



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

# Investor Overview

Verra Mobility Q1 Investor Presentation  
For the Quarter Ended March 31, 2021

# Forward-looking statements

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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”) are based on current expectations that are subject to risks and uncertainties.

A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to: (1) the disruption to our business and results of operations as a result of the COVID-19 pandemic; (2) the impact of the COVID-19 pandemic on our revenues from key customers in the rental car industry and from photo enforcement programs; (3) customer concentration in our Commercial Services and Government Solutions segments; (4) decreases in the prevalence of automated photo enforcement or the use of tolling; (5) risks and uncertainties related to our government contracts, including but not limited to administrative hurdles, legislative changes, termination rights, audits and investigations; (6) decreased interest in outsourcing from our customers; (7) our ability to properly perform under our contracts and otherwise satisfy our customers; (8) our ability to compete in a highly competitive and rapidly evolving market; (9) our ability to keep up with technological developments and changing customer preferences; (10) the success of our new products and changes to existing products and services; (11) our ability to successfully integrate our recent or future acquisitions; (12) failures in or breaches of our networks or systems, including as a result of cyber-attacks; and (13) other risks and uncertainties indicated from time to time in documents filed or to be filed with the Securities and Exchange Commission (the “SEC”) by Verra Mobility.

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

## 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, as 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 revenue. Pro Forma Adjusted Revenue adjusts revenue for non-cash amortization of contract incentive and certain pre-acquisition results. You can find the reconciliation of these measures to the nearest comparable GAAP measures elsewhere in this presentation.

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. Verra Mobility’s management uses these non-GAAP measures to compare Verra Mobility’s performance to that of prior periods for trend analyses, for purposes of determining management incentive compensation, and for budgeting and planning purposes. These measures are used in monthly financial reports prepared for management and Verra Mobility’s board of directors. Verra Mobility believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends. Management of Verra Mobility does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP.

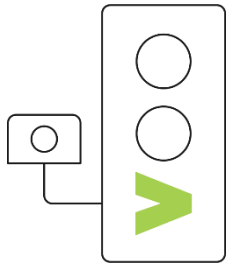
Other companies may calculate non-GAAP measures differently, and therefore the non-GAAP measures of Verra Mobility included in this presentation may not be directly comparable to similarly titled measures of other companies.

# Verra Mobility

Who we are

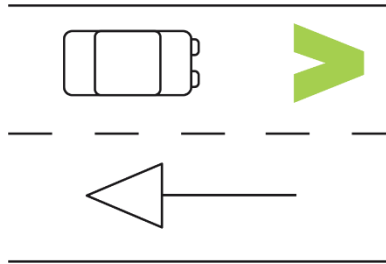
## SAFE. SMART. CONNECTED.

A global leader in smart transportation, we work alongside our customers to relentlessly develop customized technology solutions to solve complex transportation challenges.



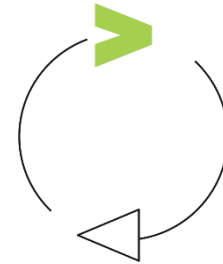
### Building safer cities

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

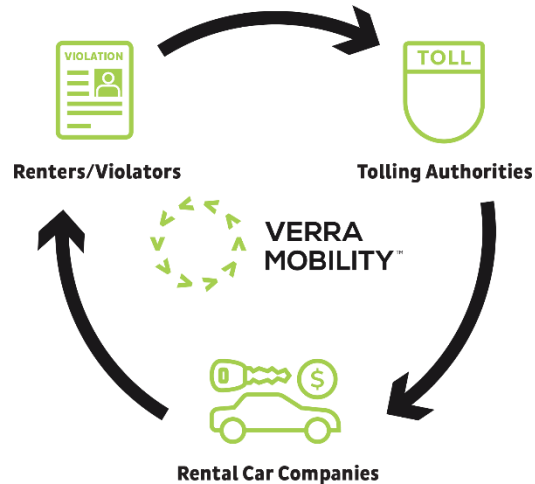
by seamlessly connecting people, technology and data across the smart mobility ecosystem.

**As mobility becomes more complex, connected and automated, Verra Mobility works behind the scenes to help make transportation safer and easier.**

# We operate in two business segments

Who we are

## Commercial Services



### What we do

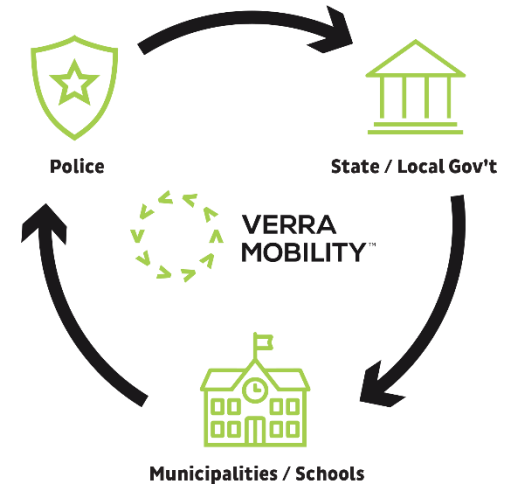
The Commercial Services segment generates revenue by providing fully outsourced tolling and violations management and title and registration services to our customers through integrated technologies that both reduce cost and add value.

### Who we serve

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

**\$165M Service Revenue\***

## Government Solutions



### What we do

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.

### Who we serve

- Municipalities
- Counties
- School districts
- Other governmental entities

**\$161M Service Revenue\***



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

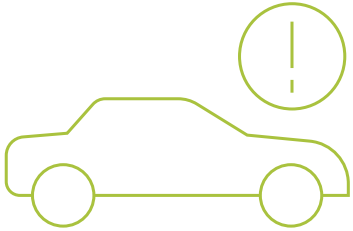


United States & a portion of Canada

## Violations

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

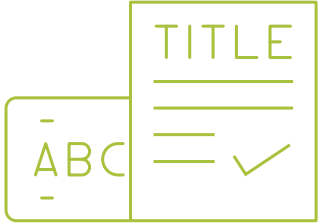
European toll and violation collection and management for issuing authorities for administrative fees



United States & Europe

## Title and Registration

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



United States

**\$165M Service Revenue\***

# 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



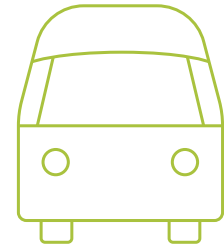
## Stop-Arm Safety Cameras

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



**\$161M Service + \$40M Product = \$201M Total Revenue\***

# Why invest in Verra Mobility?

Leadership, business model and strong financial performance

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## 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.



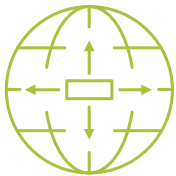
## Contracted, reoccurring revenue business model

- 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 services from 2017-2019 = 10%



## Platform for future growth

- European expansion
- M&A



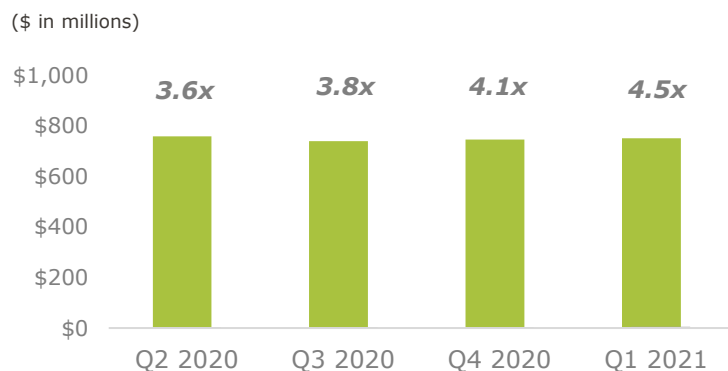
# Proven financial performance

Strong revenue and profitability create beneficial cash flow

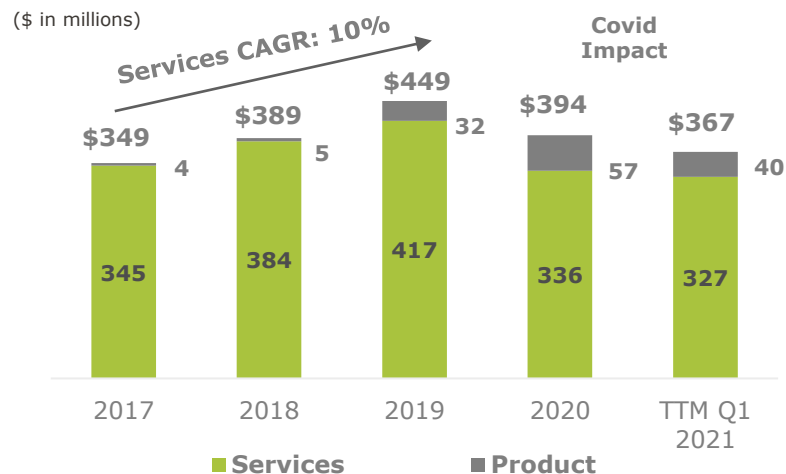
## Highly Recurring Revenue



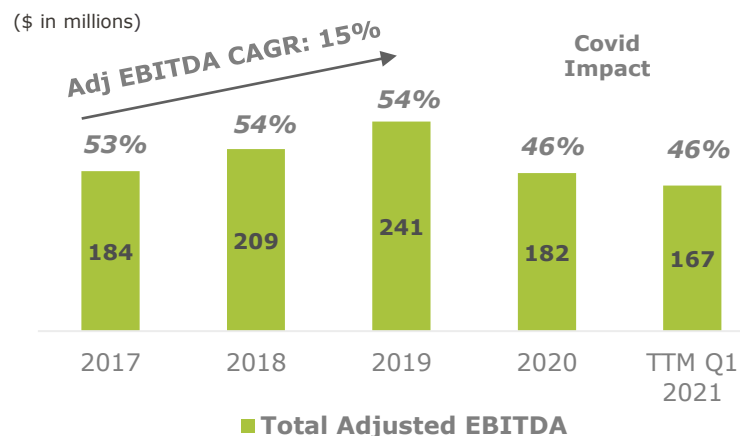
## Net-Debt Leverage Ratio



## Pro Forma Revenue



## Pro Forma EBITDA and Margins



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



# Future growth

Verra Mobility has multiple levers for sustained growth

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1

## Benefit from Strong Industry Tailwind

- Further migration to cashless and all-electronic tolling
  - Intensified public attention given to traffic safety issues for drivers, pedestrians, bicyclists and law enforcement
- 

2

## Expand Mobility Platform

- Leverage existing capabilities to further penetrate ride and car sharing markets
  - Collaborate with OEM's to connect directly to vehicles electronically, including autonomous vehicles
- 

3

## Expand Globally

- European Tolling & Violations has a large addressable market
  - Natural extension of existing products to European fleet vehicles with existing Verra Mobility customers
- 

4

## Pursue Accretive Acquisitions

- Increase competitive positioning and strengthen portfolio with highly strategic acquisitions
- Create value through successful integration and synergy realization

# M&A Principles

## Evaluation Criteria

### 1 Strategic Fit

- Connect all activities to Verra Mobility's strategy
- Find opportunities where Verra Mobility's and the target's assets, when combined, can create unique value

### 2 Financial Discipline

- Protect Verra Mobility's capital: seek returns above the cost of capital required for the deal

### 3 Integration Focus

- Establish close partnership with the broader organization
- Ensure cultural fit and change management discipline
- Establish processes for short and long-term execution and accountability

### 4 Programmatic Process

- Develop a robust and replicable process to identify, execute, and integrate firms into Verra Mobility

### 5 Discovery Mindset

- Cultivate a mindset of discovery; seek to uncover asymmetric information
- Generate a robust pipeline of potential deals through research, networks, internal contacts, etc.
- Strong views, weakly held

**Strategic  
Fit**

**Financial  
Discipline**

**Integration  
Focus**

**Programmatic Process**

**Discovery Mindset**



# APPENDIX

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# Verra Mobility Adj. Pro Forma Revenue Reconciliation

2016 – 2018

## Verra Mobility

Unaudited (\$ in millions)	2016	2017	2018 *
Verra Mobility (Pre-HTA, Pre-EPC) Adj. Revenue	\$233.4	\$232.4	\$370.1
HTA Adj. Revenue	88.3	103.7	15.8
EPC Reported Revenue	11.1	12.6	3.0
<b>Verra Mobility Adj. Pro Forma Revenue</b>	<b>\$332.8</b>	<b>\$348.7</b>	<b>\$388.9</b>

# Verra Mobility Adj. Pro Forma Revenue Reconciliation

2016 – 2018

Unaudited (\$ in millions)	2016	2017	2018
<b>Verra Mobility (Pre-HTA, Pre-EPC) Reported Services Revenue</b>	<b>\$212.5</b>	<b>\$228.2</b>	<b>\$365.1</b>
Adjustments:			
Non-cash Amortization of Contract Incentive	1.8	0.3	0.0
Sunshine State Tag Agency, Inc. Pre-acquisition Results	0.8	0.0	0.0
<b>Verra Mobility (Pre-HTA, Pre-EPC) Adjusted Services Revenue</b>	<b>\$215.2</b>	<b>\$228.5</b>	<b>\$365.1</b>
Verra Mobility (Pre-HTA, Pre-EPC) Reported Product Revenue	18.2	3.9	5.1
<b>Verra Mobility (Pre-HTA, Pre-EPC) Total Adjusted Revenue</b>	<b>\$233.4</b>	<b>\$232.4</b>	<b>\$370.1</b>
<b>HTA Reported Revenue</b>	<b>\$88.3</b>	<b>\$101.4</b>	<b>\$15.8</b>
Adjustments:			
Non-cash Amortization of Contract Incentive	0.0	2.3	0.0
<b>HTA Adjusted Revenue</b>	<b>\$88.3</b>	<b>\$103.7</b>	<b>\$15.8</b>
<b>EPC Reported Revenue</b>	<b>\$11.1</b>	<b>\$12.6</b>	<b>\$3.0</b>
<b>Total Adj. Pro Forma Revenue</b>	<b>\$332.8</b>	<b>\$348.7</b>	<b>\$388.9</b>

# Verra Mobility Adj. Pro Forma EBITDA Reconciliation

2016 – 2018

## Verra Mobility

Unaudited (\$ in millions)	2016	2017	2018 *
Verra Mobility (Pre-HTA, Pre-EPC) Adj. EBITDA	\$87.1	\$97.9	\$197.6
HTA Adj. EBITDA	67.4	80.9	10.7
EPC Adj. EBITDA	4.0	5.0	1.2
<b>Verra Mobility Adj. Pro Forma EBITDA</b>	<b>\$158.5</b>	<b>\$183.8</b>	<b>\$209.5</b>

# Verra Mobility (Pre-HTA, Pre-EPC) Adj. EBITDA Reconciliation

## 2016 – 2018

### Verra Mobility (Pre-HTA, Pre-EPC)

Unaudited (\$ in millions)	2016	2017	2018
<b>Net Income</b>	<b>\$29.0</b>	<b>\$19.5</b>	<b>(\$58.4)</b>
Definitional Adjustments:			
Depreciation and amortization	33.8	45.7	103.3
Interest expense, net	2.7	21.7	69.6
Income taxes	18.7	(29.4)	(16.2)
Total definitional adjustments	\$55.2	\$38.0	\$156.7
<b>Reported EBITDA</b>	<b>\$84.2</b>	<b>\$57.5</b>	<b>\$98.3</b>
Adjustments:			
Transaction and other related expenses	1.2	32.0	56.4
Transformation expenses	0.0	3.9	8.8
Loss on extinguishment of debt	0.0	0.0	26.5
Sponsor Fees and expenses	0.0	4.2	5.4
Non-cash amortization of contract inducement	1.8	0.3	0.0
Stock-based compensation	0.0	0.0	2.3
Total adjustments	\$2.9	\$40.4	\$99.4
<b>Adjusted EBITDA</b>	<b>\$87.1</b>	<b>\$97.9</b>	<b>\$197.6</b>



# HTA Adj. EBITDA Reconciliation

2015 – 2017

## HTA

Unaudited (\$ in millions)	2015	2016	2017
<b>Net Income</b>	<b>\$48.6</b>	<b>\$60.7</b>	<b>\$67.6</b>
Definitional Adjustments:			
Depreciation and amortization	0.4	1.4	2.1
Interest expense, net	(0.0)	0.0	0.1
Income taxes	0.3	0.3	0.4
Total definitional adjustments	\$0.7	\$1.7	\$2.6
<b>Reported EBITDA</b>	<b>\$49.4</b>	<b>\$62.4</b>	<b>\$70.2</b>
Adjustments:			
Extraordinary adjustments - primarily seller expenses	0.0	0.0	2.5
Contract incentive - non-cash amortization	0.0	0.0	2.3
Gain/loss on sale of equipment, net	0.0	0.3	0.0
Pro forma cc rebates	2.3	2.7	3.5
Capitalized internal labor	2.0	2.0	2.0
Other	0.0	0.0	0.4
Total adjustments	4.3	5.0	10.7
<b>Adjusted EBITDA</b>	<b>\$53.7</b>	<b>\$67.4</b>	<b>\$80.9</b>

# EPC Adj. EBITDA Reconciliation

2015 – 2017

## EPC

Unaudited (\$ in millions)	2015	2016	2017
<b>Net Income</b>	<b>\$2.9</b>	<b>\$2.3</b>	<b>\$3.6</b>
Definitional Adjustments:			
Depreciation and amortization	0.0	0.0	0.0
Interest expense, net	(0.1)	(0.0)	(0.0)
Income taxes	0.8	0.4	1.0
Total definitional adjustments	\$0.8	\$0.4	\$1.0
<b>Reported EBITDA</b>	<b>\$3.7</b>	<b>\$2.7</b>	<b>\$4.6</b>
Adjustments:			
Extraordinary expenses add back	0.0	1.3	0.3
Legal fees – appointment of new directors	0.0	0.0	0.0
Board of directors fees add back	0.1	0.0	0.0
Total adjustments	0.1	1.3	0.3
<b>Adjusted EBITDA</b>	<b>\$3.8</b>	<b>\$4.0</b>	<b>\$5.0</b>

# Verra Mobility Quarterly Results

2020 – 2021

Unaudited (\$ in millions)	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Full Year 2020	Q1 2021
Service revenue	\$99.5	\$62.8	\$83.0	\$91.0	\$336.3	\$89.8
Product sales	17.2	17.0	13.9	9.2	57.3	0.1
Total revenue	\$116.7	\$79.8	\$96.9	\$100.2	\$393.6	\$89.9
Cost of service revenue	1.2	1.0	0.9	0.8	4.0	0.9
Cost of product sales	8.7	9.1	7.1	4.7	29.6	0.0
Operating expenses	32.3	26.7	26.5	30.2	115.7	30.5
Selling, general and administrative expenses	25.9	20.8	17.5	25.4	89.7	28.4
Depreciation, amortization, and (gain) loss on disposal of assets, net	29.2	29.2	29.6	28.8	116.8	28.3
Total costs and expenses	\$97.3	\$86.8	\$81.6	\$90.1	\$355.8	\$88.1
Income (loss) from operations	19.4	(7.0)	15.3	10.1	37.8	1.8
Interest expense, net	12.5	9.5	9.6	9.3	40.9	9.2
Change in fair value of private placement warrants	(15.5)	8.3	(4.4)	12.7	1.1	2.1
Loss from tax receivable agreement adj	-	4.4	-	2.4	6.9	-
Loss on extinguishment of debt	-	-	-	-	-	5.3
Other (income) expense, net	(2.9)	(1.5)	(5.0)	(2.5)	(11.9)	(3.0)
Total other expense	(\$5.9)	\$20.8	\$0.2	\$21.9	\$37.0	\$13.6
Income (loss) before income taxes	25.4	(27.7)	15.0	(11.8)	0.9	(11.8)
Income tax provision (benefit)	3.2	(4.0)	4.0	2.3	5.4	(2.9)
Net (loss) income	\$22.1	(\$23.7)	\$11.1	(\$14.1)	(\$4.6)	(\$8.9)
<b>Bridge to adj. EBITDA</b>						
<b>Net (loss) income</b>	\$22.1	(\$23.7)	\$11.1	(\$14.1)	(\$4.6)	(\$8.9)
Interest expense, net	12.5	9.5	9.6	9.3	40.9	9.2
Income tax provision (benefit)	3.2	(4.0)	4.0	2.3	5.4	(2.9)
Depreciation and amortization	29.3	29.2	29.4	28.7	116.6	28.2
<b>EBITDA</b>	<b>\$67.1</b>	<b>\$11.0</b>	<b>\$54.1</b>	<b>\$26.2</b>	<b>\$158.3</b>	<b>\$25.6</b>
Transaction and other related	0.5	0.1	0.1	1.2	1.9	4.1
Transformation expense	-	0.5	0.6	(0.0)	1.1	0.3
Loss on extinguishment of debt	-	-	-	-	-	5.3
TRA adjustment	-	4.4	-	2.4	6.9	-
Change in fair value of private placement warrants	(15.5)	8.3	(4.4)	12.7	1.1	2.1
Stock-based compensation	2.8	3.3	3.2	3.4	12.6	2.9
<b>Adjusted EBITDA</b>	<b>\$54.9</b>	<b>\$27.6</b>	<b>\$53.5</b>	<b>\$45.8</b>	<b>\$181.8</b>	<b>\$40.3</b>

# Segment Results of Operations

2020 – 2021

## Commercial Services

Unaudited (\$ in millions)	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Full Year 2020	Q1 2021
<b>Segment Total Revenue</b>						
Commercial Services	\$61.2	\$27.3	\$44.2	\$48.2	\$180.9	\$45.7
<b>Segment Adj EBITDA</b>						
Commercial Services	\$33.6	\$7.3	\$31.0	\$25.2	\$97.2	\$22.6

## Government Solutions

Unaudited (\$ in millions)	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Full Year 2020	Q1 2021
<b>Segment Total Revenue</b>						
Government Solutions	\$55.5	\$52.5	\$52.8	\$52.0	\$212.7	\$44.2
<b>Segment Adj EBITDA</b>						
Government Solutions Adj EBITDA	\$21.2	\$20.3	\$22.5	\$20.6	\$84.7	\$17.8



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**Thank You**

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