

## VERRA MOBILITY CORPORATION

### POLICY AND PROCEDURES WITH RESPECT TO RELATED PERSON TRANSACTIONS

As adopted by the Audit Committee of the Board of Directors  
as of November 2, 2018.

Amended by the Board of Directors as of July 27, 2023

**Section 1. Policy Statement.** Verra Mobility Corporation (the “*Corporation*”) recognizes that Related Person Transactions (which are defined and discussed below) can present potential or actual conflicts of interest and create the appearance that Corporation decisions are based on considerations other than the best interests of the Corporation and its stockholders. Accordingly, as a general matter, it is the Corporation’s preference to avoid, and not to engage in, Related Person Transactions. Nevertheless, the Corporation recognizes that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Corporation and its stockholders, including but not limited to situations where the Corporation may obtain services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the Corporation provides products or services to Related Persons (which are defined and discussed below) on an arm’s-length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Therefore, the Corporation has adopted this Policy and Procedures with Respect to Related Person Transactions (this “*Policy*”) for the review, approval or ratification of Related Person Transactions.

**Section 2. Related Person Transactions.** For the purposes of this Policy, a “Related Person Transaction” is any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Corporation (including any subsidiary or entity in which the Corporation or any subsidiary has a 50% or greater interest, or voting power or profits) was, is or will be a participant, and in which any Related Person had, has or will have a “direct or indirect material interest” (as defined and discussed below).

A “direct or indirect material interest” depends on the individual facts and circumstances of the transaction, relationship, arrangement or series thereof. Since potentially difficult and complex materiality determinations may arise, this Policy requires that all Related Person Transactions in excess of \$120,000 be reported to the Corporation’s Chief Legal Officer prior to the completion of any Related Person Transaction. This Related Person Transaction report shall be made in accordance with Section 5 of this Policy. The question of whether the transaction, relationship or arrangement (or series of similar transaction, relationships or arrangements) constitutes a material direct or indirect interest will initially be determined by the Chief Legal Officer.

The Board has adopted a \$120,000 threshold for reporting Related Person Transactions to the Corporation’s Chief Legal Officer because of the Corporation’s policy of avoiding Related Person Transactions if possible.

For purposes of this Policy, a “Related Person” means:

- (a) any person who is, or at any time since the beginning of the Corporation’s last fiscal year was, a director (or nominee to become a director) or officer of the Corporation;
- (b) any person who is known to be the beneficial owner of more than 5% of any class of the Corporation’s voting securities; and

(c) any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, nominee, officer or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, nominee, officer or more than 5% beneficial owner.

**Section 3. Excluded Related Person Transactions.** For purposes of this Policy, the Board has determined that Related Persons do not have a direct or indirect material interest in the following transactions, arrangements or relationships and, therefore, the following are not Related Person Transactions subject to the notification, approval and ratification procedures of this Policy:

(a) where the transaction involves payment or reimbursement of expenses of the Related Person incurred in the ordinary course of the Related Person's service as a director or officer of the Corporation, including but not limited to travel and related expenses;

(b) where the financial or compensatory arrangements are approved or ratified by the Board;

(c) where the Related Person's interest arises (i) only from such person's position as a director of a corporation or organization which is a party to the transaction; (ii) only from such person's direct or indirect ownership of less than a 10% equity interest in another person (other than a partnership, limited liability company, trust or similar entity) that is a party to the transaction; or (iii) from both such position and such ownership;

(d) where the Related Person's interest arises only from such person's position as a limited partner in a partnership, member of a limited liability company or trustee or beneficiary of a trust in which such person has an interest of less than 10% and the person is not a general partner, managing member or trustee of and does not hold another position in the partnership;

(e) where the Related Person's interest arises only from the ownership of a class of equity securities of the Corporation and all holders of that class receive the same benefits on a pro rata basis;

(f) where the transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under trust indenture or similar services;

(g) where an immediate family member's interest arises from his or her status as an employee of a firm, corporation or other entity for which he or she is not also an officer, director, general partner, or principal; or

(h) where the Related Person's interest arises from a relationship with an entity in which the Corporation or any of its affiliates makes investments in the ordinary course of such entity's investment business and on terms and under circumstances similar to those available to or from entities unaffiliated with such Related Person.

**Section 4. Reporting and Approval Procedures.** Related Person Transactions that are identified as such prior to the consummation or amendment of such Transaction shall be consummated or amended only if the following steps are taken:

(a) Prior to entering into the Related Person Transaction (i) the Related Person; or (ii) the director, nominee, officer or beneficial owner who is an immediate family member of the

Related Person shall provide notice to the Chief Legal Officer of the facts and circumstances of the proposed Related Person Transaction, including, without limitation: (A) the Related Person's relationship to the Corporation and interest in the transaction; (B) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (C) the benefits to the Corporation of the proposed Related Person Transaction; (D) if applicable, the availability of other sources of comparable products or services; and (E) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally. The Chief Legal Officer will assess whether the proposed transaction is a Related Person Transaction for purposes of this Policy. If the Chief Legal Officer is unavailable or the Chief Legal Officer is involved in the transaction, the Chief Financial Officer or Chief Executive Officer shall gather the above information and make the determination of whether the proposed transaction is a Related Person Transaction.

(b) If the Chief Legal Officer or Chief Financial Officer or Chief Executive Officer, in their sole discretion, determines that the proposed transaction is a Related Person Transaction and is material to the Corporation, in light of all the facts and circumstances surrounding the proposed transaction, they may submit the proposed Related Person Transaction to the Audit Committee for its approval.

(c) If the proposed Related Person Transaction is submitted to the Audit Committee pursuant to Section 4(b), the Audit Committee shall then consider all of the relevant facts and circumstances available to the Audit Committee, including (if applicable) but not limited to: the benefits to the Corporation; the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally. No member of the Audit Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Audit Committee shall approve only those Related Person Transactions that are in, or not inconsistent with, the best interests of the Corporation and its stockholders, as the Audit Committee determines in good faith. The Audit Committee shall convey the decision to the Chief Legal Officer, who shall convey the decision to the appropriate persons within the Corporation.

(d) The Audit Committee shall report to the Board at each Board meeting any transaction the Audit Committee has approved under this Policy.

**Section 5. Reporting and Ratification Procedures.** In the event the Chief Legal Officer, or the Chief Financial Officer or Chief Executive Officer, as may be the case, becomes aware of a Related Person Transaction that has not been previously approved or previously ratified under this Policy:

(a) If the transaction is pending or ongoing, it will be submitted promptly to the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances available to the Audit Committee, including (if applicable) but not limited to: the benefits to the Corporation; the impact on a director's independence in the event the Related Person is a director, an immediately family member of a director or an entity in which a director is a partner, shareholder or officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally. Based on the conclusions reached, the Audit Committee shall evaluate all options, including, but not limited to, ratification, amendment or termination of the Related Person Transaction.

(b) If the transaction is completed, the Audit Committee shall evaluate the transaction, taking into account the same factors described above, to determine if rescission of the transaction is appropriate.

**Section 6. Review of Ongoing Transactions.** Annually, at the Board's first meeting of each fiscal year, the Audit Committee shall review any previously approved or ratified Related Person Transactions that remain ongoing and have a remaining term of more than six months or remaining amounts payable to or receivable from the Corporation. Based on all relevant facts and circumstances, taking into consideration the Corporation's contractual obligations, the Audit Committee shall determine if it is in the best interests of the Corporation and its stockholders to continue, modify or terminate the Related Person Transaction.

**Section 7. Charitable Contributions.** Any proposed charitable contribution or pledge of charitable contributions in excess of an annual amount of \$25,000 by the Corporation to a charitable or non-profit organization identified on the roster of Related Persons shall be subject to prior review and approval by the Board at the next Board meeting or, in those instances in which the Chief Legal Officer or Chief Financial Officer or Chief Executive Officer determines that it is not practicable or desirable for the Corporation to wait until the next Board meeting, by the Audit Committee. In addition, each "named executive officer" (as defined by rules and regulations promulgated by the Securities and Exchange Commission ("**SEC**")) shall report to the Chief Legal Officer and the Chief Legal Officer shall consolidate the information and report to the Board, on a quarterly basis, charitable contributions by the Corporation's named officers and their spouses to charitable or non-profit organizations identified on the roster of Related Persons.

**Section 8. Disclosure.** All Related Person Transactions that are required to be disclosed in the Corporation's filings with the SEC, as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.