile company, and, from time to time, Employees may be approached by reporters and other members of the media. In order to avoid giving misinformation in response to any media inquiry, Employees must direct all media or investor inquiries regarding Verra Mobility Corporation to Corporate Development and Strategy at [media@verramobility.com](mailto:media@verramobility.com). Inquiries related to a specific Company business unit should be directed to that business unit's marketing department (or in the absence of such department, to [media@verramobility.com](mailto:media@verramobility.com)).

## C. Maintaining Integrity and Fairness in the Marketplace

Verra Mobility's integrity in the marketplace is a key component of our reputation for trustworthiness and service.

## 1. Customer Relationships

Verra Mobility's customers expect and deserve fair, honest and respectful service. You are accountable for your role in the delivery of this standard of service.

## 2. Competition

Verra Mobility is dedicated to ethical, fair and vigorous competition. We will sell Verra Mobility products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not agree with our competitors to raise, lower or stabilize prices; limit our production or restrict the supply of our services; divide or allocate markets, territories or customers; require a customer to purchase a product it does not want as a condition to the sale of a different product the customer does want to purchase; or otherwise improperly cooperate or coordinate our activities with our competitors. We will not engage or assist in unlawful boycotts of particular customers or suppliers.

## 3. Selling with Integrity

We are required to fully, clearly and directly inform our customers of the terms and conditions of our services. Any attempt to deceive a customer will not be tolerated and may result in disciplinary action, up to and including termination of employment. The following guidelines must always be followed:

- All advertising and sales materials must be truthful and accurate. Materials must not be false, misleading or have a tendency to deceive. All claims must be substantiated in advance with a factual basis.
- Comparisons to competitors must be accurate and substantiated at the time they are made. Do not disparage competitors. You should promote Verra Mobility's products and services through fair and accurate comparisons with our competitors and sell on the strength of Verra Mobility's products, services and reputation. Do not make misleading or inaccurate comparisons with competitors' products and services.

## 4. Insider Trading

Employees who have access to Confidential Information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of Company business. The Company discourages its employees from investing in the securities of its customers or potential customers because of the possibility of possessing Confidential Information of the customer and the appearance of impropriety. The use of Material Nonpublic Information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. For more information, please refer to the Company's [Insider Trading Policy](#).

## 5. The Government as a Customer

When dealing with government agencies that are customers, you are required to know and follow any applicable laws, regulations and procedures, including those related to gifts, entertainment, accuracy in billing and limitations on contacts with government officials during active government procurements, as well as the Company's [Interactions with Public Officials](#) policy. When in doubt, you should consult with the Legal Department. The countries, states and locales in which we operate have laws and regulations regarding business gratuities which may be accepted by government personnel. The promise, offer or delivery to a government official or employee of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could

also be a criminal offense.

In addition, the United States Foreign Corrupt Practices Act, the United Kingdom Bribery Act 2010, and similar international anti-bribery and corruption laws prohibit giving anything of value, directly or indirectly, to officials of foreign governments, foreign political candidates, and private individuals to obtain or retain business. The Company strictly prohibits any illegal payment to any individual, including government officials of any country, either directly or through a third party. For more information, please refer to the Company's [Anti-Bribery and Corruption Policy and Procedure](#).

It is important that you feel comfortable raising your questions and concerns. Verra Mobility does not tolerate any form of retaliation against you for making a good faith report of actual or potential misconduct.

## **6. Gifts, Gratuities and Business Courtesies**

Verra Mobility is committed to competing solely on the merit of our products and services. We must avoid any actions that create a perception that favorable treatment of outside entities by Verra Mobility was sought, received or given in exchange for business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom Verra Mobility does or seeks to do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of Verra Mobility or its customers, or would cause embarrassment or reflect negatively on Verra Mobility's reputation.

Additionally, you may never make payments to a third party that you suspect may be passed to government officials or other persons to improperly influence that person's decision-making to secure, retain or direct business for Verra Mobility. You must not use an agent to make any payment that Verra Mobility itself cannot make. Whenever you retain any agent in connection with our business, you must make sure that you can properly trace any funds provided to the agent to ensure that they are not improper payments.

### Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at Verra Mobility. We should not feel any entitlement to accept a business courtesy. Although we may not use our positions at Verra Mobility to obtain business courtesies, and we must never ask for them, we may accept unsolicited, permissible business courtesies that promote successful working relationships and goodwill with the firms with which Verra Mobility maintains or may establish business relationships.

Employees who award contracts, can influence the allocation of business, create specifications that result in the placement of business or participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the Company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy when Verra Mobility is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Verra Mobility's business.

Specific rules for giving and accepting gifts, gratuities and business courtesies are set forth in the Company's [Anti-Bribery and Corruption Policy and Procedure and Interactions with Public Officials policy](#). These rules are applicable to all Employees. Any violation of

these standards may subject the Employee to disciplinary action, up to and including termination.

## 7. Proprietary Information of Third Parties

It is important that we respect the property rights of others. We will not seek to acquire a competitor's trade secrets or other proprietary or confidential information by improper means. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property in the possession of the Company, regardless of whether such information is Company-specific or relates to a current, former or potential customer. Additionally, former employers may have required you to sign non-disclosure or other agreements that may affect your work at Verra Mobility. These must be disclosed to the recruiter and/or supervisor at the time of hire. If they have not been disclosed, you must do so immediately. As part of accepting employment with Verra Mobility, you are representing to Verra Mobility that you are not subject to any non-competition or non-disclosure agreements or other restrictive covenants that would prevent you from undertaking employment. If such representation is false in any way, the Company reserves the right to take appropriate action, including but not limited to terminating employment.

## 8. Handling Personal Data

The collection and analysis of data is central to Verra Mobility's business. We will respect the privacy of individuals whose data is accessed and processed in our business operations. We will collect, use, transfer and store personal data in full compliance with data privacy laws in all jurisdictions within which we operate. Such personal data will not be used nor disclosed for any purpose other than the purpose for which it was collected. Violation of this provision shall subject the Employee to disciplinary action, up to and including termination. Questions about the proper handling of personal data should be directed to the CTO.

## 9. Moving Products and Information Across Borders

Most countries have laws and regulations that affect the movement of goods, services and information across national borders. Because Verra Mobility does business across international borders, it is subject to export control laws in these jurisdictions. These laws and regulations pertain to trade regulation (e.g., tariffs and sanctions); the movement of goods and services (import/export); international travel; and the transfer of data, information and technology (even in oral form to a representative of a foreign individual in your home country). Employees and all agents, contractors, consultants, vendors and suppliers of the Company and its subsidiaries are (i) prohibited from doing business on behalf of the Company or its subsidiaries in or with a country or territory that is listed on the United States Office of Foreign Assets Control [Sanctions Program and Country Information](#) website, including but not limited to Cuba, Iran, Syria, North Korea, Russia and regions of Ukraine and (ii) must request authorization from the CLO to do business in or with China (together with the countries and regions listed above, the "**Blocked Countries**"). Furthermore, Employees and all agents, contractors, consultants, vendors and suppliers of the Company and its subsidiaries are prohibited from taking the Company's technology or intellectual property to any of the Blocked Countries. Trade laws and regulations are complex and vary widely by jurisdiction. When uncertain of the



Company's obligations with respect to engaging in any of these activities, Employees should consult with the CFO, CLO or their designee.

## **D. Maintaining an Inclusive, Fair and Healthy Work Environment**

Verra Mobility is dedicated to maintaining an inclusive, fair and healthy work environment. The Human Resources and Workplace Governance functions have established policies and guidelines to support these goals, including as contained in employee handbooks. These documents address a wide array of work environment situations, including the following:

### **1. Occupational Health and Safety**

To maintain a safe and healthy work environment, Employees are required to follow all applicable safety precautions at all times and must immediately report any unsafe condition to the appropriate manager. Violence and threatening behavior are not permitted.

Employees are expected to obey safety rules and to exercise caution in all work activities. Employees must comply with all occupational safety and health standards and regulations established by the jurisdictions within which they work and they must immediately report any unsafe condition to the appropriate manager/point of contact, Workplace Governance and/or Human Resources Department.

Anyone who violates safety standards, causes hazardous or dangerous situations, or fails to report, or where appropriate, remedy such situations, may be subject to disciplinary action or assignment/contract termination.

The Company will establish procedures, processes, and standards as necessary to ensure compliance in these areas.

### **2. Discrimination and Harassment**

We all deserve to work in an environment where we are treated with dignity and respect. Verra Mobility is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

Diversity of the Company's employees is a tremendous asset and one the Company actively embraces. Embracing diversity means respecting visible differences such as age, race, gender, nationality and physical ability, as well as invisible differences such as culture, religion, marital status, sexual orientation, experience and perspective. We are firmly committed to providing equal opportunity in all aspects of employment and forbid illegal discrimination against any person and harassment, intimidation or hostility of any kind, including on the basis of race, religion, color, sex (including pregnancy, childbirth and related medical conditions), sexual orientation, sexual or gender identity, age, disability, national origin, military or veteran status or any other characteristic that may be protected by applicable law.

Verra Mobility is an equal opportunity employer and is committed to providing a workplace that is free of discrimination and all types of abusive, offensive, or harassing behavior. Any Employee who feels harassed or discriminated against should report the incident to their manager or Human Resources. For further guidance, you should refer to

your applicable employee handbook or local policies and discuss any issues with Human Resources or a member of the Legal Department.

### 3. Consumption of Alcohol at Company or Business Functions

Verra Mobility acknowledges that alcohol may be consumed at some activities involving Employees, including Company-initiated activities. When attending a function as a representative of Verra Mobility, Employees are expected to conduct themselves responsibly within the bounds of Company policies.

Whether or not to drink alcoholic beverages is entirely a personal decision. In all situations, an Employee's conduct when consuming alcoholic beverages is solely their responsibility. The Company is not in a position to alter the consequences, legal or otherwise, of irresponsible alcohol consumption. If Employees choose to consume alcohol, they must do so responsibly and arrange for safe transportation. Alternative transportation (taxis, etc.) should be arranged to transport any Employee whose driving ability is in question. Managers are expected to assist in making these arrangements upon request, or when advisable in their judgment.

## E. Promote Substance Over Form

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away. At Verra Mobility, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that Verra Mobility is committed to doing the right thing. At times, this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we should.

Although Verra Mobility's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct. Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about Company policy.

If you are concerned about whether the standards are being met or are aware of violations of this Code, you must contact your manager, the Human Resources or Legal Departments, or the [EthicsLine](#). Verra Mobility takes seriously the standards set forth in this Code, and violations will result in disciplinary action up to and including termination of employment or assignment/contract termination.

In addition to this Code, you should refer to the Company policies and procedures listed in the Related Documents section, as appropriate, as additional resources in resolving conduct, ethical and governance issues.

## F. Do What's Right

Several key questions can help identify situations that may be unethical, inappropriate or illegal.

Simply ask yourself:

- Is the action legal?
- Does it comply with the letter and spirit of our standards and policies?

- Does it reflect Verra Mobility's Core Values?
- Could this negatively affect Verra Mobility?
- How would it look in the newspaper?
- Would it appear to be improper or make you feel embarrassed?

Verra Mobility reserves the rights to amend or alter this Code at any time and for any reason. If you have any questions regarding any matter discussed in this Code, please contact the Legal or Human Resources Departments, a member of the Compliance Committee or use the [EthicsLine](#).

## G. Requests for Waivers and Changes in this Code

A waiver of a provision of this Code may be requested whenever there is a reasonable likelihood that a contemplated action will violate this Code. Any waiver may be made only by the Company's Board of Directors or Audit Committee, and any substantive waiver or amendment (including an implicit waiver) that constitutes a material departure from a provision of this Code shall be publicly disclosed within four business days of such action (a) on the Company's website for a period of not less than 12 months or (b) in a Form 8-K filed with the SEC, to the extent required by applicable rules and regulations of the SEC.

## Definitions

**Company** – Verra Mobility Corporation, including all its affiliates and direct and indirect subsidiaries.

**Confidential Information** - Any and all non-public, confidential or proprietary information in any form concerning the Company, its customers or any other information received by the Company from a third party to whom the Company has an obligation of confidentiality, regardless of when such information was produced or obtained by the Company. Confidential Material may include, but is not limited to, computer programs, technical drawings, algorithms, know-how, formulas, trade secrets, processes, ideas, inventions (whether patentable or not), copyrightable material, designs, derivative works, schematics and other technical, business, and financial information (including cost and pricing information and policies), forecasts, strategies, and plans related to sales, marketing, employees, distributors, customers and product development. Confidential Information includes documentation in any medium or format whatsoever, and all reproductions, copies, notes and excerpts of any documentation comprising or including any Confidential Information, as well as information orally conveyed to the Employee. Company Confidential Information includes Material Nonpublic Information.

**Material Nonpublic Company Information** – Company Confidential Information that is closely held which, if disclosed, would likely influence a reasonable investor's decision to purchase or sell Company securities or affect the Company's stock price, as more fully defined in the Company's [Insider Trading Policy](#).

## Related Documents

- Anti-Bribery and Corruption Policy and Procedure
- Charitable Donations and Corporate Sponsorship Policy
- Code of Business Ethics and Conduct for Consultants
- Code of Business Ethics and Conduct for Product and Service Providers

- Compliance and Ethics Committee Charter
- Corporate Governance Guidelines
- Disclosure and Regulation FD Policy
- Insider Trading Policy
- Policy for Reporting Violations and Complaints
- Political Contributions Policy
- Interactions with Public Officials

### Approval and Ownership

| Owner                         | Title               | Date      | Signature |
|-------------------------------|---------------------|-----------|-----------|
| Compliance & Ethics Committee | Chief Legal Officer | 12/4/2024 | On File   |
| Approved By                   | Title               | Date      | Signature |
| Board of Directors            | President and CEO   | 12/4/2024 | On File   |

### Revision History

| Version | Description   | Revision Date | Approver Name      |
|---------|---|---------------|--------------------|
| 1.0     | Original version  | 10/17/2018    | Board of Directors |
| 1.1     | Updated for Format Only   | 05/10/2019    | Rebecca Collins    |
| 2.0     | Updated and streamlined following the Redflex Acquisition – Adding references to the Anti-Bribery and Corruption and Charitable Donations and Corporate Sponsorship Policies; and language regarding vendors and third-parties, export controls and data privacy. | 10/28/2021    | Board of Directors |
| 2.1     | Add the Chief Technology Officer as a member of the Compliance and Ethics Committee   | 10/27/2022    | Board of Directors |
| 2.2     | Update General Counsel to Chief Legal Officer   | 01/01/2023    | Jon Keyser         |
| 2.3     | Update for inclusion of Interactions with Public Officials policy, restrictions related to Blocked Countries, composition of Compliance and Ethics Committee, description of internal controls over financial reporting, employee conflicts of interest.          | 10/30/2023    | Board of Directors |
| 3.0     | Update to clarify application to third parties, provide examples and guidance, articulate legal standards, emphasize importance of third-party risk and maintaining accurate records  | 10/30/2023    | Board of Directors |
| 4.0     | Update to clarify policy application, provide additional guidance to employees, and align with DOJ guidelines.  | 12/4/2024     | Board of Directors |