



VERRA  
MOBILITY

# VERRA MOBILITY

## LEGAL & COMPLIANCE POLICIES

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**Disclosure and Regulation FD Policy**



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## Disclosure and Regulation FD Policy

<b>Policy #</b>	LC-007	<b>Effective Date</b>	April 21, 2026	<b>Control Family</b>	
<b>Version</b>	1.6	<b>Policy Owner</b>	Head of Corporate Governance & Compliance	<b>Policy Approver</b>	Chief Legal Officer

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### Policy Statement

Verra Mobility Corporation (the “**Company**”) commits to providing timely, orderly, consistent and accurate information regarding the Company, its business and financial results consistent with legal and regulatory requirements. Likewise, the Company commits to compliance with applicable securities laws and regulations to provide fair disclosure of material information to the public marketplace, including under the Securities and Exchange Commission’s (the “**SEC**”) Regulation FD (Fair Disclosure) (“**Regulation FD**”), which prohibits selective disclosure of material nonpublic information by senior officials and certain



other employees of public companies<sup>1</sup> to securities market professionals and investors. Securities market professionals include broker-dealers, investment analysts, investment advisers, and institutional investment managers (and their associated persons, including analysts), and investment companies and hedge funds (and their affiliated persons). In this policy, these securities market professionals and Company securityholders who might be expected to trade on material nonpublic information are referred to collectively as the “investment community.”

## Scope

This policy covers all employees and contractors of the Company and its subsidiaries and affiliates (together, the “**Company**”) and all members of the Company’s board of directors. It covers disclosures in SEC-filed documents and written statements made in the Company’s annual and quarterly reports, news and earnings releases, letters to the Company’s shareholders, speeches by management, information contained in the Investor Relations pages of the Company’s website (<https://www.verramobility.com/>), and all other written Company disclosures (including, but not limited to, social media communications, including through corporate blogs, employee blogs, chat boards, X, Facebook, LinkedIn, YouTube, and any other nontraditional means of communication). Employees must not disclose, confirm, or comment on material nonpublic information through such channels, even if using personal devices or accounts.

Employees are prohibited from indirectly confirming material information through selective engagement (e.g., endorsing or “liking” analyst commentary, investor speculation, or third-party posts regarding the Company’s financial performance, outlook, or strategic direction)

This policy also covers oral statements made in group and individual meetings with the investment community and investors, phone calls with the investment community and investors, interviews with the media, and press conferences.

## Disclosure Committee

The Company’s Board of Directors has established a Disclosure Committee. The Disclosure Committee operates in accordance with this policy. The Disclosure Committee has authority to make disclosure decisions generally but should refer and make recommendations to other members of the Company’s senior management, as appropriate, with respect to significant issues.

Members of the Company’s senior management should timely advise the Disclosure Committee concerning material developments affecting the Company. The Disclosure Committee shall meet as conditions dictate. The role of the Disclosure Committee is not to conduct normal investor relations activities; rather the role of the Disclosure Committee is to administer this policy, monitor compliance with the policy, and review and consider disclosure questions and disclosure materials as described in this policy.

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<sup>1</sup> Regulation FD specifically applies to the following individuals: (i) senior company officials (a director, executive officer, investor relations or public relations officer, or other person with similar functions), including individuals acting under their direction; and (ii) other officers, employees, or agents of the company who regularly communicate with securities market professionals or with security holders.

*It is essential that the Disclosure Committee be fully apprised of all material company developments in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information or whether the information should remain confidential, and if so, how that inside information is controlled.*

## Persons Authorized to Speak on Behalf of the Company

In order to ensure the accuracy and consistency of the Company's public disclosures, to comply with Regulation FD, and to limit the number of persons covered by Regulation FD, the Company has designated certain officers and employees (the "**Designated Officers**") as the only ones who are permitted to communicate with the investment community and the media on behalf of, or with respect to matters concerning, the Company.

The Company's Designated Officers are:

- President and Chief Executive Officer (CEO);
- Chief Financial Officer (CFO);
- Chief Legal Officer (CLO);
- Vice President of Investor Relations; and
- other persons designated from time to time by any of the foregoing officers or the Disclosure Committee as being authorized to speak in the circumstances, subject to such limitations as such officers or the Disclosure Committee may specify.

Except as specified above, no Company officer, employee, director, or contractor is authorized to act on the Company's behalf to disclose material information about the Company or its securities to any member of the investment community. Furthermore, no Company officer, employee, director, or contractor is authorized to respond under any circumstances to inquiries from the investment community or the media unless specifically asked to do so by a Designated Officer. Employees who receive inquiries from the investment community or media must not attempt to respond substantively and must use only the following approved response: "I am not authorized to speak on behalf of the Company. Please contact Investor Relations at [ir@verramobility.com](mailto:ir@verramobility.com) or Media Relations at [media@verramobility.com](mailto:media@verramobility.com)." Under no circumstances should an employee provide informal commentary, off-the-record remarks, or attempt to be helpful by sharing nonpublic or interpretive information. Each employee, director and contractor must also comply with the Company's Code of Business Ethics and Conduct, which requires employees, directors and contractors to maintain and preserve the confidentiality of confidential information entrusted to them by the Company.

## Prohibition of Selective Disclosure

Under Regulation FD, "selective disclosure" occurs when senior officials of a company or others who regularly communicate with securities market professionals or investors disclose material, nonpublic information regarding the company or its securities to any member of the investment community, in the absence of public disclosure of such information in a manner compliant with Regulation FD. Regulation FD prohibits such selective disclosure, subject to limited exceptions discussed below.

## 1. Material and Nonpublic Information

There is no bright-line test as to what constitutes “material” information, and the SEC staff has rejected the use of quantitative tests (e.g., 5% of revenue, earnings or assets) as the sole determinant of materiality. Nevertheless, information is generally considered material if a reasonable investor would consider the information important in deciding whether to buy, hold, or sell the Company securities. Information may be material whether it is positive, neutral, or negative. Material information concerning the Company (including information relating to its subsidiaries or affiliates) may include, but is not limited to, the following:

- Financial performance, especially quarterly and year-end operating results, and significant changes in financial performance or liquidity.
- Company projections and strategic plans.
- Changes in number of customers or partners and/or changes in any such relationship.
- Potential mergers or acquisitions, the sale of Company assets or subsidiaries, major partnering agreements, investments, dispositions, or tender offers.
- The establishment of, or any significant developments or changes regarding, a repurchase program for Company securities (such as planned repurchases, increases or decreases in the program’s authorization, suspensions, and similar changes).
- New major contracts, suppliers, customers, or financing sources or the loss thereof.
- Receipt or denial of regulatory approvals affecting the Company’s business or changes in regulations affecting the Company’s business.
- Significant pricing changes on key products/services.
- Significant changes in the Company’s capital structure, including a stock split, or a proposed dividend or a change in dividend policy.
- A significant related person transaction.
- An offering of any Company securities.
- Bank borrowings or other financing transactions outside the ordinary course of business.
- Incurrence of significant new indebtedness (including through debt offerings).
- A change in the Company’s credit rating.
- A change in auditors or notification that the auditor’s reports may no longer be relied upon.
- Write-ups or write-downs in assets, changes in accounting methods or significant reserve changes.
- Significant actual or potential cybersecurity incidents (e.g., data breach or any other significant disruption in the Company’s operations, or loss, potential loss,

breach, or unauthorized access of its property or assets, whether at its facilities or through its information technology infrastructure).

- The imposition or a restriction on trading in Company securities, or in the securities of another company with which the Company conducts business or may engage in acquisitions, joint ventures, or other transactions, or the extension or termination of such restriction.
- Significant changes in senior management or membership of the Board of Directors.
- Significant labor disputes or negotiations.
- Actual or threatened major litigation or the resolution of such litigation.
- Any event requiring a Form 8-K filing.

Whether a particular event or fact constitutes material nonpublic information will depend on the surrounding circumstances and must be decided on a case-by-case basis. These materiality circumstances should be evaluated by the Disclosure Committee or by a person to whom the Disclosure Committee has delegated that authority, and the Disclosure Committee or such person should then review such circumstances with the CEO to determine the materiality of such information.

Information is “nonpublic” if it has not been disseminated in a manner making it available to investors generally, as discussed below.

## **2. Recipients of Nonpublic Information**

Regulation FD is only directed at disclosure of material nonpublic information to (1) brokers, dealers, and research analysts; (2) investment advisors and institutional investment managers; (3) investment companies and hedge funds; (4) persons affiliated and/or associated with the persons in (1) through (3); and (5) holders of the Company’s securities under circumstances in which it is reasonably foreseeable that the holder will purchase or sell the Company’s securities on the basis of the information. Regulation FD contains specific exemptions for communications made:

- to persons owing a duty of trust or confidence to the Company (*e.g.*, professional advisors such as attorneys, investment bankers, or accountants);
- to persons who expressly agree to keep the disclosed material nonpublic information confidential; or
- in connection with certain securities offerings registered under the Securities Act of 1933.

The Chief Legal Officer or a designee should be consulted before information is disclosed pursuant to the exemption in the second bullet above; in general, any confidentiality agreement should be in writing.

The SEC has also indicated that Regulation FD should not interfere with disclosures to the media or communications to government agencies (although such disclosures may only be made by the Designated Officers and in accordance with the procedures set forth herein). Regulation FD also should not interfere with ordinary course of business conversations with customers and suppliers, but it should be remembered that many of

the Company's customers and suppliers (and others) may be investors in the Company securities, and care should be used when communicating with others to ensure that material nonpublic information is not disclosed to them. In addition to Regulation FD concerns, communicating such information could result in insider trading liability if the person to whom such information is disclosed trades in the Company securities while in possession of that information, and the disclosing person could be liable even if they did not intend for the person to take such action. Please refer to the Company's Insider Trading Policy for more information regarding trading in the Company's securities.

### **3. Procedure Upon Disclosure of Material Nonpublic Information**

If a Company director, officer, employee, or agent unintentionally discloses information to the investment community that may be material and nonpublic, a Designated Officer should be notified immediately. If there is a question as to whether such information is material or nonpublic, the Disclosure Committee should be consulted immediately. If it is determined that material nonpublic information was disclosed unintentionally by a Company director, officer, employee, or agent whose disclosures are subject to Regulation FD, the Company will make prompt public disclosure of the information by one of the means described below under "Methods of Disclosure". The information will be considered promptly disclosed if the Company publicly releases the information as soon as is reasonably practicable, but not later than either (a) 24 hours after discovery of the unintentional disclosure or (b) prior to the commencement of the next day's trading on the Nasdaq Stock Market ("**Nasdaq**").

### **4. Methods of Disclosure**

At any time that the Company determines to disclose material nonpublic information, the Disclosure Committee (with the advice of outside counsel, if necessary) will determine the appropriate method for public disclosure which shall be a broad, non-exclusionary distribution of such information to the public by one of the following means:

- distributing a press release through a widely disseminated news or wire service;
- filing or furnishing a current report on Form 8-K with the SEC or including the disclosure in a report on Form 10-Q or Form 10-K or another SEC filing;
- disclosing such information in a presentation by a Designated Officer on a publicly accessible conference call or at a webcast event (such as an analyst or investor conference or conference call) to which the public has been provided adequate advance notice and access; and
- disclosing through any other method (or combination of methods) designed to comply with Regulation FD.

## **News Releases**

Company news releases should generally be issued on new material developments, unless the Disclosure Committee determines that such developments should remain confidential for the time being or that other means of disclosure of such developments, including those outlined above, are deemed preferable by the Disclosure Committee. All news releases shall be coordinated through the Company's Marketing and Communications Department and shall comply with the provisions of this policy, and, if containing new material information, should

be reviewed and approved by a member of the Disclosure Committee (or his or her designee). In addition, all earnings releases and related materials (including any scripts or Q&A materials for earnings conference calls) should be reviewed by the Disclosure Committee prior to review by the Audit Committee and prior to their release or use, as the case may be.

The news release will be transmitted to the appropriate wire service(s) and/or media (e.g., Dow Jones, Reuters, and Bloomberg), which will then make it available to the general public. After a material news release has been made available to the general public, it will be posted to the Company's website.

### **Market Rumors**

The Company's spokespersons will respond consistently to market rumors, saying, "It is our policy not to comment on market rumors or speculation." Should Nasdaq request the Company to make a definitive statement in response to a market rumor that is causing significant volatility in the Company's common stock, the Disclosure Committee will consult with the CEO on whether to make a policy exception.

### **Forward-Looking Statements**

Subject to compliance with this policy, the Company may, from time to time, release earnings estimates and make other forward-looking statements regarding its outlook or expectations for revenues, expenses, capital levels, asset quality, or other future financial or business performance, strategies or expectations, or the impact of legal, regulatory, or other matters on its business operations or performance. Any guidance will be based on management's evaluation of the information actually known by it at the time the guidance is first publicly disclosed. All forward-looking statements and guidance will be accompanied by meaningful cautionary statements and disclaimers intended to satisfy the "safe harbor" provisions of the Private Securities Reform Act of 1995 and will disclaim responsibility to update any forward-looking statements, except as required by applicable law.

If a forward-looking statement has been made, a Designated Officer with knowledge thereof shall promptly report to the Disclosure Committee any facts or events that might cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statement. Any subsequent reference to guidance shall be made as a matter of historical reference only, as of the date of such guidance was publicly disclosed, and should not be viewed or characterized as a reaffirmation or update of the guidance. Any revisions to or affirmation or upgrade of guidance will be disclosed only by one of the means described above in "Methods of Disclosure".

For quarterly earnings calls or other conference calls or webcasts, at the beginning of the call or webcast, a Designated Officer introducing the call or the Designated Officer actually conducting the call should make a statement that forward-looking information may be discussed during the course of the call, followed by appropriate cautionary language or reference to cautionary statements contained in readily available (publicly released) documents. Any excerpts from the conference call or webcast placed on the Investor Relations pages of the Company's website containing forward-looking statements should have the cautionary language as part of the transcribed statement (even if it means editing

the cautionary language into the statement that may have been referred to orally during the call as being contained in another written document).

### **Analyst Reports or Models**

The Company may, from time to time, review analyst draft reports or models. However, any such review will be limited to correcting factual information and questioning factual assumptions, and the Company will not comment on analysts' conclusions, soft information, projections, estimates or other forward-looking matters and shall not convey any material nonpublic information in connection with such review. The Company will not confirm, endorse, adopt, or disseminate analysts' reports or models to persons outside of the Company. A written record should be kept of any comments provided on an analyst's report. Such reports must be promptly forwarded to the Disclosure Committee.

The Company regards an analyst's reports or models as proprietary information belonging to the analyst's firm and should not provide such reports or models on the Investor Relations pages of the Company's website or through any other means to persons outside of the Company (including via a web link).

### **Conducting Analyst Meetings and Conference Calls**

Subject to compliance with this policy, the Company may meet with analysts and investors on an individual or group basis, as needed, and may initiate contacts or respond to analyst and investor calls. Only Designated Officers are authorized to speak on the Company's behalf at any such analyst meetings or conference calls.

The Company generally will conduct interactive conference calls with analysts, portfolio managers, investors, and the media on a quarterly basis to discuss reported earnings. When conducted, such meetings generally should be held on the day that the quarterly earnings news release has been issued, and at other appropriate times. The Company may also follow certain material announcements with a conference call.

The Company will provide the public with advance notice of the date and time of such group meetings or conference calls or investor conferences that it participates in, which shall be open to the public via telephone in listen-only mode and/or via simultaneous webcast. Instructions for participation will be provided in advance by a press release or other widely disseminated disclosure in accordance with Regulation FD and other SEC regulations. The Company will archive a recording of each conference call for a period of time and make it available following the call on an "800" toll-free number and on the Investor Relations page of the Company's website to allow investors to hear the reply of the call.

As a general matter, questions raised by analysts or other securities industry participants in conference calls should be resolved on the call, rather than deferring responding to such questions with the statement that they will be addressed "offline" or "in a smaller group," unless the matter is clearly nonmaterial or involves retrieving information that is already public for the convenience of the questioner.

As noted above, all earnings release-related materials (including any scripts or Q&A materials for earnings conference calls) should be reviewed by the Disclosure Committee prior to their use. In addition, all planned communications to the investment community, such as participation in conferences, speeches, presentations to analysts, industry

presentations and meetings, and written announcements or other written or oral communications regarding the Company or its securities should, to the extent practicable, be reviewed in advance by the Disclosure Committee. No material nonpublic information should be made in such communications unless such communications are made in a manner that complies with Regulation FD and are previously approved by the Disclosure Committee.

The CFO or a designee shall be involved in scheduling and developing presentations for all meetings and communications with the investment community and the media.

During designated closed window periods pursuant to the Company's Insider Trading Policy, the Company will, to the extent practicable, limit communications with the investment community to publicly available or previously disclosed information and will not, to the extent practicable, provide new material information, guidance, or commentary on financial performance or outlook.

### Private Discussions

Neither this policy nor Regulation FD prohibits one-on-one or private discussions between Designated Officers and securities market professionals. However, in order to ensure that any such discussions do not result in the disclosure of material nonpublic information regarding the Company, prior to any scheduled private discussion with an analyst or investor, the Designated Officer proposing to have such discussion should, to the extent practicable, review with the Disclosure Committee the information expected to be provided. In addition, if a Designated Officer is involved in an unplanned or impromptu discussion with a securities analyst, investment banker, or other member of the investment community, the Designated Officer should promptly inform the Chief Legal Officer or the Disclosure Committee (or their designees) of such discussion. Only Designated Officers are authorized to speak on the Company's behalf at any such meetings. To the extent possible, the Designated Officer having the one-on-one or private discussion shall have an additional Designated Officer or a designee of such Designated Officer attend the meeting.

Following any such private discussion, whether it was planned or unplanned, the Designated Officer should review with the Disclosure Committee the content of such discussion if any question exists as to whether material nonpublic information was disclosed. If the Disclosure Committee determines that any part of the communication contained material nonpublic information, the Company will take the appropriate actions, including if required the prompt disclosure of such information to the public. The SEC has made it clear that engaging in a private discussion with an analyst or group of analysts seeking guidance about earnings estimates involves a high degree of risk of violating Regulation FD. Specifically, the SEC stated that "if the issuer official communicates selectively to the analyst nonpublic information that the company's anticipated earnings will be higher than, lower than, or even the same as what analysts have been forecasting, the issuer likely will have violated Regulation FD. This is true whether the information about earnings is communicated expressly or through indirect 'guidance', the meaning of which is apparent though implied."

In light of this SEC pronouncement, the Company will not provide material nonpublic guidance on earnings forecasts or other information in any non-permitted context without appropriate public dissemination of the same information.

## Monitoring of Meetings with Analysts and Investors

When possible, the CFO or a designee of the CFO or other Designated Officer should accompany members of management when meeting with analysts one-on-one or in group meetings. The CFO and other designee should ordinarily pre-brief Company spokespersons before such meetings or before they conduct conference calls with analysts and investors. The purpose of the pre-briefing is to ensure compliance with selective disclosure regulations and to ensure consistency of message.

## Responsibility for Monitoring the Investor Relations Pages of the Company's Website

The Chief Financial Officer, in coordination with the Legal Department and Investor Relations, is responsible for ensuring that information on the Investor Relations pages of the Company's website is accurate, complete, and current. Periodic reviews of such content shall be conducted to ensure ongoing compliance. Any material changes in information should be updated immediately.

## Administration

The Company's Legal Department is responsible for administering this policy and for monitoring compliance with it by Company personnel. In addition, the Disclosure Committee should review and update, if necessary, this policy on an annual basis.

## Approval and Ownership

Owner	Title	Date	Signature
Raphael Avraham	Head of Corporate Governance & Compliance	04/20/2026	On File
Approved By	Title	Date	Signature
Jon Keyser	Chief Legal Officer	01/01/2023	On File

## Revision History

Version	Description	Revision Date	Approver Name
1.0	Original Policy	10/17/2018	Rebecca Collins
1.1	Format Change Only	5/10/2019	Rebecca Collins
1.2	Change Policy Owner	11/2/2020	Rebecca Collins
1.3	Change Name and Title of Approver	01/01/2023	Jon Keyser
1.4	Change Title of Policy Owner	01/01/2024	Jon Keyser
1.5	Clarification on roles and restrictions	04/24/2025	Jon Keyser
1.6	Policy Owner updates; clarifications on roles and responsibilities; enhanced guidance	04/21/2026	Jon Keyser

