

CHARTER  
OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
ENOVA INTERNATIONAL, INC.

**Purpose.**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Enova International, Inc. (the “Company”) serves to assist the Board in identifying qualified individuals to become candidates for election to the Board, in determining the composition of the Board and its committees, in monitoring the process or assessing Board effectiveness, and in developing and implementing the Company’s corporate governance principles.

**Composition.**

*Members.* The Committee shall consist of three (3) or more directors as determined by the Board. The Board shall designate a Committee member as the Chair of the Committee.

*Independence.* Each Committee member must meet the independence requirements as defined in the New York Stock Exchange listing standards, as amended from time to time (the “Listing Standards”).

*Appointment.* Subject to any requirements of the Listing Standards, the Board may appoint and remove Committee members in accordance with the Company’s Bylaws. Committee members shall serve until their successors are duly elected and qualified. Unless determined otherwise by the full Board, the Chair of the Committee shall serve as the presiding outside director of the Company.

**Authority.**

The Committee shall have the authority to consult with, retain and terminate, special legal counsel, search firms used to identify director candidates, or other consultants or advisors to advise the Committee as circumstances may dictate. The Committee also shall have the authority to approve the terms of engagement of, fees payable to, and any agreements with such outside advisors.

**Meetings, Reports and Resources.**

*Meetings.* The Committee shall hold regular meetings at least twice annually, and may also hold special meetings or act by unanimous written consent at such other times as may be required or deemed appropriate by the Committee or as may be permitted under the Company’s Bylaws. The Committee may meet in separate executive sessions with other directors without management, or in separate sessions with the Company’s CEO, or with other Company employees, agents or representatives invited by the Committee. In consultation with other members of the Committee, the Chair of the Committee will set the agenda to be addressed at the meeting and the length of each meeting. The Chair of the Committee shall ensure that each meeting agenda and materials related to agenda items are circulated to each Committee member sufficiently in advance of the meeting when possible to allow the members to prepare for discussion of the items at the meeting.

*Procedures.* The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this Charter, the Company's Bylaws and other corporate governance documents, applicable laws or regulations, or the Listing Standards. The Chair of the Committee or a majority of the Committee members may call meetings of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Company's Bylaws, the Listing Standards or applicable laws. The Committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

*Reports.* The Committee shall report to the Board annually the results of the annual review by the Committee of its own performance and the results of the annual review by the Board of the Board's performance. The Committee shall further report to the Board on the major items covered by the Committee at each Committee meeting and provide additional reports to the Board as the Committee may determine to be appropriate.

*Committee Access and Information.* The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to obtain, at the Company's expense, such surveys, reports, fairness opinions, appraisals, evaluations and other data and documentation as the Committee considers appropriate. The Committee is authorized to conduct or authorize investigations into any matters related to the purposes, duties or responsibilities of the Committee.

*Reliance on Others.* Nothing in this Charter is intended to preclude or impair any protection provided under law for good faith reliance by members of the Committee on reports or other information provided by others.

### **Duties and Responsibilities.**

The Committee shall:

1. Recommend to the Board the qualifications and criteria for Board membership and review such qualifications and criteria with the Board periodically. Candidates for Board membership are to be selected for their character, judgment, business experience, and acumen. Financial expertise, independence and familiarity with national and international issues affecting business are among the relevant criteria. In assessing potential new directors, the Committee should consider individuals from various disciplines and diverse backgrounds. From time to time the Committee may recommend additional qualifications and criteria, including specific criteria relating to the unique nature of the Company and its business.
2. Identify, consider, recommend and recruit candidates who meet the qualifications and criteria for Board membership to fill new positions and vacancies on the Board.
3. Review director candidates recommended by stockholders for Board membership.
4. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.
5. Recommend director nominees for approval by the Board and the stockholders.

6. Evaluate on an ongoing basis all directors and director candidates based on the qualifications and criteria for Board membership used for assessing new directors to assure that specific talents, skills and other characteristics that are needed to increase the Board's effectiveness are possessed by an appropriate combination of directors.
7. Monitor and recommend the functions of the various committees of the Board.
8. Recommend members for the various committees of the Board, including members to serve as Chair of the various committees of the Board, and, where appropriate, make recommendations regarding the removal of any member of any committee. This Committee, the Audit Committee and the Management Development and Compensation Committee shall consist only of independent directors.
9. Consider rotating directors among the various committees of the Board from time to time; however, committee rotation is not mandated as a policy.
10. Review Board compensation practices and advise on changes in Board compensation.
11. Make recommendations regarding the structure of Board meetings and, where appropriate, recommend matters for consideration by the Board.
12. Consider director retirement policies and term limits and make recommendations to the Board.
13. Assist in the establishment and operation of an orientation and continuing education program for Board members.
14. Monitor directors' holdings of Company stock for compliance with the Company's requirements therefore.
15. Review and, as appropriate, approve requests of any director or the Chief Executive Officer to join the board of directors (or other similar bodies) of another publicly traded company.
16. Review stockholder communications and stockholder proposals directed to the Board or company management and make recommendations for addressing the same.
17. Develop, recommend to the Board, and oversee an annual self-evaluation process of the Board and oversee the Board's evaluation of management.
18. Prepare an annual performance evaluation of the Committee and oversee annual performance evaluations of the Board's other committees.
19. Monitor compliance with applicable independence requirements and make recommendations regarding any policies concerning director independence, including, without limitation, any categorical independence standards contemplated by the Listing Standards.
20. Consider matters of corporate governance and periodically review 'best practices' in corporate governance for public companies and make recommendations relating thereto to the Board and Company management.

21. Review at least annually the adequacy of this Charter and the Charters of the other Board committees and recommend any proposed changes to the Board for approval.
22. Administer the Company's Related Party Transaction Policy and when appropriate, consider questions of possible conflicts of interest of Board members and of the Company's senior executives.
23. Periodically evaluate and advise concerning the adoption, continuation or termination of any plan or policy related to anti-takeover defenses.
24. Periodically review the following (and recommend any proposed changes to the Board for approval):
  - a. The Company's Bylaws
  - b. The Company's Code of Business Conduct and Ethics,
  - c. The Company's Corporate Governance Principles,
  - d. The Company's Insider Trading Policy, and
  - e. The Company's Related Person Transaction Policy.
25. The Committee may perform any other activities consistent with this Charter, the Company's corporate governance documents, Securities and Exchange Commission Rules and applicable Listing Standards, laws and regulations as the Committee or the Board considers appropriate.

ADOPTED BY THE BOARD OF DIRECTORS OF  
ENOVA INTERNATIONAL, INC.  
ON October 24, 2014