



VERRA  
MOBILITY

# **VERRA MOBILITY**

## **LEGAL & COMPLIANCE**

### **POLICIES**

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**Anti-Bribery and Corruption  
Policy and Procedure**



# LEGAL AND COMPLIANCE POLICIES

## Anti-Bribery and Corruption Policy and Procedure

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### Introduction

Verra Mobility Corporation and its wholly owned direct and indirect subsidiaries and affiliates worldwide (collectively “the Company” or “Verra Mobility”) insists on honesty, integrity and fairness in all aspects of the conduct of its business and expects those that act on its behalf to exhibit the highest standards of professionalism and ethical conduct. The Company expects the same in its relationships with all those with whom it does business.

The success of our business is dependent on the trust and confidence we earn from our employees, **Agents** (as defined below), contractors, consultants, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching Company goals solely through honorable conduct.

## Scope and Enforcement

This Policy governs the behavior of everyone engaged by the Company when conducting business on its behalf (hereafter referred to as "you").

Our ethical approach affects all areas of the Company. This *Anti-Bribery and Corruption Policy and Procedure* ("ABC Policy") represents our commitment to upholding the aforementioned values and standards. The ABC Policy is based on internationally accepted best practice guidelines and supplements the *Code of Business Ethics and Conduct*, and other Company policies as referenced herein.

When working for the Company, you are agreeing and obliged to:

- uphold this commitment;
- ensure you understand the requirements of the *ABC Policy*; and
- always follow the *ABC Policy*.

Failure to comply with the *ABC Policy* creates a legal, regulatory and reputational risk for the Company. Anyone who is found to be giving or receiving **Bribes** (as defined below) or any other act of **Corruption** (as defined below), or involved in otherwise violating the *ABC Policy*, will be subject to disciplinary action, which may ultimately lead to their dismissal or termination of their contract of service, as the case may be.

In addition, violation of the *ABC Policy* or any applicable laws could be a serious criminal offense, which may result in fines, criminal charges or imprisonment, for the Company, for you and anyone else involved.

## Structure of the ABC Policy

The *ABC Policy* is to be read and interpreted in conjunction with the *Code of Business Ethics and Conduct*, *Interactions with Public Officials Policy* and other Company policies that may be referenced herein.

Each section is structured as follows:

- **Principles** are the underlying values and concepts which govern the Company's activity and in light of which you must constantly evaluate your conduct.
- **Rules** are mandatory and set out what you can and cannot do. Failure to comply with the rules is automatically a violation of the *ABC Policy*.
- **Guidance** is given to help you interpret the principles and rules and apply them effectively. The guidance is not mandatory, but it will be considered and is persuasive when evaluating your conduct.

## Roles and Responsibilities

### Board Level Sponsorship

The commitment of the Company to the prevention of **Bribery** (as defined below) and Corruption is reinforced by the Audit Committee of the Board of Director's sponsorship of, and commitment to, the strategy, policy and procedures contained herein. The *ABC Policy* sponsor is the Company's Chief Legal Officer.

**Everyone** engaged by the Company when conducting business on its behalf is personally responsible for:

- their ethical and professional conduct generally and with regard to compliance with the *ABC Policy*;
- obtaining advice and guidance where necessary; and
- reporting all violations of the *ABC Policy*, and/or any ethical or professional misconduct, whether committed personally or by others.

Concerns or reports about violations of the *ABC Policy* should be made to an appropriate manager or a member of the Company's Compliance and Ethics Committee<sup>1</sup>. You may also make a confidential report to the Company's EthicsLine (which can be done anonymously), online at [ethicsline.verramobility.com](https://ethicsline.verramobility.com) or via the toll-free telephone number 844-927-2814 in the U.S.<sup>2</sup>

**Managers and supervisors** are also personally responsible for ensuring compliance by everyone involved in matters they are managing or supervising (this includes **Third Parties** (as defined below)).

In addition to the above, **those in management or leadership roles** must lead by example by:

- remaining alert to the risk of Bribery and Corruption;
- promoting awareness of and compliance with the *ABC Policy* within the Company and amongst those they supervise; and
- forwarding reports made to them about violations of the *ABC Policy* to the Director of Contracts and Compliance or the EthicsLine.

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<sup>1</sup> The Compliance and Ethics Committee includes the Chief Financial Officer, Chief People Officer, Chief Technology Officer, Chief Legal Officer, Deputy General Counsel – Government Solutions and Director of Contracts and Compliance.

<sup>2</sup> Toll-free telephone numbers are also available in several other jurisdictions. All toll-free numbers and dialing instructions are available at [ethicsline.verramobility.com](https://ethicsline.verramobility.com).

## Good Practice

### Principle

The Company is committed to international standards of good practice in combatting Bribery and Corruption. This means that we will take appropriate steps to ensure that:

- We do not file with any government office or employee a written instrument that intentionally contains a false statement or false information.
- We do not intentionally falsify business records.
- We do not knowingly commit any fraud, or file or make any knowingly false or fraudulent reports, statements, or representations, in connection with our compliance with any governmental law, regulation, rule or contract requirement.
- We do not give, or offer to give, money, gratuities, or any other benefit to a labor official, including, but not limited to, an official in a labor organization that has represented, represents, or may represent the Company's employees.
- As required by the *Interactions with Public Officials Policy*, without first obtaining approval from the Legal Department, we do not give, or offer to give, **Anything of Value** (as defined below) to any **Public Official** (as defined below). This provision does not apply to or restrict any person's ability to make personal political contributions. (See "*Working with Governments*")
- We do not, directly or indirectly, offer, promise, give, solicit or receive a Bribe or other undue advantage (including **Gifts and Hospitality** (as defined below)) in order to obtain or retain business, or any other improper business advantage.
- We do not make or attempt to make any agreement that seeks, or participate in any scheme to rig bids, restrain trade by collusion or unfair trade or labor practices, or prevent the lowest responsible bidder from obtaining a contract.
- We do not knowingly participate in the activities of any organized crime group, or knowingly permit or allow any person allegedly employed by or associated with any such organized crime group, to participate in any of the business affairs of the Company.
- We engage and remunerate Agents and other Third Parties only for legitimate services that cannot reasonably be provided by our own people.
- All new Third-Party relationships are adequately vetted.
- We promote internal awareness of, and compliance with, the Company's policies against Bribery and Corruption through appropriate dissemination of policies, procedures, training programs and disciplinary procedures.

- We adopt management control systems that discourage Bribery and Corruption and adopt financial and tax accounting and auditing practices that prevent the establishment of "off the books" or secret accounts, or the creation of documents which do not properly and fairly record the transactions to which they relate.
- We do not conspire with anyone to perform any acts otherwise prohibited by this Policy.

## Rules

Do not engage in any activity which would violate the *ABC Policy*, including the Good Practice Principle, or any anti-corruption laws.

## Guidance

Here are some things to look out for and general tips that will help you apply good practice:

- Familiarize yourself with the *ABC Policy* and related policies and apply these at all times.
- Remember that Bribery and Corruption can be extremely subtle and sophisticated, so be alert. If something feels wrong, it is often because it is.
- Different countries have different customs; what is an accepted custom or the norm of behavior in one country may be perceived as irregular in another. Never assume that because something is accepted or the norm it cannot be Bribery or Corruption. Always stop and think about what is right.
- If you have reason to suspect Bribes are being offered, given or requested you must report it, you should never ignore the situation in the hope that it will go away (see "Reporting Violations").
- Consider the risks associated with your work and adapt your approach to address the risks identified. For example:
  - Consider your position and personal exposure, the area you work in, and who you are dealing with;
  - Consider the risk associated with the country where you are doing business, where the transaction or work is being undertaken, or where any Third Parties you engage are based;
  - Consider the nature of the business and whether this presents any risks;
  - Consider whether your job or the work you are doing involves procurement of goods or services which will expose the Company to vicarious risk; and
  - Think about and look out for "red flag" indicators of Corruption (as described below).

To help you, please see below some **common indicators of Corruption (“red flags”)**:

- Abnormal cash payments.
- Pressure exerted for payments to be made urgently or ahead of schedule.
- Payments being made through a third country, i.e., goods or services supplied to country A, but payment is being made to a company in country B.
- Abnormally high commission percentages being paid to a Third Party. This may be split into two accounts for the same Agent, often in different jurisdictions. In some jurisdictions, a commission payment of any value in connection with the award of a government contract is strictly prohibited (see *"Working with Governments"*).
- Gifts or Hospitality being given or received. In dealing with government agencies that are customers, Gifts or Hospitality of any value may be strictly prohibited. The giving of such Gifts or Hospitality must be approved by the Legal Department in advance. (See *"Working with Governments"*.)
- Unexplained preference of certain individuals for receipt of benefits, especially when outside of normal selection and control procedures (e.g., employment, placements, internships, etc.).
- A person who never takes time off, even if ill, or for holidays, or insists on always dealing with specific contractors him or herself.
- Making unexpected, uncommercial, or illogical decisions when accepting projects or contracts.
- Entering into contracts not favorable to the Company either in respect of the terms or the time period.
- Unexplained preference for certain contractors or subcontractors during tendering or at any point during the contract.
- Avoidance of conducting diligence on Third Parties involved in the tendering or contracting processes.
- Raising barriers around specific roles or departments that are key in the tendering or contracting process.
- Bypassing normal tendering or contracting procedures.
- Agreement to invoices in excess of or below the agreed contract value without reasonable cause or explanation.
- Missing documents or records regarding meetings or decisions.
- Company procedures or guidelines not being followed.
- The payment of, or making funds available for, high value expenses on behalf of others.

DO	DON'T
<p>Remain alert to the risks of Bribery and Corruption</p> <p>Seek further guidance immediately if you have any queries or concerns related to any of the activities addressed in this document (See "Reporting Violations")</p> <p>Seek further guidance immediately if you are being asked to do something that makes you uncomfortable, or which you suspect may be illegal (See "Reporting Violations")</p> <p>Ensure all <b>Gifts and Hospitality</b> given or received comply with applicable laws, regulations, and contractual limits and when given to a Public Official are pre-approved by the Legal Department (See "Working with Governments")</p>	<p>Engage in any activity or transaction which would lead to a violation of the <i>ABC Policy</i>, including the Good Practice Principle, or any applicable law</p> <p>Be persuaded by others to do something which you suspect might be unethical or illegal</p> <p>Ever attempt to induce anyone else to do something unethical or illegal, even if "everyone else is doing it"</p> <p>Ignore or fail to report any concerns you have about improper conduct or Corruption activity</p>

## Bribes and Facilitation Payments

### Principle

***The Company and any Third Party must never offer, promise, give, solicit or receive a Bribe, Facilitation Payment (as defined below), Kickback (as defined below) or other improper payment for any reason or in any form.***

The Company has a clear position on Bribery and Corruption; the direct or indirect offer or promise to make a payment or transfer of Anything of Value, and the soliciting or acceptance of Bribes in any form by or on behalf of the Company to obtain or retain business or a commercial advantage is unacceptable and prohibited.

### Rules

The Company does not offer, promise, give, solicit or receive Bribes in any form. This prohibition applies to:

- Transactions with foreign or domestic Public Officials (see "Working with Governments"), or with any private company or person; whether in the conduct of domestic or international business.
- Payments made or received directly or through a Third Party, or any Agent thereof.



## Guidance

- No distinction is made between Bribes and so-called 'Facilitation' Payments, which are also prohibited. A Facilitation Payment is a small payment to a low-level Public Official, which is not officially required, to enable or speed up a process which it is the Public Official's job to arrange (e.g., a work permit).
- A Bribe includes "Kickbacks" which are also prohibited. A Kickback is a form of Bribery in which a portion of the revenues from a contract or other financial award is illicitly returned to the person awarding that contract or benefit.
- A Bribe can include Anything of Value given or received in any form, and includes;
  - Cash, cash equivalents (e.g., gift cards) or other monetary payments;
  - Travel, Gifts, meals and entertainment;
  - Loans;
  - Discounts not offered to the general public;
  - An offer of employment;
  - Benefits for a family member or other person connected to a Public Official, such as employment, appointments, promotions, or internships;
  - Payments to a charity or charities;
  - Payment and benefits to entities controlled or beneficially owned by a Public Official; and
  - Payment and benefits, such as contracts, with suppliers or vendors (including professional service firms).

DO	DON'T
<p>Use caution when offering, giving or receiving <b>Gifts and Hospitality</b> (see "<i>Gifts and Hospitality</i>")</p> <p>Seek advice if you are unsure about giving or receiving a Gift or Anything of Value (see "<i>Reporting Violations</i>")</p> <p>Ensure that any Third Party understands The Company's policy on Bribes and Facilitation Payments, and agrees to comply with it</p> <p>Report any concerns you have about improper conduct or Corruption activity immediately (see "<i>Reporting Violations</i>")</p>	<p>Offer, accept, solicit or pay Bribes or Kickbacks, or make Facilitation Payments</p> <p>Use Agents or other Third Parties to offer, accept, solicit or pay Bribes or Kickbacks, or make Facilitation Payments indirectly on behalf of the Company</p> <p>Use other forms of giving or receiving as a substitute for a Bribe, (e.g., <b>Political Contributions (as defined below)</b> or <b>Charitable Donations (as defined below)</b>, Gifts or Hospitality)</p> <p>Ignore or fail to report any concerns you have about improper conduct or Corruption activity</p>

## Working with Governments

### Principle

***Whenever the Company conducts business or otherwise engages with national or local governments, government agencies, Public Officials and public international agencies, our partners and anyone engaged by or on behalf of the Company must apply the highest ethical standards.***

### Rules

- It is prohibited to make illicit or secret payments or transfers of Anything of Value to Public Officials.
- It is prohibited for any Company employee to provide Anything of Value to any Public Official, unless prior written approval is obtained from the Deputy General Counsel of the applicable Business Unit (or, if expressly delegated by the applicable Deputy General Counsel, the Chief Legal Officer or the Deputy General Counsel for Shared Services. (See *Interactions with Public Officials Policy*)
- It is prohibited to make any illicit payments or transfers of Anything of Value through intermediaries, or to a Third Party, while knowing that all or a portion of the payment will go directly or indirectly to a Public Official.
- No-one acting on behalf of the Company may attempt to or exert improper influence on Public Officials. All employees engaged in **Lobbying Activities** (as defined below) on behalf of the Company must be properly registered and coordinate their Lobbying Activities with the Government Relations team in the Legal Department (See *Interactions with Public Officials Policy*)
- If asked to provide information in connection with a government or regulatory agency inquiry, you must ensure that all information provided is timely, truthful, not misleading, and accurate and that the Company's legitimate interests are protected. **All responses to such requests for information must be coordinated with and reviewed by Company counsel in the Legal Department.**

### Guidance

- You should take extra care when dealing with Public Officials. Most countries in the world have made it an offense to Bribe their own Public Officials; many have also made it an offense to Bribe a foreign Public Official.
- If asked to assist with a government or regulatory agency inquiry or investigation you must always seek advice before responding. (See "*Reporting Violations*")



DO	DON'T
<p>Ensure you understand and abide by applicable laws and regulations relating to work with governments, particularly special requirements associated with government contracts and transactions</p> <p>Obtain prior approval from the Legal Department before providing Anything of Value to a Public Official</p> <p>Ensure that any Third Party understands the Company's <i>Interactions with Public Officials Policy</i> and agrees to comply with it</p> <p>Be truthful and accurate when dealing with Public Officials and agencies</p> <p>Seek advice if you are unsure about what to do when working with Public Officials (See "<i>Reporting Violations</i>")</p> <p>Report any concerns you have about improper conduct or Corruption activity immediately (See "<i>Reporting Violations</i>")</p>	<p>Deviate from contractual requirements without written approval from both sides</p> <p>Provide Anything of Value to a Public Official without first receiving approval from the Legal Department.</p> <p>Use Agents or other Third Parties to do anything indirectly on behalf of the Company which you would not be permitted to do yourself</p> <p>Attempt to induce a Public Official to do something illegal</p> <p>Ignore or fail to report any concerns you have about improper conduct or Corruption activity</p> <p>Mislead any Public Official</p> <p>Attempt to obstruct in any manner an authorized Public Official in the proper conduct of their duties or attempt to hinder another person from providing accurate information</p> <p>Conceal, alter or destroy documents, information or records which are the subject of an official investigation</p>

## Gifts and Hospitality

### Principle

***The Company and any Third Party must never use Gifts and Hospitality to improperly influence business decision-making processes or cause others to perceive an improper influence. The use of Gifts and Hospitality in this manner constitutes an improper payment for the purposes of the Company's policy on Bribes and Facilitation Payments.***

The Company has a clear position that forbids the solicitation of Gifts and Hospitality and ensures that the circumstances in which reasonable and proportionate Gifts and Hospitality



are offered, promised, given or accepted are restricted to those which are appropriate and compliant with applicable law and regulation.

## Rules

### *Prohibited Gifts and Hospitality:*

- Solicitation of Gifts or Hospitality is strictly prohibited.
- Giving or accepting cash Gifts is strictly prohibited.
- The giving of Gifts or Hospitality, especially with regard to Public Officials, must comply with applicable laws, regulations, and contractual limits. (See “*Working with Governments*”)
- You may not give Anything of Value to a Public Official without first obtaining written approval from the Deputy General Counsel of the applicable Business Unit (or, if expressly delegated by the applicable Deputy General Counsel, the Chief Legal Officer or the Deputy General Counsel for Shared Services). (See “*Working with Governments*” and *Interactions with Public Officials Policy*)

### *Permitted Gifts and Hospitality*

It is accepted that a bona fide promotional expenditure, or other expenditure which seeks to improve the image of the Company, better present our products or services, or develop and establish relationships, is an important part of doing business.

After due consideration of the rules and guidance contained in this document, the acceptance or giving of Gifts and Hospitality is permitted in certain circumstances. If it would cause awkwardness to refuse, and you are sure that you are not breaking any law, you may accept or give the following without prior approval:

- corporate Gifts which feature the logo of the donor (diaries, umbrellas, calendars etc.).
- Gifts of a nominal value given during the festive season, religious festivals, or other periods of the year where Gifts are traditionally exchanged in the country concerned.
- occasional non-extravagant meals (or other entertaining).
- occasional invitations to non-extravagant corporate Hospitality events, not extending over a period of more than one day.

## Procedure and Approval

The giving of all other Gifts and Hospitality not expressly permitted must be pre-approved in writing by the Deputy General Counsel for the applicable Business Unit (or if expressly delegated by the applicable Deputy General Counsel, the Chief Legal Officer or the Deputy General Counsel for Shared Services) and only accepted or given in compliance with the *ABC Policy*, the *Interactions with Public Officials Policy*, and the *Travel, Entertainment and Gifts*

*Policy* where claims for reimbursement are being made. All such approvals will be reported to and tracked by the Director of Contracts and Compliance. (See "*Working with Governments*")

In the event that Gifts and Hospitality not expressly permitted by the *ABC Policy* are given or received without pre-approval (or disclosure in the case of receipt), the incident should be reported to an appropriate member of management, to a member of the Compliance and Ethics Committee or to the EthicsLine. (See "*Reporting Violations*")

## Guidance

- The acceptance or offer of modest Gifts and Hospitality (as described above) may be a legitimate contribution to good business relationships; however, if you have any doubt about the propriety of accepting a Gift or Hospitality from a business partner, you must refuse.
- There may be times when refusing to accept a Gift from a business partner would be considered discourteous. In that event, you may accept the Gift **on behalf of the Company**. You must then turn the Gift over to the Director of Contracts and Compliance.
- You need to exercise particular caution when providing Gifts or Hospitality to business partners or prospective business partners, or to representatives of the same, where these individuals have discretion over the allocation of work.
- If the offer of Gifts or Hospitality relates to a Public Official or procurement by a government, prior approval must be obtained in writing from the Deputy General Counsel for the applicable Business Unit (or if expressly delegated by the applicable Deputy General Counsel, the Chief Legal Officer or the Deputy General Counsel for Shared Services). (See "*Working with Governments*")
- Company staff should consider the following questions before accepting or offering a Gift or Hospitality:
  - Is the recipient currently involved in decisions to award business or another advantage to the Company? Alternatively, is the party making the offer currently tendering for business or another advantage from you?
  - Does this Gift or Hospitality seem excessive in value?
  - By accepting this Gift or Hospitality, could I violate any applicable laws, regulations or contractual obligations?
  - Is this Gift or Hospitality directly related to the award or retention of business or other business advantage?
  - Is this Gift or Hospitality a 'reward' for the award or retention of business or other business advantage?
  - Would my colleagues be unhappy to see the Company's name reported in the press in connection with this Gift or Hospitality?

If the answer to any of these questions is yes, the Gift or Hospitality should not be offered or accepted. If you are not clear how to answer these questions you should seek advice. (See "Reporting Violations") Additional guidance is provided in Section C.6 in the *Code of Business Ethics and Conduct*.

DO	DON'T
<p>Before offering or accepting any Gift or Hospitality, make sure <b>you obtain approval and</b> understand the applicable legal, regulatory and contractual requirements</p> <p>Make Gifts or offer Hospitality only in compliance with this Policy and applicable laws and regulations</p> <p>Take into consideration the policy(ies) of the recipient's organization, which may be contained in a contract</p> <p>Consider local customs for the giving or receiving of Gifts or Hospitality (subject to compliance with this Policy)</p> <p>Be aware of the potential conflicts of interest if you accept a Gift or Hospitality</p> <p>Make the criteria for inviting guests to Hospitality events clear and internally transparent</p> <p>Seek advice if you are unsure about the giving or receiving of a Gift or Hospitality (See "Reporting Violations")</p> <p>Report any concerns you have about improper conduct or Corruption activity immediately (See "Reporting Violations")</p>	<p>Give or accept the following:</p> <ul style="list-style-type: none"> <li>• A Gift or Hospitality which you know or suspect to be in violation of the law or contractual requirements;</li> <li>• Cash or cash equivalents;</li> <li>• Service to/from a business partner supplied with the intention of influencing a decision</li> <li>• Loans;</li> <li>• Travel and/or accommodation costs for family members</li> <li>• Events or meals where the business partner is not present;</li> <li>• Gifts or Hospitality during periods when important decisions, regarding the award or retention of business or a business advantage, are being made with the business partner</li> </ul> <p>Be embarrassed to decline any offer by referring to this Policy; this will be understood by the business counterparty who in most cases will be subject to similar rules</p> <p>Give or receive Gifts or Hospitality you would feel uncomfortable explaining to your work colleagues, your family or the media</p> <p>Differentiate between giving and receiving Gifts or Hospitality directly or via an intermediary</p> <p>Ignore or fail to report any concerns you have about improper conduct or Corruption activity</p>

## Political Contributions

### Principle

***The Company will make no Political Contributions, whether in cash or in kind, except where a clear written business case has been made and approved in accordance with the Company's Political Contributions Policy.***

### Rules

- Political Contributions made on behalf of the Company, or from the Company's resources, without pre-approval as outlined in the *Political Contributions Policy* are prohibited.
- The Company recognizes the rights of partners and others engaged by or on behalf of the Company to participate as individuals in the political process and make political donations in their personal capacity. This is permitted, subject to making it entirely clear that you do not represent the Company in doing so, and that your views and actions are your own.
- You should not agree to make any personal Political Contribution when negotiating contracts or conducting business on behalf of the Company that could be influenced by the contribution. Consideration must be given to whether such a payment could constitute a Bribe. (See "*Bribes and Facilitation Payments*")

### Guidance

- Individuals who are politically active or make contributions in their individual capacity must:
  - Ensure that any contributions of money or services are made in accordance with applicable law; and
  - Engage in the political process on their own time and using their own resources.

DO	DON'T
When not acting on behalf of the Company in compliance with the <i>Political Contributions Policy</i> , make clear that you are acting on your own account, when engaged in political activity	Make any personal Political Contributions on behalf of the Company
Consider the Company's reputation and how the public or media would perceive your actions	Use your position in the Company to influence any other person (inside or outside of the Company) to make Political Contributions on behalf of the Company
	Ignore or fail to report any concerns you have about improper conduct or Corruption activity

Remain alert to applicable laws and regulations when engaging with governments and Public Officials

Report any concerns you have about improper conduct or Corruption activity immediately (See "*Reporting Violations*")

## Charitable Donations

### Principle

***The Company will make no Charitable Donations, whether in cash or kind, except where the donation has been approved in accordance with the Company's Charitable Donations and Corporate Sponsorship Policy (the "CDCS Policy").***

### Rules

- The engagement with, or instructions to, Third Parties to make Charitable Donations on behalf of the Company in violation of the *ABC* and *CDCS Policies* and procedures are strictly prohibited.
- Charitable Donations made on behalf of the Company, or from the Company's resources, are permitted only as specified in the *CDCS Policy*.
- Charitable Donations must not depend on, nor be made in order to win a business deal or gain any other commercial advantage for the Company.
- The Company recognizes the rights of others engaged by or on behalf of the Company to make Charitable Donations as individuals in their personal capacity. This is permitted, subject to making it entirely clear that you do not represent the Company in doing so, and that your views and actions are your own.
- You should not agree to make any personal Charitable Donation when negotiating contracts or conducting business on behalf of the Company that could be influenced by the donation. Consideration must be given to whether such a payment could constitute a Bribe. (See "*Bribes and Facilitation Payments*")

### Guidance

- Bribes may take the form of Charitable Donations or Sponsorships.
- When making Charitable Donations on behalf of, or in the name of the Company:
  - Donations must be given to a legitimate charitable organization, and not to an individual; and
  - The recipient of the money and the purpose for which it is to be applied must be known.



DO	DON'T
<p>Make clear that you are acting on your own account, not on behalf of the Company, when making a personal Charitable Donation</p> <p>Consider the Company's reputation and how the public or media would perceive your actions</p> <p>Report any concerns you have about improper conduct or Corruption activity immediately (See "Reporting Violations")</p>	<p>Make any personal Charitable Donations on behalf of the Company</p> <p>Ignore or fail to report any concerns you have about improper conduct or Corruption activity</p>

## Working with Third Parties

### Principle

***The Company expects Third Parties to comply with the ABC Policy, or equivalent requirements, when acting on behalf of or otherwise representing it.***

The Company has a clear position that forbids the use of Third Parties to undertake activity on its behalf that the *ABC Policy* prohibits the Company, or its people to undertake directly.

### Rules

- The engagement with, or instructions to, Third Parties which violate the *ABC Policy*, or other Company policies referenced herein, are strictly prohibited. Engaging with a Third Party with the express purpose of evading compliance or any other illicit purpose would amount to gross misconduct.
- The Company's *ABC Policy* must be brought to the attention of Third Parties, who should;
  - undertake to comply with it (or an equivalent standard of behavior) in all dealings on our behalf; and
  - undertake that any subcontractor engaged on the Company's behalf will agree to comply with it, and will be managed to ensure compliance;

before engaging the Third Party to start work for or represent the Company.

- Third Parties who are unable or unwilling to comply must not be engaged.
- Due diligence must be undertaken on all Third-Party business partners, to assess the Corruption they represent before engaging with them.

- Where risks are identified, you should seek advice before proceeding with the engagement. (See “*Reporting Violations*”)
- Where a Third Party is identified as representing a heightened risk, consideration should be given to the level of supervision and monitoring required to mitigate and manage the risk (if any).
- Where improper conduct by Third Parties is identified, it must immediately be reported internally. (See “*Reporting Violations*”)

## Guidance

- You should exercise caution when dealing with Third Parties, or when engaging with governments or Public Officials, particularly when they are helping you market or promote the Company’s business.
- The level of due diligence on a Third Party will depend on who/what the business partner is and the nature and purpose of the relationship. It will often be sufficient just to establish the Third Party's identity and bona-fides. Anything more should be proportionate to the risks, known or identified.
- All facts about the Third Party contribute to the assessment of risk and each relationship has to be considered on its own merits.
- Commitment from Third Parties to ethical behavior when working for the Company is essential. This can be achieved either by establishing the adequacy of the Third Party’s procedure, or by supplying them with a copy of the Company’s *ABC Policy* as a benchmark.
- The following principles should be applied when engaging a Third Party on behalf of the Company:
  - payments must reflect the value of the services to be provided by the Third Party;
  - the Third Party should have a proven track record in the business area and geographical location concerned;
  - the services to be rendered by the Third Party must be legitimate. The nature of the services and the price must be described in a written contract containing undertakings from the Third Party that they will not engage in corrupt activity;
  - the scope of the services and the price should be documented in writing along with an undertaking from the Third Party that they will not engage in corrupt activity when acting for the Company; and
  - the contract with the Third Party must include and require acknowledgement of the *Code of Business Ethics and Conduct for Consultants / Product and Service Providers*.

DO	DON'T
Engage Third Parties in good faith and with awareness of the associated risks	Use Agents or other Third Parties to do anything indirectly on behalf of the Company which you would not be permitted to do yourself
Undertake due diligence prior to engaging a Third Party	Allow Third Parties to represent the Company in high-risk situations (e.g. in dealings with Public Officials) without proper supervision
Manage the activities of Third-Party relationships to ensure compliance with the <i>ABC Policy</i> and other applicable legal and regulatory obligations	Ignore or fail to report any concerns you have about improper conduct or Corruption activity.
Report any concerns you have about improper conduct or Corruption activity immediately (See " <i>Reporting Violations</i> ")	

### Reporting Violations

Concerns or reports about violations of the *ABC Policy* should be made to an appropriate manager or a member of the Compliance and Ethics Committee. You may also make a confidential report to the Company's EthicsLine (which can be done anonymously), online at [ethicsline.verramobility.com](https://ethicsline.verramobility.com) or via the toll-free telephone number 844-927-2814 in the U.S.

It is best to report your concerns orally when possible, to provide an opportunity for a meaningful discussion of your concerns, and to avoid creating a record of the matter that may be incomplete and misleading.

Retaliation against an individual who reports a violation of the *ABC Policy* is prohibited by the Company and will be dealt with as a separate violation of Company policy. We will not tolerate retaliation against employees who raise good faith ethics and compliance concerns.

### Definitions

**Agent** – a representative who normally has authority to make commitments on behalf of the principal represented. The terms "representative," "consultant" or "intermediary" are also often used.

**Anything of Value** – Broadly defined this includes, but is not limited to:

- Cash, cash equivalents (e.g., gift cards) or other monetary payments;
- Travel, gifts, meals and entertainment;
- Loans;
- Discounts not offered to the general public;
- An offer of employment;

- Benefits for a family member or other person connected to a Public Official, such as employment, appointments, promotions, or internships;
- Payments to a charity or charities associated, whether directly or indirectly, with a Public Official;
- Payment and benefits to entities controlled or beneficially owned by a Public Official; and
- Payment and benefits, such as contracts, with suppliers or vendors (including professional service firms), which could benefit the Public Official directly or indirectly.

For the avoidance of doubt, requests from Public Officials to assist with routine or operational matters, such as assisting constituents with customer service issues or engaging in routine public affairs communications and advocacy, are not within the definition of Anything of Value.

**Bribe** – a financial or other advantage, intended to induce a person to give improper assistance in violation of their duty, or to otherwise improperly influence someone with the purpose of obtaining/retaining business, or an advantage in the course of business.

**Bribery** – the soliciting/receiving/offering/giving of a Bribe.

**Charitable Donation** - any contribution, made in cash or in kind, to support a charitable cause. Contributions in kind can include Gifts of property or services, advertising or promotional activities endorsing a charitable cause, the purchase of tickets to fundraising events and contributions to research or other organizations with close associations with a charitable cause.

**Company** - Verra Mobility Corporation and its wholly owned direct and indirect subsidiaries and affiliates worldwide.

**Corruption** – the misuse of entrusted power/breach of duty for personal gain.

**Facilitation Payment** – small Bribe, whether paid in cash or in kind, made to a Public Official to speed up routine administrative processes or other actions, also known as a "grease payment".

**Gifts and Hospitality** – A thing given willingly to someone without payment, including entertaining, meals, receptions, tickets to entertainment, social or sporting events, participation in sporting events. Such activities are usually given or received to initiate or develop relationships between businesspeople. The distinction between a Gift or Hospitality can blur, especially where the giver of the Hospitality does not attend and act as the host.

**Kickback** - A Kickback is a form of Bribery in which a portion of the revenues from a contract or other financial award is illicitly returned to the person awarding that contract or benefit.

**Lobbying Activities** – For purposes of this Policy, Lobbying Activities are those activities that are defined by law in the applicable jurisdiction as lobbying, which may include but is not limited to the following:

Any oral or written communication with a Public Official for the purpose of influencing their decision-making regarding (a) federal, state, or local legislation (for example, contacting a state legislator or staff member in an attempt to influence the passing or

introduction of new or revised legislation); (b) formal rulemaking by a federal, state, or local executive branch agency (for example, contacting a county transportation authority to influence rulemaking); (c) the award or terms of a federal, state, or local government contract; or (d) any other official decision of a governmental body.

Examples of interactions that WOULD NOT typically be considered a Lobbying Activity include:

- Responding to customer service or other day-to-day operational requests.
- Communications responding to a routine request for proposal, request for quotation, or engaging in routine discussions with procurement officials regarding a pending or contemplated procurement.
- Communications regarding the status of an ongoing project or procurement effort without advocating for policy changes or a particular outcome.
- Responding to specific requests for technical information.
- Communications regarding routine permitting or licensing approvals.

Examples of activities that WOULD typically be considered a Lobbying Activity include:

- Meetings or other communications with Public Officials if attempting to influence a position or outcome.
- Working to influence the scope or nature of a project or proposal with Public Officials or their representatives.
- Invitations to Public Officials to participate in a Company event.
- Discussions with committees or entities seeking to educate or influence Public Officials (example: 527s, non-profits, political action committees, election committees, etc.).

**Each individual who interacts with a Public Official on behalf of the Company in any capacity or for any purpose is responsible for understanding the definition of a Lobbying Activity.**

**When in doubt, submit a Coordination Form.**

**Political Contribution** – Any contribution of money or property by the Company (a) to any candidate for election to political office; (b) to any political party or committee; (c) to promote or support any ballot initiative; or (d) to any political action committee or other entity or association organized for the purpose of nominating, electing or appointing a person to a political office in any governmental unit.

**Public Official** – Includes, but is not limited to:

- an officer or employee of a governmental entity or any person acting in an official capacity for or on behalf of a government entity (e.g., civil servants, local government and the armed forces);
- an officer or employee of an association of public officials (e.g., association of chiefs of police or council of mayors) or any person acting in an official capacity for or on behalf of an association of Public Officials;

- an officer or employee of a "public international organization" or any person acting in an official capacity for or on behalf of such public international organization (e.g., the United Nations, the World Bank, the European Commission, etc.);
- an employee of a company or other business entity in which a governmental body has an ownership interest and/or over which such governmental body may, directly or indirectly, exercise a dominant influence (e.g., state-owned commercial enterprises);
- a political party or a member of a political party or a candidate for political office; and/or
- any person known or suspected to be a close family member or associate of any of the above, or companies who are controlled by close family members or associates of any of the above.

**Third Party or Third Parties** – includes contractors, subcontractors, business partners, joint ventures, consultants, Agents, representatives, intermediaries and suppliers engaged by or working on behalf of the Company.

### Related Documents

- *Charitable Donations and Corporate Sponsorships Policy*
- *Code of Business Ethics and Conduct*
- *Code of Business Ethics and Conduct for Consultants*
- *Code of Business Ethics and Conduct for Product and Service Providers*
- *Interactions with Public Officials Policy*
- *Political Contributions Policy*
- *Travel, Entertainment and Gifts Policy*

## Approval and Ownership

Owner	Title	Date	Signature
Paul Richardson	Director Contracts and Compliance	09/01/2023	On File
Approved By	Title	Date	Signature
Jon Keyser	Chief Legal Officer	09/01/2023	On File

## Revision History

Version	Description	Revision Date	Approver Name
1.0	Original Policy	07/01/2020	Rebecca Collins
1.1	Updated to include additional Good Practices	04/01/2021	Rebecca Collins
1.2	Updated to include additional information regarding EthicsLine and minor edits	01/13/2022	Rebecca Collins
1.3	Update the membership of the Compliance & Ethics Committee	07/07/2022	Rebecca Collins
1.4	Update Approver Name and Title	01/01/2023	Jon Keyser
1.5	Updated to harmonize with <i>Interactions with Public Officials Policy</i>	09/01/2023	Jon Keyser