

CHARTER OF THE  
MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
ENOVA INTERNATIONAL, INC.

**Purpose.**

The primary purpose of the Management Development and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Enova International, Inc. (the “Company”) is to, among other things, carry out its responsibilities set forth under the “Duties and Responsibilities” section below, which responsibilities include having the direct responsibility to determine and approve the compensation of the Company’s Chief Executive Officer (the “CEO”) and the compensation of the Company’s other executive officers. The Committee shall also generally oversee the Company’s compensation structure and practices, make recommendations to the Board with respect to the Company’s stock and other incentive plans and advise the Board on development and succession plans for the Company’s executive officers. In reviewing and approving the Company’s overall compensation program, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**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 be “independent” in accordance with applicable law, including in the rules of the New York Stock Exchange listing standards, as amended from time to time (the “Listing Standards”), any independence requirements contained within the rules and regulations of the Securities and Exchange Commission (the “SEC”) (including the independence requirements of the provisions of Rule 10C-1(b)(1) under the Exchange Act) that may be in effect pertaining to compensation committee member independence. In addition, all Committee members shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

*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 appointed and qualified.

**Advisors.**

The Committee shall have the authority, in its sole discretion, to consult with, retain and terminate, at the Company’s expense, legal counsel, compensation consultants, search firms, or other consultants or advisors (collectively, “Advisors”) to advise the Committee as circumstances may dictate. As required by the Listing Standards, prior to engaging any Advisor, the Committee shall take into account all factors relevant to such Advisor’s independence from management, including any factors enumerated by the Listing Standards or any applicable SEC requirements.

The Committee also shall have direct responsibility for the appointment, compensation and oversight of the work of such Advisors, which shall include the authority to approve the terms of engagement of, fees payable to, and any agreements with, such outside advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to the Advisors retained by the Committee.

## **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 its Chair 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. The Committee shall also provide to the Board at an appropriate time, before the preparation of the Company's proxy statement for its annual meeting or its Form 10-K, the report of the Committee that must be included in the Company's annual proxy statement or Form 10-K. 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, compensation surveys, reports on the design and implementation of compensation programs for the Company's directors, officers and employees, and such other reports, surveys, evaluations, data and documentation as the Committee considers appropriate.

*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.**

*General Compensation Oversight.* The Committee shall have oversight of the Company's overall compensation structure and practices, including providing guidance to management on significant issues affecting compensation philosophy or policy. In addition, the Committee will, at least annually, review reports from management and provide input with respect to whether the Company's compensation programs and policies encourage excessive risk taking, review and discuss at least annually the

relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.

*Executive Compensation Goals.* The Committee shall review and approve at least annually corporate goals and objectives relevant to the compensation of the CEO and the Company's other executive officers.

*Determination of Executive Officer Compensation.* The Committee shall be responsible for setting the Company's general policy regarding executive compensation and shall:

- x Review and approve (or make recommendations to the Board regarding approval when appropriate) corporate goals and objectives relevant to the compensation of the Company's CEO and the other senior executive officers of the Company;
- x At least annually, evaluate the job performance of the CEO in light of his and the Company's performance goals and objectives and report on such evaluation to the CEO and the Board.
- x At the request of the Board, assist the Board in evaluating the job performance of the executive officers of the Company.
- x At least annually, in light of the corporate goals and objectives and the performance evaluations of the Company's CEO and other executive officers, (1) determine and approve each element of the compensation of the Company's CEO, including individual elements of salary, bonus, supplemental retirement, incentive and equity compensation and other perquisites and benefits, and (2) determine and approve (or make recommendations to the Board regarding approval where appropriate) each element of non-CEO executive management compensation, including individual elements of salary, bonus, supplemental retirement, incentive and equity compensation and other perquisites and benefits.
- x Review, as the Committee considers appropriate in setting CEO compensation and in recommending other executives' compensation, Company performance and relative stockholder return, compensation at comparable companies, market factors relating to executive compensation, past years' compensation to the CEO and other executives, the job performance of the CEO and other executive officers of the Company, and other relevant factors.
- x Review and approve all employment agreements, separation and severance agreements, and other compensatory contracts, arrangements, perquisites and payments with respect to the CEO, and review and make recommendations to the Board regarding all such agreements, contracts, arrangements, perquisites and payments with respect to the Company's other executive officers.
- x In any deliberations or voting to determine the compensation of the CEO, the CEO must not be present; however, in any deliberations regarding the compensation of other executive officers, the Committee may elect to invite the CEO to be present but not vote.

*Equity Plan Awards.* The Committee shall grant stock options, restricted stock and other discretionary awards under the Company's stock option and other equity incentive plans, as it deems appropriate, and otherwise exercise the authority of the Board with respect to the administration of the Company's stock-based and other incentive compensation plans. The Committee may delegate to one or more executive officers of the Company designated by the Committee the authority to make grants of options, restricted stock or restricted stock units to eligible individuals other than directors and executive officers, provided that the Committee shall have fixed the exercise price or a formula for determining the exercise price for each grant, approved the vesting schedule, authorized any alternative provisions as are necessary or desirable to facilitate legal compliance or to ensure the effectiveness or tax-qualified status of the award under the laws of the United States or under the laws of countries outside the U.S. when grants are made to non-U.S. employees, approve the form of documentation evidencing each grant, and determine the number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer to whom such authority is delegated shall regularly report to the Committee the grants so made.

*Evaluate and Approve Stock and Incentive Plans.* The Committee shall periodically review and make recommendations to the Board concerning the Company's stock and cash-based incentive compensation plans. The Committee shall approve all cash and equity-based arrangements and plans, and amendments to these arrangements or plans, which may be exempt from the general requirement of the Listing Standards to obtain stockholder approval of any such arrangement, plan or amendment, or for which approval by the Committee is otherwise appropriate or required under applicable laws or Listing Standards. The Committee shall seek stockholder approval of any stock or cash-based executive compensation plan recommended by the Committee, if, as and when required under the Listing Standards, the Company's Bylaws or any other laws or rules.

*Report on Executive Compensation and Compensation Discussion and Analysis.* The Committee shall review and discuss with management the Compensation Discussion and Analysis required to be included in the Company's proxy statement for each annual meeting of stockholders or Form 10-K, as required by the SEC, including a discussion of the Committee's compensation policies applicable to the CEO and the Company's other executive officers and other information required under SEC rules. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's proxy statement for each annual meeting of stockholders or Form 10-K, as required by the SEC. The Committee shall prepare, with the assistance of management and any outside advisors the Committee deems appropriate, and approve the Compensation Committee Report required to be included in the Company's proxy statement for each annual meeting of stockholders or Form 10-K, as required by the SEC.

*Shareholder Approvals Regarding Executive Compensation.* The Committee shall oversee and consider the results of the Company's submissions to stockholders on matters relating to executive compensation, including advisory votes on executive compensation and the frequency of such votes.

*Management Development.* The Committee shall review with the CEO at least annually the functions of the CEO and other executive officers of the Company and the succession plans relating to these officers. The Committee shall also review and assist the Board in developing succession plans for the CEO and other appropriate executive officers. In addition, the Committee shall consider and make recommendations to the Board on such other management development issues as the Committee may deem appropriate or as the Board may specify.

*Other Functions.* The Committee may perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable Listing Standards, laws and regulations as the Committee or the Board considers appropriate.

*Annual Performance Review.* The Committee shall evaluate its own performance as a Committee on an annual basis.

*Annual Charter Review.* The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

ADOPTED BY THE BOARD OF DIRECTORS OF  
ENOVA INTERNATIONAL, INC.,  
ON OCTOBER 24, 2014 and AMENDED ON  
NOVEMBER 15, 2016