



**175 West Jackson Blvd.
Chicago, Illinois 60604**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD May 7, 2019**

The 2019 Annual Meeting of Stockholders (*Annual Meeting*) of Enova International, Inc. (*we, us, our, Enova or the Company*) will be held at 175 West Jackson Blvd., Chicago, Illinois 60604 on the 4th floor, on Tuesday, May 7, 2019 at 9:30 a.m., Central Time, to vote on the following matters:

- Proposal 1: the election of eight members of our Board of Directors for a one-year term to expire at the 2020 Annual Meeting of Stockholders;
- Proposal 2: a non-binding advisory vote to approve the compensation paid to the Company's named executive officers;
- Proposal 3: ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019;

and to transact any other business that may properly come before the Annual Meeting or any reconvened meeting following any adjournment or postponement of the Annual Meeting.

The accompanying proxy statement provides information about the matters you will be asked to consider and vote on at the Annual Meeting.

Our Board of Directors has fixed the close of business on March 18, 2019 as the record date for determining holders of record (*Stockholders*) of our common stock, par value \$0.00001 per share (*Common Stock*), entitled to notice of, and to vote at, the Annual Meeting or any reconvened meeting following any adjournment or postponement of the Annual Meeting. We are pleased to take advantage of Securities and Exchange Commission rules that allow us to furnish our proxy materials on the Internet. As a result, we are mailing a notice to our Stockholders instead of a printed copy of the proxy statement and our 2018 annual report to stockholders. The notice provides instructions on how to access these materials on the Internet and how to obtain printed copies.

You are cordially invited to attend the Annual Meeting. Whether or not you plan to attend the Annual Meeting, our Board of Directors asks that you vote as soon as possible. You may vote by proxy on the Internet, via toll-free telephone number or, if you received a proxy card by mail, you may sign, date and mail the proxy card in the envelope provided. Your vote is important and all Stockholders are encouraged to attend the Annual Meeting and vote in person or by proxy.

Thank you for your support and continued interest in our Company.

By Order of the Board of Directors:

A handwritten signature in black ink, appearing to read 'David Fisher', is written over a white background.

David Fisher
Chief Executive Officer

Chicago, Illinois
March 28, 2019

**ENOVA INTERNATIONAL, INC.
2019 ANNUAL MEETING OF STOCKHOLDERS
PROXY STATEMENT
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**175 West Jackson Blvd.
Chicago, Illinois 60604**

**PROXY STATEMENT
FOR
2019 ANNUAL MEETING OF STOCKHOLDERS
General Information**

We are furnishing this proxy statement to you in connection with the solicitation of proxies by our Board of Directors (*Board*) for use at our 2019 Annual Meeting of Stockholders (*Annual Meeting*), to be held at 175 West Jackson Blvd., Chicago, Illinois 60604 on the 4th floor, at 9:30 a.m., Central Time, on Tuesday, May 7, 2019, and at any reconvened meeting following any adjournment or postponement of the Annual Meeting. Our telephone number is (312) 568-4200, and our mailing address is 175 West Jackson Blvd., Suite 1000, Chicago, Illinois 60604. Our website address is www.enova.com. Information on our website is not a part of this proxy statement. When used in this proxy statement, the terms we, us, our, the Company or Enova refer to Enova International, Inc. and, unless the context requires otherwise, its subsidiaries.

We began mailing the Notice of Internet Availability of Proxy Materials (*Notice*) to the record holders of our Common Stock on or about March 28, 2019.

The Company's annual report to stockholders (*Annual Report*) for the fiscal year ended December 31, 2018 (*fiscal year 2018*), which includes the Company's 2018 audited consolidated financial statements, is a part of our proxy materials being made available to you.

Questions and Answers

Why did I receive these materials?

These materials are being provided to you in connection with our Board's solicitation of proxies for use at the Annual Meeting. As a Stockholder, you are invited to attend the Annual Meeting and to vote in person or by proxy on the proposals described in this proxy statement.

What is included in the proxy materials?

The proxy materials include:

- the Notice of Annual Meeting of Stockholders;
- this proxy statement; and
- our Annual Report.

Why did I receive a Notice of Internet Availability of Proxy Materials in the mail instead of a full set of printed proxy materials?

Pursuant to rules adopted by the Securities and Exchange Commission (*SEC*), we are making this proxy statement and our Annual Report available to Stockholders electronically on the Internet. On or about March 28, 2019, we began mailing the Notice to Stockholders of record as of the record date. Holders of our Common Stock will be able to access the proxy materials on the Internet at www.proxyvote.com or request printed copies of the proxy materials. Instructions on how to access the proxy materials on the Internet or request a printed copy are found in the Notice. We believe this electronic process will expedite your receipt of the proxy materials and reduce the cost and environmental impact of the Annual Meeting. We also encourage you to have all your accounts registered in the same name and address by contacting our transfer agent, Computershare Trust Company, N.A., at (800) 884-4225 or at www.computershare.com/contactus.

What am I voting on?

Our Board is soliciting your vote for:

Proposal 1: the election of eight members of our Board named in this proxy statement for a one-year term to expire at the 2020 Annual Meeting of Stockholders;

Proposal 2: a non-binding advisory vote to approve the compensation paid to the Company's named executive officers as disclosed in this proxy statement; and

Proposal 3: ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019 (*fiscal year 2019*).

What are the Board's voting recommendations?

Our Board recommends you vote:

- FOR the election of the eight directors for a one-year term to expire at the 2020 Annual Meeting of Stockholders (*Proposal 1*);
- FOR the approval, on a non-binding advisory basis, of the compensation of our named executive officers (*Proposal 2*); and
- FOR ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2019 (*Proposal 3*).

How can I get electronic access to the proxy materials?

The Notice provides you with instructions on how to view the proxy materials for the Annual Meeting on the Internet. The website on which you can view our proxy materials will also allow you to elect to receive future proxy materials electronically by email, which will save us the cost of printing and mailing materials to you. If you choose to receive future proxy materials by email, you will receive an email next year with instructions and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you revoke it.

Who is entitled to vote at the Annual Meeting?

Stockholders of record as of the close of business on March 18, 2019 (*record date*) will be entitled to notice of, and to vote at, the Annual Meeting or any reconvened meeting following any adjournment or postponement of the Annual Meeting.

How many votes do I have?

On the record date, there were 33,689,863 shares of Common Stock (exclusive of treasury shares) outstanding. Each Stockholder is entitled to one vote for each outstanding share of Common Stock held as of the record date.

We refer to the total number of votes represented by our outstanding Common Stock as our total voting power. As of the record date, our Stockholders held 100% of the total voting power entitled to vote at the Annual Meeting.

What is the difference between holding Common Stock as a holder of record and as a beneficial owner?

- *Common Stock of Record.* If your Common Stock is registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered the Stockholder of record of those shares of Common Stock, and we sent the Notice directly to you.
- *Beneficial Owner of Common Stock.* If your Common Stock is held in an account at a broker, bank or other nominee, then you are the beneficial owner of the Common Stock, and the Notice was sent directly to you. The nominee holding your account is considered the Stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your nominee on how to vote the Common Stock held in your account.

What is the quorum required for the Annual Meeting?

A majority of our total voting power outstanding on the record date must be present in person or represented by proxy at the Annual Meeting to hold the Annual Meeting and conduct business. This is called a quorum. Abstentions and broker non-votes will be counted as present and entitled to vote for purposes of determining a quorum.

If I am a Stockholder of record, how do I vote?

There are four ways to vote:

- *In person.* If you are a Stockholder of record, you may vote in person at the Annual Meeting. We will give you a ballot when you arrive.
- *On the Internet.* You may vote by proxy on the Internet by following the instructions in the Notice.
- *By telephone.* You may vote by proxy on the telephone by following the instructions in the Notice or by calling the toll-free number on the proxy card.
- *By mail.* If you requested printed copies of the proxy materials by mail, you may vote by proxy by marking, signing and dating the proxy card and returning it in the envelope provided.

If you are voting on the Internet, by telephone or by returning an executed proxy card, your vote or proxy card must be received by 11:59 p.m., Eastern Time, on May 6, 2019 to be counted.

If I am a beneficial owner of Common Stock held in street name, how do I vote?

There are four ways to vote:

- *In person.* If you are a beneficial owner of Common Stock held in street name and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the broker, bank or other nominee that holds your Common Stock. Please contact your broker, bank or other nominee for instructions on obtaining a proxy.
- *On the Internet.* You may give your voting instructions to your nominee on the Internet by following the instructions on the voting instruction form.
- *By telephone.* If you requested printed copies of the proxy materials by mail, you may give your voting instructions to your nominee by calling the toll-free number on the voting instruction form.
- *By mail.* If you requested printed copies of the proxy materials by mail, you may vote by proxy by completing the voting instruction form and mailing it back in the envelope provided.

If you are voting on the Internet, by telephone or by returning an executed voting instruction form, your vote or voting instruction form must be received by 11:59 p.m., Eastern Time, on May 6, 2019 to be counted.

What happens if I do not give specific voting instructions?

- *Stockholders of Record.* If you are a Stockholder of record and you indicate when voting on the Internet or by telephone that you wish to vote as recommended by our Board, or if you sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your Common Stock in the manner recommended by our Board on all matters presented in this proxy statement and as the proxy holders determine in their discretion on any other matters properly presented at the Annual Meeting.
- *Beneficial Owners of Common Stock.* If you are a beneficial owner of Common Stock and do not provide the nominee that holds your Common Stock with specific voting instructions, the nominee may generally vote on routine matters but cannot vote on non-routine matters. If your nominee does not receive instructions from you on how to vote your Common Stock on a non-routine matter, it will not have authority to vote your Common Stock on that matter. This is generally referred to as a broker non-vote. When our Inspector of Election tabulates the votes for any particular matter, broker non-votes will be counted for purposes of determining the existence of a quorum, but will not be treated as votes cast for or against the matter. We encourage you to provide voting instructions to the nominee that holds your Common Stock by carefully following the instructions provided in the Notice or voting instruction form.

Which proposals are considered routine or non-routine?

Proposal 3 (ratification of the appointment of PricewaterhouseCoopers LLP) is considered a routine matter.

Proposal 1 (election of directors) and Proposal 2 (non-binding advisory vote to approve named executive officer compensation) are considered non-routine matters.

What happens if other business is brought before the Annual Meeting?

Management does not know of any business to be transacted at the Annual Meeting other than the matters described in this proxy statement. However, if any other matters do properly come before the Annual Meeting, it is intended that the shares represented by the proxies in the accompanying form will be voted by the proxy holders as

recommended by the Board or, if no recommendation is given, in accordance with the best judgment of the person voting the proxies.

What vote is required to approve each proposal?

The following table describes the voting requirement for each proposal:

Proposal 1	Election of eight directors for a one-year term to expire at the 2020 Annual Meeting of Stockholders	Each director must be elected by an affirmative majority of the shares voted. This means the number of votes cast by Stockholders FOR the director must exceed the number of votes cast as WITHHOLD for the director. Abstentions and broker non-votes will have no effect on the vote for this proposal.
Proposal 2	Advisory vote on named executive officer compensation	This proposal must be approved by the affirmative vote of the majority of the shares present in person or represented by proxy and entitled to vote on the matter. This means that of the shares represented at the meeting and entitled to vote, a majority of them must be voted FOR the proposal for it to be approved. Abstentions will have the same effect as a vote AGAINST this proposal, and broker non-votes will have no effect on the vote for this proposal.
Proposal 3	Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019	This proposal must be approved by the affirmative vote of the majority of the shares present in person or represented by proxy and entitled to vote on the matter. This means that of the shares represented at the meeting and entitled to vote, a majority of them must be voted FOR the proposal for it to be approved. Abstentions will have the same effect as a vote AGAINST this proposal, and broker non-votes will have no effect on the vote for this proposal.

What happens if a director does not receive a majority of the votes cast?

If a director does not receive a majority of the votes cast, he or she is required to promptly tender a resignation to the Board after the certification of the election results. The remaining directors on the Board will then determine, in accordance with procedures established by such directors, or a committee designated by such directors, whether to accept or reject the resignation or take any other action within 90 days from the date of the certification of the election results. If such director's resignation is not accepted by the remaining directors on the Board, such director will continue to serve until the next annual meeting or until his or her successor is duly elected or his or her earlier resignation or removal. If a director's resignation is accepted by the remaining directors on the Board, then such directors, in their sole discretion, may fill any resulting vacancy or may decrease the size of the Board.

What is the effect of the advisory vote?

As an advisory vote, Proposal 2 is not binding on our Board or the Management Development and Compensation Committee (*Compensation Committee*). However, we value your opinion on this important issue. Our Compensation Committee, which is responsible for designing and administering our executive compensation programs, appreciates support for its compensation philosophy and will consider the results of the advisory vote on Proposal 2 when making future executive compensation decisions.

Can I change my vote after I have voted?

You may revoke your proxy and change your vote at any time before your vote is due, which deadline includes the final vote at the Annual Meeting if you have the right to vote in person. You may vote again on a later date on the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the applicable deadline will be counted), by signing and returning a new proxy card or voting instruction form with a later date, or by attending the Annual Meeting and voting in person if you have the right to vote in person. Mere attendance at the

Annual Meeting will not automatically revoke your proxy unless you vote in person at the Annual Meeting or specifically request in writing that your prior proxy be revoked.

How will my proxy be voted?

Common Stock represented by a properly executed proxy (in paper form, by internet or telephone) that is received in a timely manner, and not subsequently revoked, will be voted at the Annual Meeting or any adjournment or postponement thereof in the manner directed on the proxy. David Fisher and Sean Rahilly (our General Counsel, Chief Compliance Officer & Secretary) are named as proxies in the proxy form and have been designated by the Board as the directors' proxies to represent you and vote your Common Stock at the Annual Meeting. All Common Stock represented by a properly executed proxy on which no choice is specified will be voted:

- (1) **FOR** the election of the eight directors named in this proxy statement for a one-year term to expire at the 2020 Annual Meeting of Stockholders;
- (2) **FOR** the approval, on a non-binding advisory basis, of the compensation of our named executive officers; and
- (3) **FOR** ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

Is my vote confidential?

We will handle proxy instructions, ballots and voting tabulations that identify individual Stockholders in a manner that protects your voting privacy. Your vote will not be disclosed within or outside our Company, except:

- as necessary to meet applicable legal requirements;
- to allow for the tabulation and certification of votes; and
- to facilitate a successful proxy solicitation.

Occasionally, Stockholders provide written comments on their proxy cards. These may be forwarded to management or our Board.

Where can I find the voting results of the Annual Meeting?

The preliminary voting results may be announced at the Annual Meeting and will be promptly announced after the Annual Meeting. The final voting results will be tallied by the Inspector of Election for the Annual Meeting and announced in a current report on Form 8-K or quarterly report on Form 10-Q filed with the SEC within four business days after the final voting results are known.

Who is paying the cost of this proxy solicitation?

We are paying the cost of soliciting proxies. We must pay brokerage firms and other persons representing beneficial owners of Common Stock their reasonable out-of-pocket expenses incurred in forwarding proxy materials to beneficial owners who specifically request them and obtaining voting instructions from those beneficial owners.

In addition to soliciting proxies by mail, members of our Board and our officers and employees may solicit proxies on our behalf, without additional compensation, personally or by telephone. We may also solicit proxies by email from Stockholders who are our employees or who have previously requested electronic receipt of proxy materials.

Do I have dissenters' rights of appraisal?

The Delaware General Corporation Law does not provide dissenters' rights of appraisal to the Stockholders in connection with any proposal described in this proxy statement.

Who can help answer my questions?

If you have questions concerning a proposal or the Annual Meeting, if you would like additional copies of this proxy statement, or if you need directions to or special assistance at the Annual Meeting, please contact our Secretary, Sean Rahilly, at (312) 568-4200 or by mail at 175 West Jackson Blvd., Suite 1000, Chicago, Illinois 60604. In addition, information regarding the Annual Meeting is available via the internet at the website *www.proxyvote.com*.

Stockholder Proposals and Communications with our Board

Proposals

Rule 14a-8 under the Securities Exchange Act of 1934, as amended (*Exchange Act*), provides that we must receive stockholders' proposals intended for presentation at the 2020 annual meeting of our stockholders (*2020 Annual Meeting*) by November 29, 2019 to be eligible for inclusion in the Company's proxy statement for the 2020 Annual Meeting. For other business (other than director nominations) to be properly brought before a stockholder meeting by a stockholder, the stockholder must have given timely notice thereof in writing to our Secretary and such business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice relating to business proposed to be conducted at the 2020 Annual Meeting must be delivered to or mailed and received at the principal executive offices of the Company not less than seventy (70) days nor more than one hundred (100) days prior to the first anniversary of the 2019 Annual Meeting. In the event that the date of the 2020 Annual Meeting is advanced more than thirty (30) days prior to such anniversary date or delayed more than sixty (60) days after such anniversary date then to be timely such notice must be received by the Company on or before the later of (i) seventy (70) days prior to the date of the meeting or (ii) the tenth (10th) day following the day on which public announcement of the date of the meeting was made.

Director Nominations

Stockholders who wish to nominate qualified candidates for election to our Board may notify our Secretary in accordance with our Bylaws at Enova International, Inc., 175 West Jackson Blvd., Chicago, Illinois 60604. Each Stockholder nomination must provide the information required by the nomination notice provision of our Bylaws, including certain information relating to the candidate that is required to be disclosed in solicitations of proxies pursuant to Regulation 14A under the Exchange Act (including such candidate's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and information relating to the proposing stockholder.

To be timely, a stockholder's notice relating to nominations to be made at the 2020 Annual Meeting must be delivered to or mailed and received at the principal executive offices of the Company not less than seventy (70) days nor more than one hundred (100) days prior to the first anniversary of the 2019 Annual Meeting. In the event that the date of the 2020 Annual Meeting is advanced more than thirty (30) days prior to such anniversary date or delayed more than sixty (60) days after such anniversary date then to be timely such notice must be received by the Company on or before the later of (i) seventy (70) days prior to the date of the meeting or (ii) the tenth (10th) day following the day on which public announcement of the date of the meeting was made.

Communication with the Board

We encourage any Stockholder or any other interested party who desires to communicate with our Board about the holder's views and concerns to do so by writing our Secretary at Enova International, Inc., 175 West Jackson Blvd., Suite 1000, Chicago, Illinois 60604. Our Secretary will ensure that the chair of the Nominating and Corporate Governance Committee receives your correspondence.

Householding of Proxy Materials

Some brokers, banks and other nominee record holders may participate in the practice of householding stockholder materials, such as proxy statements, information statements and annual reports. This means only one copy of the proxy materials may have been sent to multiple Stockholders in your household. To obtain a separate copy of the proxy materials, contact our Secretary, Sean Rahilly, at (312) 568-4200 or by mail at 175 West Jackson Blvd., Suite 1000, Chicago, Illinois 60604. If you wish to receive separate copies of proxy materials in the future, or if you are receiving multiple copies and would like to receive a single copy for your household, you should contact your broker, bank or other nominee record holder, or, if you are a record holder of our Common Stock, you may contact Broadridge Financial Solutions Inc. (*Broadridge*) either by calling toll-free at (800) 542-1061, or by writing Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers, and beneficial owners of more than ten percent of our Common Stock to file with the SEC reports of their initial ownership and changes in their ownership of our Common Stock and other equity securities. SEC regulations require us to identify anyone who filed a required report late during the most recent fiscal year. Based on our review of these reports, we believe that for fiscal year 2018 all reports required to be made by our reporting persons were timely filed in accordance with the Exchange Act, except that Mr. Fisher, Mr. Cunningham, Mr. Zeeman and Mr. Chartier each filed one late Form 4 reporting a grant of restricted stock and stock options, and Mr. Rahilly filed two late Form 4s each reporting grants of restricted stock and stock options.

Security Ownership of Certain Beneficial Owners and Management

Securities Owned by Officers and Directors

The following table sets forth information about the beneficial ownership of our outstanding Common Stock as of March 18, 2019 by our directors, our named executive officers (*NEOs*) whose compensation is disclosed in “Executive Compensation” of this proxy statement and all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with Rule 13d-3 of the Exchange Act and includes voting or investment power with respect to the securities. Shares of Common Stock that may be acquired by an individual within 60 days of March 18, 2019 are deemed to be outstanding for the purpose of computing the percentage ownership of such individual, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table. The ownership percentage for each individual named below is based on the number of shares of our Common Stock issued and outstanding on March 18, 2019, which was 33,689,863.

Name	Amount and Nature of Beneficial Ownership ⁽¹⁾	Percentage of Class ⁽¹⁾
David Fisher	961,985 ⁽²⁾	2.9%
Steven Cunningham	62,441 ⁽³⁾	*
Greg Zeeman	403,591 ⁽⁴⁾	1.2%
Kirk Chartier	198,134 ⁽⁵⁾	*
Sean Rahilly	125,350 ⁽⁶⁾	*
Ellen Carnahan	36,885 ⁽⁷⁾⁽⁸⁾	*
Daniel R. Feehan	306,081 ⁽⁷⁾⁽⁹⁾	*
William M. Goodyear	40,620 ⁽⁷⁾⁽¹⁰⁾	*
James A. Gray	84,620 ⁽⁷⁾⁽¹¹⁾	*
Gregg A. Kaplan	27,183 ⁽⁷⁾	*
Mark P. McGowan	72,183 ⁽⁷⁾⁽¹²⁾	*
Mark A. Tebbe	56,620 ⁽⁷⁾⁽¹³⁾	*
All directors and executive officers as a group (12 Persons) ⁽¹⁴⁾	2,375,693	7.1%

* Indicates less than 1% ownership.

- (1) Unless otherwise indicated, each of the persons named has sole voting and investment power with respect to the shares reported and none of the shares reported are pledged as security or have been placed in a margin account by any executive officer or director.
- (2) Includes 737,449 shares subject to options exercisable within 60 days of March 18, 2019.
- (3) Includes 37,458 shares subject to options exercisable within 60 days of March 18, 2019.
- (4) Includes 297,680 shares subject to options exercisable within 60 days of March 18, 2019.
- (5) Includes 150,859 shares subject to options exercisable within 60 days of March 18, 2019.

- (6) Includes 94,667 shares subject to options exercisable within 60 days following March 18, 2019.
- (7) Includes 4,494 unvested RSUs scheduled to vest within 60 days following March 18, 2019.
- (8) Includes 4,590 shares held in a revocable trust of which Ms. Carnahan is sole trustee.
- (9) Includes 51,814 shares held in an irrevocable trust of which Mr. Feehan is sole trustee.
- (10) Includes 4,000 shares held in a revocable trust of which Mr. Goodyear is sole trustee.
- (11) Includes 48,000 shares held in an irrevocable trust of which Mr. Gray is the sole trustee.
- (12) Includes 45,000 shares held by SAF Capital Management LLC and certain affiliates (*SAF Capital*) as of March 18, 2019. Mr. McGowan, as the managing member of SAF Capital, may direct the vote and disposition of all shares held by SAF Capital and may be deemed the beneficial owner of such shares.
- (13) Includes 20,000 shares held in a revocable trust of which Mr. Tebbe is the sole trustee.
- (14) Includes all of our current directors and all executive officers employed by us as of March 18, 2019. This amount includes 1,318,113 shares that directors and executive officers have the right to acquire within 60 days following March 18, 2019.

Securities Owned by Principal Stockholders

The following table sets forth information regarding the number and percentage of shares of Common Stock held by all persons and entities known by us to beneficially own 5% or more of our outstanding Common Stock as of March 18, 2019, based on Schedule 13Ds and/or Schedule 13Gs filed with the SEC. Shares of Common Stock that may be acquired by an entity within 60 days of March 18, 2019 are deemed to be outstanding for the purpose of computing the percentage ownership of such entity, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person or entity. The ownership percentage for each entity named below is based on the number of shares of our Common Stock issued and outstanding on March 18, 2019, which was 33,689,863.

<u>Name & Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percentage of Class</u>
BlackRock Inc..... 55 East 52nd Street New York, New York 10022	5,656,849 ⁽¹⁾	16.8%
Renaissance Technologies LLC..... 800 Third Avenue New York, New York 10022	2,902,620 ⁽²⁾	8.6%
The Vanguard Group 100 Vanguard Blvd. Malvern, Pennsylvania 19355	2,659,921 ⁽³⁾	7.9%
Dimensional Fund Advisors LP..... Building One 6300 Bee Cave Road Austin, Texas, 78746	2,122,456 ⁽⁴⁾	6.3%

- (1) According to a Schedule 13G/A filed with the SEC on January 28, 2019, BlackRock, Inc. has sole voting power with respect to 5,462,644 shares and has the sole dispositive power over 5,656,849 shares.
- (2) According to a Schedule 13G filed with the SEC on February 12, 2019, Renaissance Technologies LLC has sole voting power with respect to 2,719,566 shares, sole dispositive power over 2,734,423 shares and shared dispositive power over 168,197 shares. Renaissance Technologies Holdings Corporation is the majority owner of Renaissance Technologies LLC.

- (3) According to a Schedule 13G/A filed with the SEC on February 11, 2019, The Vanguard Group has sole voting power with respect to 69,548 shares, shared voting power with respect to 2,245 shares, sole dispositive power over 2,591,496 shares and shared dispositive power over 68,425 shares.
- (4) According to a Schedule 13G/A filed with the SEC on February 8, 2019, Dimensional Fund Advisors LP has sole voting power with respect to 2,010,248 shares and has the sole right to dispose of 2,122,456 shares.

PROPOSAL 1 PROPOSAL TO ELECT DIRECTORS

Directors to be Elected by our Stockholders

At the Annual Meeting, our Stockholders will elect eight directors to hold office until the 2020 Annual Meeting and until their successors are elected and qualified or until their earlier death, incapacity, resignation or removal. Each director has served continuously since the date of his or her appointment. All nominees have consented to being named in this proxy statement and to serve if elected.

If any nominee should be unable or unwilling to stand for election as a director, it is intended that the Common Stock represented by proxies will be voted for the election of a substitute nominated by the Board.

Name	Age	Background
<p>Ellen Carnahan <i>Director since May 19, 2015</i></p>	<p>63</p>	<p>Ms. Carnahan has over 25 years of experience as an institutional private equity investor. Ms. Carnahan is currently a Principal of Machrie Enterprises where she serves as an advisor to venture capital funds and invests in private companies and venture funds. She previously spent 18 years at William Blair Capital Management, where she served as Managing Director and Head of Technology Investing. Ms. Carnahan currently serves on the board of directors of Paylocity Holding Corporation since her appointment in November 2016. Ms. Carnahan has served on the boards of directors for more than a dozen companies, including, from 2003 to 2015, as a director for Integrys Energy Group, Inc., an energy holding company whose operating subsidiaries provided natural gas and electricity in regulated and nonregulated markets. Ms. Carnahan is an active member of Chicago’s corporate and entrepreneurship community. She is the past chair of several community organizations. Ms. Carnahan received a Bachelor of Business Administration from the University of Notre Dame and a Master in Business Administration from the University of Chicago Business School, both with highest honors.</p> <p>We believe Ms. Carnahan’s qualifications to sit on our Board include, among other things, her experience in the finance industry, including her experience in technology companies, her leadership experience, and her experience as a director of other publicly traded companies, which has given her a strong understanding of public company corporate governance and financial reporting and business controls.</p>
<p>Daniel R. Feehan <i>Director since September 13, 2011</i></p>	<p>68</p>	<p>Mr. Feehan currently serves as the Chairman of the Board of FirstCash, Inc. Previously, Mr. Feehan served as a Director of Cash America International, Inc. and was Cash America’s Executive Chairman from November 1, 2015 until Cash America’s merger with First Cash Financial Services, Inc. (to create FirstCash, Inc.) on September 1, 2016. Prior to that, Mr. Feehan served as the Chief Executive Officer of Cash America from February 2000 to October 2015 and as President from February 2000 until May 2015. He served as Cash America’s President and Chief Operating Officer from January 1990 until February 2000, except that he served as Chairman and Co-Chief Executive Officer of one of Cash America’s subsidiaries from February 1998 to February 1999 before returning to the position of President and Chief Operating Officer of Cash America. Mr. Feehan became a Cash America director in 1984 and joined Cash America full-time in 1988, serving initially as its Chief Financial Officer. Mr. Feehan currently serves as a director at AZZ Inc., where he has served since 2000, and he previously served as a director of RadioShack Corporation from 2003 until 2015 and as Chairman of the Board from 2011 until 2015. Mr. Feehan received a Bachelor of Business Administration degree in Accounting from Texas A&M University.</p> <p>We believe Mr. Feehan’s qualifications to sit on our Board include, among other things, his leadership experience, specifically his experience as Chief Executive Officer of Cash America, his knowledge of the consumer finance industry and its regulatory environment, his experience and background in finance and accounting</p>

and his experience as a director of multiple publicly traded companies, which has given him a strong understanding of public company corporate governance.

David Fisher
*Director since
February 11, 2013*

- 49 Mr. Fisher has served as our Chief Executive Officer since January 29, 2013 when he joined Enova. Mr. Fisher has also served as our Director since February 11, 2013 and as Chairman of our Board since October 14, 2014. Prior to joining the Company, Mr. Fisher was Chief Executive Officer of optionsXpress Holdings, Inc. (*optionsXpress*) from October 2007 until The Charles Schwab Corporation acquired the business in September 2011. Following the acquisition, Mr. Fisher served as President of optionsXpress until March 2012. Mr. Fisher also served as the President of optionsXpress from March 2007 to October 2007 and as the Chief Financial Officer of optionsXpress from August 2004 to March 2007. Prior to joining optionsXpress, Mr. Fisher served as Chief Financial Officer of Potbelly Sandwich Works from February 2001 to July 2004, and before that in the roles of Chief Financial Officer and General Counsel for Prism Financial Corporation. In addition, Mr. Fisher has served on the Board of Directors of InnerWorkings, Inc., since November 2011 and the Board of Directors of GrubHub, Inc. since May 2012. Mr. Fisher also served on the Boards of Directors of optionsXpress from October 2007 until September 2011 and CBOE Holdings, Inc. from January 2007 until October 2011. Mr. Fisher received a Bachelor of Science degree in Finance from the University of Illinois and a law degree from Northwestern University School of Law.

We believe Mr. Fisher's qualifications to sit on our Board include, among other things, his leadership experience, specifically his experience as Chief Executive Officer of the Company and of optionsXpress, his knowledge of the consumer finance industry and his experience in leading highly-regulated international companies gained through his tenure at the Company and at optionsXpress, his experience and background in finance, legal and compliance matters, and his experience as a director of multiple companies, which has given him a strong understanding of public company corporate governance.

William M. Goodyear
*Director since
October 1, 2014*

- 70 Mr. Goodyear currently serves as the Chair of our Audit Committee and as the lead independent director and Chair of the Audit Committee for Exterran Holdings, Inc., a natural gas compression products and services company, where he has served since April 2013. Mr. Goodyear served as Executive Chairman of the Board and as a director of Navigant Consulting, Inc., a specialized global consulting firm, from 2000 and 1999, respectively, until he retired from each position in April 2014 and May 2014, respectively. Mr. Goodyear served as Chief Executive Officer of Navigant from May 2000 through March 2012. Prior to 1999, Mr. Goodyear served as Chairman and Chief Executive Officer of Bank of America Illinois and was President of Bank of America's Global Private Bank. Mr. Goodyear also held a variety of assignments with Continental Bank, subsequently Bank of America, including corporate finance, corporate lending, trading and distribution, and was stationed in London for five years of his tenure to manage Continental Bank's European and Asian Operations. Mr. Goodyear also served as a director, including as the Vice Chairman of the Board of Directors, of Continental Bank from 1991 through 1994. Mr. Goodyear is a trustee and member of the Executive Committee of the Board of Trustees for the Chicago Museum of Science and Industry and a member of the Board of Trustees of the University of Notre Dame and serves on the Rush University Medical Center Board, where he is currently Chairman of the Board and Chairman of the Executive Committee, as well as past Chairman of the Finance Committee.

Mr. Goodyear received a Master's degree in Business Administration, with Honors, from the Amos Tuck School of Business at Dartmouth College, and a Bachelor's degree in Business Administration, with Honors, from the University of Notre Dame.

We believe Mr. Goodyear’s qualifications to sit on our Board include, among other things, his experience in the finance industry, including his domestic and international experience and his regulatory knowledge of the industry, his executive leadership experience, and his experience as a director of other publicly traded companies, which has given him a strong understanding of public company corporate governance and financial reporting and business controls.

James A. Gray
*Director since
October 1, 2014*

- 53 Mr. Gray is currently our Lead Independent Director and Chair of our Nominating and Corporate Governance Committee. Mr. Gray is also the Former Chief Executive Officer of G-Bar Limited Partnership, an independent proprietary options and futures trading firm, and he served in that position since 1996. Mr. Gray held various positions with G-Bar Limited Partnership since 1987. Mr. Gray was a cofounder and served as the Chairman of the Board of optionsXpress from 2000 through 2012. Mr. Gray has served on the boards of Incapital LLC, Align Income Share Funding, Ascent Technologies, and Backstop Solutions Group as well as the boards of the Lurie Children’s Hospital of Chicago and the Chicago Museum of Science and Industry. Mr. Gray is also a member of the Chief Executive’s Organization, the Young Presidents Organization (where he is a past President), the Chicagoland Entrepreneurial Center, the Executives Club, the Economic Club of Chicago (where he served as Director) and the Commercial Club. Mr. Gray holds a Bachelor of Science degree in Finance and Economics from the University of Iowa.

We believe Mr. Gray’s qualifications to sit on our Board include, among other things, his service as Chairman of the Board of optionsXpress, formerly a publicly traded company, his entrepreneurial and executive leadership experience in growing businesses, and his knowledge and experience in the technology industry.

Gregg A. Kaplan
*Director since
October 1, 2014*

- 49 Mr. Kaplan is currently an Operating Partner with Pritzker Private Capital, where he has served since April 2015. Mr. Kaplan served as President and Chief Operating Officer of Coinstar, Inc., from April 2009 through March 2013. Prior to that, Mr. Kaplan served as Chief Executive Officer of Redbox Automated Retail, LLC (*Redbox*) from December 2005 to March 2009. Mr. Kaplan served as senior director of strategy for McDonald’s Corporation from 2002 to 2005 and as director of strategy from 2001 to 2002, and he led the Redbox venture while it was part of McDonald’s Corporation. Mr. Kaplan was a partner in Divine interVentures, a venture capital group specializing in business-to-business exchanges and infrastructure software opportunities, from 1999 to 2001, and Mr. Kaplan also served as director of interactive marketing for Streamline.com, a web-based grocery delivery company, from 1996 to 1999. Mr. Kaplan received a Master’s degree in Business Administration from Harvard Business School and a Bachelor’s degree in Philosophy from the University of Michigan.

We believe Mr. Kaplan’s qualifications to sit on our Board include, among other things, his leadership experience as an executive officer of a publicly traded company, his experience expanding and running a high-growth company and his business acumen and strategic insight.

Mark P. McGowan
*Director since
March 30, 2016*

- 40 Mr. McGowan is Managing Member of SAF Capital Management LLC, an investment and consulting firm which he founded in November 2006. Prior to forming SAF Capital Management LLC, Mr. McGowan was the Co-founder and Managing Partner of MPG Capital Management, LLC, a financial markets research firm, which derived and licensed statistically validated algorithmic trading models and investment strategies for accredited and institutional investors. Mr. McGowan previously worked within the Consumer and Market Knowledge function of Procter & Gamble, where he was instrumental in shaping marketing strategies for multiple brands, as well as leading Market Mix Modeling and the development of macroeconomic forecasting capabilities within Procter & Gamble’s Homecare division. Mr. McGowan served as Chairman of the Board of Directors of

CombiMatrix Corporation, a clinical diagnostic laboratory specializing in cytogenomic and cytogenetic testing for the oncological and pediatric markets, from 2010 to March 2013 and on the Board of Directors of Premier Exhibitions, Inc., a provider of museum-quality educational and entertainment exhibitions, from September 2011 to October 2012. Mr. McGowan received his Bachelor of Science in Microbiology, with a focus in Genomics and Molecular Genetics, from Michigan State University.

We believe Mr. McGowan's qualifications to sit on our Board include, among other things, his financial and investment industry experience, his understanding of our business and our industry, his service on boards of other public companies, which has given him a strong understanding of public company corporate governance and financial reporting and business controls, his knowledge of securitization transactions and his strategic insight. In addition, Mr. McGowan provides a valuable stockholder perspective to the Board.

Mark A. Tebbe
*Director since
October 1, 2014*

57 Mr. Tebbe currently serves as an Adjunct Professor of Entrepreneurship at University of Chicago's Booth School of Business where he has served since 2011. Mr. Tebbe also currently serves as an operating executive for Lake Capital, a private equity firm, where he has served since 2008. Prior to his association with Lake Capital, Mr. Tebbe was the founder and chairman of Techra Networks, a consulting firm that assists companies in better leveraging technology to enhance their business results, where he worked from 2002 to 2008. Mr. Tebbe founded Answers Corporation, a company that owns and operates advertising-supported public websites and was listed on the NASDAQ, in 2005 and served as a director from 1998 until the company was sold to a portfolio company of Summit Partners in 2011. From 1984 to 2002, Mr. Tebbe served as Chairman of Lante Corporation, a technology consulting firm he founded. Mr. Tebbe graduated with a Bachelor of Science degree in Computer Science from the University of Illinois at Urbana/Champaign. Mr. Tebbe has been a consultant to executive management of many leading companies including American Express, Dell and Microsoft as well as non-profit organizations such as National Park Service, United Nations and World Economic Forum.

We believe Mr. Tebbe's qualifications to sit on our Board include, among other things, his leadership experience as an executive officer of two publicly traded companies, his service as a director on other public company boards, which has given him a strong understanding of public company corporate governance and financial reporting and business controls, his extensive entrepreneurial background and his many years of senior management experience in the technology industry.

THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE *FOR* ALL DIRECTOR NOMINEES

Structure and Functioning of the Board

Corporate Governance Philosophy

Our corporate governance philosophy is expressed in our Corporate Governance Guidelines; the charters of our Audit Committee, Management Development and Compensation Committee (*Compensation Committee*), and Nominating and Corporate Governance Committee; our Code of Business Conduct, which applies to all of our employees, officers and directors, including our CEO, chief financial officer and those officers responsible for financial reporting; and our Related Party Transaction Policy, among others. Our committee charters, Corporate Governance Guidelines, Code of Business Conduct, Insider Trading Policy, Regulation FD Policy and Stock Ownership Guidelines are available on the *Corporate Governance* page of our website at ir.enova.com.

We are committed to maintaining effective corporate governance guidelines designed to ensure that the Board is actively engaged in the proper performance of its oversight function.

Corporate Governance Structure and Function

Our articles of incorporation provide that the number of directors who constitute the entire Board will be fixed by resolution adopted from time to time by the affirmative vote of the majority of the Board. Our Board consists of eight persons. It is the policy of the Company that the number of directors will not exceed a number that can function efficiently as a body. Our directors are elected annually at each Annual Meeting by our Stockholders voting together as a single class.

Our Board, assisted by its committees, oversees the Company's business and affairs and assures that the long-term interests of our stockholders are being served.

Directors are encouraged to have direct dialogue with our management and internal audit manager and internal audit team and may request attendance by management, the internal audit manager and internal audit team, and our external auditors at Board and committee meetings.

We provide directors with materials such as our corporate governance documents, compensation plans, Company policies, Board and committee minutes, continuing education materials, and reports and presentations prepared by management, internal and external auditors and other advisors in advance of each meeting. Directors are encouraged to review these materials prior to the meeting.

The Company facilitates the continuing education of directors to assist them in maintaining currency with the Company's business and operations.

Primary Responsibilities of the Board

As described in our Corporate Governance Guidelines, our Board's primary functions are:

- overseeing the formation of and reviewing major strategies, plans and actions;
- reviewing and evaluating our performance against broad financial and strategic objectives;
- providing direction, advice and counsel to senior management;
- selecting, compensating and evaluating our CEO and other executive officers;
- reviewing succession planning for our CEO and other executive officers;
- selecting appropriate candidates for election as directors;
- reviewing our systems and practices designed to bring about compliance with applicable laws and regulations, including our accounting and financial reporting obligations; and
- reviewing the major risks we face and helping us to develop and oversee strategies to address those risks.

Director Independence

Our common stock is listed on the New York Stock Exchange (*NYSE*). Under the rules of the NYSE, independent directors must comprise a majority of our Board. In addition, the rules of the NYSE require that, subject to specified exceptions, each member of a listed company's audit, compensation, and nominating and governance committees must be independent. Under the rules of the NYSE, a director will only qualify as an "independent director" if, in the opinion of that company's board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Exchange Act and compensation committee members must satisfy the independence criteria set forth in Rule 10C-

1(b)(1). Each of these rules provide that, in order to be considered independent, a director may not, other than in his or her capacity as a member of the board of directors or any other board committee: (1) accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries or (2) be an affiliated person of the listed company or any of its subsidiaries.

Our Board has determined that none of Ms. Carnahan, Mr. Feehan, Mr. Goodyear, Mr. Gray, Mr. Kaplan, Mr. McGowan and Mr. Tebbe, representing seven (7) of our eight (8) directors, has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is “independent” as that term is defined under the rules of the NYSE. Our Board also determined that each of Mr. Goodyear (chair), Ms. Carnahan, Mr. Gray and Mr. McGowan, who comprise our audit committee, Mr. Feehan (chair), Mr. Kaplan and Mr. Tebbe, who comprise our Compensation Committee, and Mr. Gray (chair), Ms. Carnahan, Mr. Goodyear, Mr. Kaplan, Mr. McGowan and Mr. Tebbe, who comprise our Nominating and Corporate Governance Committee, satisfy the independence standards for those committees established by the rules of the NYSE and applicable SEC rules. In making these determinations, our Board considered the relationships that each non-employee director has with our company and all other facts and circumstances our Board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director.

Board Diversity

Our Stockholders are better served when there is diversity of education, skill, age, experience, background, expertise and outlook on our Board. Our directors bring diverse backgrounds and experience to the Board that inform the Board’s oversight function. Our Corporate Governance Guidelines express the belief that diversity, including differences in background qualifications and personal characteristics, is important to our Board’s oversight function.

Director Meeting Attendance

Our Board held four (4) meetings during 2018. Directors are expected to prepare for and make every effort to attend and participate in meetings of the Board and committees on which they serve. During 2018, each director attended at least 75% of (i) the total number of Board meetings held in 2018 and (ii) the total number of meetings held by each committee of the Board on which such director served.

Our Corporate Governance Guidelines provide that directors are expected to attend annual stockholder meetings in person or by telephone or other electronic means. All directors attended the prior year’s annual meeting.

Executive Sessions of Independent Directors

Executive sessions or meetings of independent directors are held at least in conjunction with each regularly scheduled Board meeting to discuss such matters as the independent directors deem worthy of discussion. In addition to such executive sessions, the Board may also hold regular executive sessions of outside directors without management present. The presiding outside director serves as the presiding director at such meetings and performs such other functions as the Board may direct, including serving in a liaison capacity between the Board as a whole and the senior management of the Company. If there is no presiding outside director then designated or if the presiding outside director is not available, the Board will select another outside director to serve as the presiding outside director until such time as the presiding outside director becomes available or is elected, as the case may be. Additional executive sessions or meetings of outside directors may be held from time to time as required. Executive sessions or meetings are held from time to time with our chief executive officer for a general discussion of relevant subjects.

Board and Committee Self-Assessment

To promote continuous improvement in our corporate governance processes, our Board and committees conduct an annual performance self-evaluation. The results are collected and analyzed and used to identify and implement improvements in our governance processes.

Board Committees

Audit Committee	Management Development and Compensation Committee	Nominating and Corporate Governance Committee
William M. Goodyear* Ellen Carnahan James A. Gray Mark P. McGowan	Daniel R. Feehan* Gregg A. Kaplan Mark A. Tebbe	James A. Gray* Ellen Carnahan William M. Goodyear Gregg A. Kaplan Mark P. McGowan Mark A. Tebbe

* Committee Chair

The chair of each committee serves as lead director for committee matters and spokesperson for the committee, and provides recommendations and guidance to our Board, Board Chairman and management.

Each committee may retain its own legal and other advisors and conduct independent inquiries and investigations at our expense into matters under its oversight. Each committee has the sole right to appoint and direct its own advisors, each of whom is accountable and reports directly to the committee.

Audit Committee

Our Audit Committee met five (5) times during 2018.

The Audit Committee was established in accordance with Exchange Act Section 3(a)(58)(A). Our Board has affirmatively determined that all members of the Audit Committee are independent directors under the applicable rules of NYSE and the SEC. Our Board has additionally determined that Mr. Goodyear, Ms. Carnahan, Mr. Gray and Mr. McGowan are audit committee financial experts, as defined in Item 407(d)(5) of Regulation S-K, and meet the financial sophistication requirement in NYSE Rule 303A.07. The Audit Committee's functions are described in its charter, which is available on the Committee Charters page of our website at www.enova.com.

As described in its charter, the Audit Committee's responsibilities include: reviewing and overseeing financial reporting and financial statements; reviewing, overseeing and maintaining independent auditor relationships; overseeing and maintaining internal audit and compliance procedures and requirements; and setting policies for the Company's administrative policies and procedures.

Our independent auditor is accountable and reports directly to the Audit Committee. The Audit Committee reviews our independent auditor's independence and the overall scope and focus of the annual audit. The Audit Committee discusses with our independent auditor any relationships or services that may affect its objectivity or independence. If the Audit Committee is not satisfied with the independent auditor's assurances of independence, it will take, or recommend that the Board take, appropriate action to ensure its independence.

Compensation Committee

Our Compensation Committee met five (5) times during 2018.

Our Board has affirmatively determined that all members of the Compensation Committee are independent directors under the applicable rules of NYSE and the SEC. The Compensation Committee members also qualify as non-employee directors under Exchange Act Rule 16b-3 and as outside directors under Section 162(m) of the Code. Our Compensation Committee's functions are described in its charter, which is available on the Committee Charter page of our website at www.enova.com.

As described in its charter, the Compensation Committee's responsibilities include: overseeing the Company's overall compensation structure and practices, including providing guidance to management on significant issues affecting compensation philosophy or policy; reviewing and approving corporate goals and objectives relevant to the

compensation of the CEO and the Company's other executive officers; setting the Company's general policy regarding executive compensation; granting stock options, restricted stock and other discretionary awards under the Company's stock option and other equity incentive plans; reviewing and making recommendations to the Board with respect to matters concerning the Company's stock and cash-based incentive compensation plans; reviewing and discussing 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; overseeing and considering the results of the Company's submissions to stockholders on matters relating to executive compensation including advisory votes on executive compensation and frequency of such votes; and reviewing with the CEO the functions of the CEO and other executive officers of the Company and the succession plans relating to these officers.

The Compensation Committee has primary responsibility for determining our compensation programs for executive officers and directors. In evaluating the level of executive officer and director compensation, the Compensation Committee takes into consideration advice from its independent consultant and recommendations from senior management. The Compensation Committee has sole authority to engage and compensate a compensation consultant and determine its independence from management. The compensation consultant is accountable and reports directly to the Compensation Committee.

Compensation Committee Interaction with Compensation Consultants

Since 2014, the Compensation Committee has engaged Towers Watson & Co., n/k/a Willis Towers Watson plc (*Willis Towers Watson*), an executive compensation firm, to assist with its review of the compensation programs for our executive officers and the compensation disclosures in this proxy statement. The Compensation Committee intends to continue engaging Willis Towers Watson in an advisory capacity with respect to executive compensation, including reviewing the compensation disclosures in this proxy statement. Although the Compensation Committee retains Willis Towers Watson, Willis Towers Watson interacts directly with our executive officers when necessary and appropriate. Willis Towers Watson's advisory services include providing industry and peer group compensation data and presenting compensation plan designs to the Compensation Committee for consideration. The Compensation Committee considered and assessed all factors specified under NYSE Listing Rules with respect to advisor independence and determined that Willis Towers Watson is an independent executive compensation firm.

Nominating and Corporate Governance Committee

Our Nominating and Governance Committee met three (3) times during 2018.

Our Board has affirmatively determined that all members of the Nominating and Governance Committee are independent directors under the applicable rule of NYSE. The Nominating and Corporate Governance Committee's functions are described in its charter, which is available on the Committee Charters page of our website at www.enova.com.

As described in its charter, the Nominating and Governance Committee's responsibilities include: identifying, assessing and recommending Board candidates; developing the criteria for selecting Board candidates; recommending for approval to the Board director candidates; assisting the Board in assessing director independence; reviewing the structure and charters of Board committees and recommending to the Board, if desirable, changes in their number, responsibilities and membership; reviewing and approving related person transactions; providing oversight of our Related Person Transaction Policy and our Insider Trading Policy; administering, reviewing and reassessing the adequacy of our Corporate Governance Guidelines and recommending any proposed changes to the Board; recommending other changes in corporate governance to the Board for approval from time to time; and overseeing annual evaluations of the Board and its committees.

Our Nominating and Corporate Governance Committee has 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 Nominating and Corporate Governance Committee as circumstances may dictate. The Nominating and Corporate Governance Committee also has the authority to approve the terms of engagement of, fees payable to, and any agreements with such outside advisors.

All of the eight Board nominees identified in this proxy statement are current directors. The Nominating and Corporate Governance Committee reviewed the qualifications of each nominee and recommended each nominee for election to the Board.

The Nominating and Corporate Governance Committee will accept director nominations from Stockholders made in accordance with our Bylaws. The Nominating and Corporate Governance Committee Charter guides our Nominating and Corporate Governance Committee in considering candidates for director, including nominees submitted by Stockholders. Candidates for Board membership are to be selected based on their character, judgement, business experience and acumen. Financial expertise, independence and familiarity with national and international issues affecting business are also considered. In assessing potential new directors, the Nominating and Corporate Governance Committee also considers diversity of personal and professional background, perspective, experience, age, gender and ethnicity.

Our Nominating and Corporate Governance Committee reviews annually the overall skills, characteristics and experience of our Board.

Board Leadership Structure

Our Corporate Governance Guidelines provide that the roles of Chairman of the Board (*Chairman*) and Chief Executive Officer (*CEO*) may be separated or combined, as the Board determines from time to time. Our Board has appointed Mr. Fisher as our CEO and Chairman. In addition, our Board has appointed Mr. Gray to serve as the presiding outside director.

The presiding outside director's responsibilities include:

- presiding over all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;
- communicating to the Chairman feedback from executive sessions as appropriate;
- serving as liaison between senior management and the Board;
- reviewing Board and committee agendas and schedules to confirm that appropriate topics are reviewed and sufficient time is allocated to each;
- calling meetings of the independent directors, if desired;
- supervising the Board's determination of the independence of its directors; and
- such other responsibilities as the independent directors may designate from time to time.

Our Board believes that the current leadership structure best serves our stockholders as a young public company and that combining the role of Chairman and CEO enables a single voice to set the tone and have primary responsibility for the management of our company during this important transition period. As a young public company, our CEO is the person most familiar with our business and is in the best position to effectively identify strategic priorities and opportunities, leading the Board in the discussion of the execution of our strategy and facilitating the flow of information between the Board and management.

Our Board believes that the designation of a presiding outside director with substantive responsibilities, a board comprised of a majority of members who are independent directors and our strong corporate governance policies and procedures achieves the appropriate balance for the combined role of Chairman and CEO.

The Board will regularly review its leadership structure and take into account the responsibilities of the leadership positions and the directors qualified to hold such positions. In conducting this review, the Board will consider, among other things: (i) the policies and practices in place that provide independent board oversight; (ii) our performance and the effect a particular leadership structure may have on that performance; (iii) the structure that serves the best interests of our stockholders and (iv) any relevant legislative or regulatory developments.

The Board's Role in Risk Management

Our full Board oversees our risk management process. Our Board oversees a company-wide approach to risk management, carried out by our management. Our full Board determines the appropriate level of risk for us generally, assesses the specific risks faced by us, and reviews the steps taken by management to manage those risks.

While the full Board maintains the ultimate oversight responsibility for the risk management process, its committees oversee risks in certain specified areas. In particular, our Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation plans and arrangements, and the incentives created by the compensation awards it administers. Our Audit Committee oversees management of enterprise risks as well as financial and regulatory compliance risks. Our Nominating and Corporate Governance committee is responsible for overseeing the management of risks associated with maintaining the independence of our Board. Pursuant to our Board's instruction, management regularly reports on applicable risks to the relevant committee or the full Board, as appropriate, with additional review or reporting on risks conducted as needed or as requested by our Board and its committees.

Legal Proceedings

To the best of our knowledge, there are no material proceedings adverse to us or any of our subsidiaries in which any of our directors, director nominees or executive officers or their affiliates or associates, or any owner of record or beneficially of more than 5% of any class of our Common Stock or their affiliates or associates, is a party adverse to us or in which such person has an interest that is materially adverse to us or any of our subsidiaries.

Compensation Committee Interlocks and Insider Participation

During 2018, the Compensation Committee consisted of Daniel R. Feehan (Chair), Gregg A. Kaplan and Mark A. Tebbe. Currently and at all times during 2018, none of our executive officers served on the compensation committee or as a director of another entity where an executive officer of that entity also served on our Compensation Committee or the Board.

Director Compensation

We provide competitive compensation to our non-employee directors that is designed to attract and retain high-quality directors, provide them with compensation at a level that is consistent with our compensation objectives, and encourage their ownership of our stock to further align their interests with those of our stockholders. Our directors who are also employees receive no additional compensation or stock awards for service on our Board, although we may reimburse them for travel and other expenses. Each of our directors received \$63,125 for their service on our Board during fiscal year 2018. We pay an annual retainer fee of \$65,000, which was increased in May 2018 from \$57,500 in the prior year, to each non-employee director. We pay an annual retainer fee of \$25,000 to the non-employee director chairs of each of the Audit Committee and Compensation Committee and to the independent director serving as the presiding outside director, and we also pay an annual retainer fee of \$10,000 to the non-employee director chair of the Nominating and Corporate Governance Committee. These retainers are paid in cash in quarterly installments.

Our non-employee directors are each eligible to receive an annual grant of restricted stock units (*RSU*). An annual *RSU* grant valued at \$140,000, which was increased from \$117,500 in the prior year, was made to each of our non-employee directors on May 8, 2018, which will fully vest twelve months from the grant date. The number of *RSUs* granted was determined based on the closing price of our common stock on the first trading date of our common stock prior to the grant date. Our non-employee directors are eligible to receive annual *RSU* grants on or shortly following the date of each annual meeting of stockholders. Beginning in 2019, the number of *RSUs* to be granted is determined based on the average of the closing price of our common stock for the last 45 trading days preceding the grant date.

The table below sets forth the director compensation paid or earned in fiscal year 2018. Mr. Fisher, who also served as our CEO, received no compensation for serving as a director and is not included in the table below.

Name	Fees Earned or Paid in cash (\$)	Stock Awards (\$) ⁽¹⁾	All Other Compensation (\$) ⁽²⁾	Total (\$)
Ellen Carnahan	63,125	140,000	446	203,571
Daniel R. Feehan	88,125	140,000	7,563	235,688
William M. Goodyear.....	88,125	140,000	—	228,125
James A. Gray	98,125	140,000	—	238,125
Gregg A. Kaplan.....	63,125	140,000	—	203,125
Mark P. McGowan	63,125	140,000	—	203,125
Mark A. Tebbe.....	63,125	140,000	—	203,125

- (1) The amounts shown represent the aggregate grant date fair value of the RSUs granted to each non-employee director on May 8, 2018, determined in accordance with Financial Accounting Standards Board Accounting Standards Codification 718, Compensation – Stock Compensation (*ASC 718*). Each non-employee director was granted 4,494 RSUs under the Company’s 2014 Long-Term Incentive Plan, valued at \$31.15 per share, the closing price of our Common Stock on the day preceding the grant date. These awards will vest twelve months from the date of grant. In addition, all unvested RSUs granted will automatically vest if a change-in-control occurs prior to the termination of the director’s service on our Board. Each vested RSU entitles the director to receive one share of our common stock shortly after vesting
- (2) The amounts shown represent reimbursements for travel and entertainment expenses.

Compensation Discussion and Analysis

Executive Summary

The goal of our executive compensation program is to attract, motivate and retain high-quality executives who will provide leadership for our success in dynamic and competitive markets. We seek to accomplish this goal in a way that rewards performance and is aligned with our stockholders’ long-term interests. We believe in pay for performance, as further detailed throughout our “Compensation Discussion and Analysis.” We believe that our NEOs’ compensation illustrates our pay-for-performance culture as a significant portion of the compensation paid to our NEOs is comprised of short- and long-term incentive compensation that is based on our performance or the performance of our common stock. The connection between pay and performance is the cornerstone of our executive compensation philosophy and strategy and serves to validate the design of our executive compensation program, which consists of the following primary elements:

- Market competitive base salaries;
- Short-term incentive opportunities driven primarily by quantitative measures and our EBITDA, revenue and Adjusted EPS performance (each as defined below), and supplemented with qualitative measures such as maintaining effective compliance and training programs, maintaining high customer satisfaction levels and driving employee engagement;
- Long-term incentive opportunities consisting of time-based RSUs and stock options; and
- Mandatory stock ownership requirements.

We believe our 2018 executive compensation program strongly linked company performance and executive pay and aligned the interests of our NEOs with the interests of our stockholders. The Compensation Committee will continue to monitor market practices and engage with our stockholders and other stakeholders to ensure that our executive compensation program remains competitively positioned and appropriately structured to align pay and performance.

Named Executive Officers

The following individuals were our NEOs for fiscal year 2018.

<u>Name</u>	<u>Position</u>
David Fisher	Chief Executive Officer (Principal Executive Officer)
Steven Cunningham	Chief Financial Officer (Principal Financial and Accounting Officer)
Greg Zeeman	Chief Operating Officer
Kirk Chartier	Chief Marketing Officer
Sean Rahilly ⁽¹⁾	General Counsel, Chief Compliance Officer & Secretary

(1) Mr. Rahilly was promoted to General Counsel, Chief Compliance Officer & Secretary in July 2018 from Chief Compliance Officer.

Our Compensation Philosophy and Objectives

Our Compensation Committee determines the design of our executive compensation program and has implemented the executive compensation policies and practices described below.

General

We believe compensation provided to our executives should be performance-based, competitive in the markets and industries in which we compete for talent, closely linked to our stockholders' interests and reflect each executive's contribution in enhancing our stockholders' investment in us.

Primary Objectives

The primary objectives of our executive compensation program are to:

- support Enova's core values;
- attract, motivate and retain the best executive talent;
- encourage and reward high performance and results, while aligning executive short- and long-term interests with those of our stockholders;
- reinforce our strategy to grow our business as we continue to innovate, execute and diversify; and
- align an appropriate level of risk to be taken by our executives to achieve sustained long-term growth while discouraging excessive risk taking to achieve short-term results.

Compensation Committee's Role in Establishing Executive Compensation

Our Compensation Committee approves, or recommends to the independent members of our Board for approval, all compensation decisions relating to our NEOs and other executive officers, including grants of short- and long-term incentive awards, which may include cash- and equity-based awards. Key responsibilities of our Compensation Committee are to:

- ensure our executives are fairly compensated based upon results and contributions to our growth and profitability;
- ensure our executives are incentivized to achieve exceptional performance and rewarded for outstanding results;
- make executive compensation decisions that support our compensation philosophy and our strategic and risk objectives, as well as stockholder interests;
- provide oversight of our executives' compliance with our stock ownership guidelines; and
- assess the risks associated with our executive compensation programs.

Management's Role in Establishing Compensation

Our Chief Executive Officer is the primary management contact with our Compensation Committee. Our Chief Executive Officer recommends to the Compensation Committee changes in compensation for our NEOs, based on an assessment of each individual's responsibilities and contributions to our results and the individual's potential for future contributions to our success. None of the other executive officers are involved in the Chief Executive Officer's compensation recommendations, and neither the Chief Executive Officer nor any other executive officers are involved in the determination of the Chief Executive Officer's compensation.

Competitive Reference Points

Our Compensation Committee selects competitive market reference points with which we compare our executive compensation policies and practices from time to time. The Compensation Committee may retain compensation consultants to gather and present such information.

In making compensation decisions, the Compensation Committee has historically reviewed the compensation policies and practices of a peer group of publicly-traded companies participating in a sufficiently broad range of industries to capture the uniqueness of our business, customers, industry, technology and regulatory environment. Our Compensation Committee selected the peer group companies that are of a similar size to Enova and operate in high-technology, internet retail, online-focused consumer finance or otherwise operate in highly regulated industries.

Our Compensation Committee engaged Willis Towers Watson to review and update the peer group to be used by the Compensation Committee in determining compensation to be paid to our NEOs for fiscal year 2018 and to provide compensation information for these companies. The following publicly traded companies were selected as our peer group for fiscal year 2018 compensation decisions:

- Bankrate, Inc.
- CBOE Holdings, Inc.
- CoreLogic, Inc.
- CoStar Group Inc.
- EZCORP, Inc.
- Fair Isaac Corporation
- Green Dot Corporation
- Investment Technology Group Inc.
- Liquidity Services, Inc.
- LendingClub Corporation
- Nelnet, Inc.
- On Deck Capital, Inc.
- OneMain Holdings, Inc.
- Regional Management Corp.
- Shutterfly, Inc.
- SS&C Technologies Holdings, Inc.
- TripAdvisor Inc.
- World Acceptance Corp.

Our Compensation Committee considers the compensation information provided by our compensation consultant about our peer group as a competitive reference point but not a benchmark for compensation decisions.

Our Compensation Committee uses the peer group compensation information provided by our compensation consultant to assess the market competitiveness of our compensation programs for our NEOs with respect to the following:

Base Salaries. Subject to the discretion of the Compensation Committee, our base salaries generally range between the 50th and 75th percentile of our competitive group, aligning closer to the 75th percentile for sustained superior performance;

Short-term Incentive Compensation. Subject to the discretion of the Compensation Committee, short-term incentive compensation targets generally range between the 50th and 75th percentile of our competitive group, with awards aligning closer to the 75th percentile for sustained superior performance; and

Long-term Incentive Compensation. Subject to the discretion of the Compensation Committee, long-term incentive compensation targets generally range between the 50th and 75th percentile of our competitive group, with awards aligning closer to the 75th percentile for sustained superior performance.

We believe it is important to maintain peer group stability from year-to-year, but equally important to make changes when they would improve market comparability and better align with our peer group selection criteria. Our Compensation Committee, with the support of Willis Towers Watson, undertook a review of our 2018 compensation peer group in late 2018 and determined that changes to the peer group should be made for 2019 compensation decisions. These changes include the removal of Bankrate, Inc., CBOE Holdings, Inc., CoStar Group Inc., EZCORP, Inc., Liquidity Services, Inc., Shutterfly, Inc. and TripAdvisor Inc., and the inclusion of CURO Group Holdings Corp., Elevate Credit, Inc., Envestnet, Inc., Groupon, Inc., Grubhub Inc. and Morningstar, Inc. Aside from considering the typical financial criteria, these changes provide comparable companies that provide consumer lending services, face a similar regulatory environment and/or have a strong data-analytics focus.

Principal Elements of Our Executive Compensation Program

Our executive compensation is comprised of the following elements:

- Base salary.
- A performance-based annual incentive award, intended to increase stockholder value and our success by motivating executives to perform at their best and meet and exceed objectives.
 - The goal of the annual incentive award is to provide executives with motivating incentives based on the achievement of goals relating to Enova or Enova's individual business units.
 - Clear and objective financial and non-financial performance goals as well as strategic qualitative initiatives are established to provide an opportunity for increased rewards for exceptional results.
- Long-term incentive compensation consists of time-based RSUs and stock options. The purpose of our long-term incentives is to promote Enova's long-term business strategy and the interests of our stockholders by:
 - providing a line of sight to the long-term strategic goals of Enova;
 - attracting and retaining executive talent;
 - enabling executives to participate in our long-term growth and develop a sense of ownership by acquiring a proprietary interest in Enova; and
 - providing long-term incentives with upside earnings opportunity for exceptional performance and, in the case of stock options, with earnings opportunity only in the event Enova's share price increases over time.
- Retirement benefits, including a 401(k) plan, a nonqualified savings plan, a supplemental executive retirement plan, and a severance pay plan for executives.
- 100% health insurance coverage (medical, dental and vision).
- Certain additional benefits available to executives that may include: Employment contracts, retention agreements and other similar benefits, including, but not limited to, executive short-term and long-term disability plans, which are not expected to be utilized frequently but may be used selectively and only if and when appropriate.

In addition to our Compensation Committee, from time to time our Board may also review and approve our executive compensation philosophy or elements thereof and other matters related thereto when necessary or appropriate.

2018 Compensation for Named Executive Officers

The 2018 compensation levels for Messrs. Chartier, Cunningham, Rahilly and Zeeman were recommended by Mr. Fisher and approved by the Compensation Committee at the beginning of fiscal year 2018. In determining 2018 compensation levels, the Compensation Committee considered each element of compensation and the fit of each such element into the respective officer's total compensation package. The compensation packages were designed with a goal of balancing short-term compensation, including base salary and short-term incentive compensation,

with long-term compensation. The Compensation Committee believes that providing both short-term incentive compensation that is paid based on the achievement of shorter-term financial targets and long-term incentive compensation that is paid based on the achievement of longer-term financial targets, helps to align our NEOs interests with those of our stockholders.

Base Salary

Base salaries are reviewed and considered by the Compensation Committee on an annual basis or as otherwise deemed appropriate by the Compensation Committee. Mr. Fisher’s 2018 base salary was set by the Compensation Committee at a level the Compensation Committee believed to be competitive in the market in which we compete for talent. In recommending the 2018 base salaries for Messrs. Chartier, Cunningham, Rahilly and Zeeman, Mr. Fisher took into consideration the overall performance of the Company, each officer’s breadth of responsibilities, their impact on financial and operational results over the prior year, their leadership and accomplishments that affected the Company’s performance and their achievement of goals throughout the year.

The annual base salaries for our NEOs as of December 31, 2018, including their percentage increase over their salaries in effect on December 31, 2017 were as follows:

Name	2018 Annual Base Salary (\$)	2017 Annual Base Salary (\$)	Percentage Difference from 2017 to 2018
Mr. Fisher	765,000	725,000	5.5%
Mr. Cunningham.....	460,000	435,000	5.7%
Mr. Zeeman	505,000	495,000	2.0%
Mr. Chartier	380,000	365,000	4.1%
Mr. Rahilly	340,000	300,000	13.3%

(1) Mr. Rahilly was promoted to General Counsel, Chief Compliance Officer & Secretary in July 2018 from Chief Compliance Officer.

Short-Term Incentive Compensation

On October 14, 2014, the Compensation Committee approved the terms of a Senior Executive Bonus Plan, which provides for 75% of the total short-term incentive (STI) compensation opportunity, and a Discretionary Bonus Plan, which provides for 25% of STI the total compensation opportunity (collectively, the *STI plan*).

In February 2018, our Compensation Committee approved the performance measures and goals and the threshold, target and maximum opportunities for the awards to be made under the Senior Executive Bonus Plan and the Discretionary Bonus Plan for the 2018 performance period. The threshold, target and maximum opportunities, which are set as a percentage of base salary for each NEO, may vary from year-to-year at the discretion of the Compensation Committee. The target award amounts for 2018 STI compensation, as a percentage of base salary, for our NEOs were as follows:

Name	Target Percentage of Base Salary
Mr. Fisher	115%
Mr. Cunningham.....	70%
Mr. Zeeman	75%
Mr. Chartier	70%
Mr. Rahilly	55%

Threshold, target and maximum opportunity under the Senior Executive Bonus Plan for 2018 for each of our NEOs and the payments earned under the Senior Executive Bonus Plan for 2018 were as follows:

Name	Senior Executive Bonus Plan			
	Threshold (\$)	Target (\$)	Maximum (\$)	Payment Earned (\$)
Mr. Fisher	327,969	655,937	1,311,874	976,572
Mr. Cunningham	120,013	240,026	480,051	357,355
Mr. Zeeman	141,715	283,431	566,861	421,977
Mr. Chartier	99,308	198,615	397,231	295,703
Mr. Rahilly	68,029	136,057	272,114	202,565

The 2018 STI performance measures and goals that were established for the awards made under our Senior Executive Bonus Plan were based on equal weightings of our revenue, earnings before interest, income taxes, depreciation and amortization expenses (*EBITDA*), which is a non-GAAP financial measure (*2018 STI EBITDA*), and adjusted earnings per share (Adjusted EPS), which is also a non-GAAP financial measure (*2018 STI Adjusted EPS*). Payment of the STI awards was subject to achievement of the following performance conditions:

- *Earnings Thresholds*: Potential STI awards began to accrue based on formulas set forth in the Senior Executive Bonus Plan once the earnings thresholds for 2018 revenue, 2018 STI EBITDA and/or 2018 STI Adjusted EPS set by the Compensation Committee (the *Earnings Thresholds*) were exceeded. The Earnings Thresholds for the Senior Executive Bonus Plan for 2018 was \$867.0 million of 2018 revenue, \$133.5 million of 2018 STI EBITDA and \$1.58 of STI Adjusted EPS.
- *Earnings Targets*: If the earnings targets set by the Compensation Committee were achieved, then the NEO was eligible to receive a cash payment equal to 100% of his or her target award (the *Earnings Targets*). If the Earnings Targets were exceeded, each NEO was eligible to receive a cash payment in excess of his or her target award calculated in accordance with the formula set forth in the Senior Executive Bonus Plan. The Earnings Targets for the Senior Executive Bonus Plan for 2018 were \$992.0 million of 2018 revenue, \$178.0 million of 2018 STI EBITDA and \$2.10 of 2018 STI Adjusted EPS.

2018 revenue was \$1,114.1 million. Our actual 2018 STI EBITDA was \$198.3 million, which is comprised of the following:

Income from Operations ⁽¹⁾	\$183.1 million
Depreciation and amortization ⁽¹⁾	15.2 million
2018 STI EBITDA ⁽²⁾	<u>\$198.3 million</u>

(1) See our Consolidated Audited Financial Statements that are included in our Annual Report on Form 10-K for the year ended December 31, 2018.

(2) No adjustments permitted by the 2018 STI plan were made.

Our actual 2018 STI Adjusted EPS was \$2.58 per share, which is comprised of the following:

Diluted earnings per share ⁽¹⁾	\$ 1.99
Loss on early extinguishment of debt ⁽²⁾	0.71
Intangible asset amortization	0.03
Stock-based compensation expense	0.33
Foreign currency transaction loss, net.....	0.07
Cumulative tax effect of adjustments.....	(0.25)
Discrete tax adjustments ⁽³⁾	(0.32)
Regulatory settlement ⁽⁴⁾	0.02
2018 STI Adjusted EPS ⁽²⁾	<u>\$ 2.58</u>

(1) See our Consolidated Audited Financial Statements that are included in our Annual Report on Form 10-K for the year ended December 31, 2018.

- (2) For the year ended December 31, 2018, we recorded \$25.0 million (\$19.6 million net of tax) of losses on early extinguishment of debt related to the repurchase of \$345 million of principal amount of senior notes in 2018.
- (3) For the year ended December 31, 2018, we recorded an income tax benefit of \$11.2 million from the U.S. Tax Cuts and Jobs Act.
- (4) For the year ended December 31, 2018, we consented to the issuance of a Consent Order by the CFPB, pursuant to which we agreed, without admitting or denying any of the facts or conclusions made by the CFPB from its 2014 review of us, to pay a civil money penalty of \$3.2 million, which is nondeductible for tax purposes.

The 2018 STI EBITDA exceeded the Earnings Threshold and the Earnings Target for 2018, thus payments were made above target levels under the terms of the Senior Executive Bonus Plan.

Our Compensation Committee also adopted five performance objectives and the target opportunities for the 2018 performance period under the Discretionary Bonus Plan. The performance objectives were to (i) achieve a 95% completion rate within 15 days after the year end for all training courses, (ii) maintain effective compliance and training programs in the jurisdictions in which we operate such that there are no significant regulatory actions taken by our regulators, (iii) maintain high customer satisfaction levels, (iv) be an Employer of Choice for great talent and (v) handle all customer funding and payments successfully. The Discretionary Bonus Plan is intended to increase stockholder value and our success by providing our officers and other employees with discretionary bonus awards based upon exceptional individual achievement or exceptional performance by us or our individual business units. The Compensation Committee assessed the Company's performance against the 2018 Discretionary Bonus Plan performance objectives, considered the individual performance in 2018 of our participating executive officers and approved the following actual payments under the Discretionary Bonus Plan to our participating NEOs:

Name	Discretionary Bonus Plan	
	Target (\$)	Payment Earned (\$)
Mr. Fisher	218,646	218,982
Mr. Cunningham	80,009	173,879
Mr. Zeeman	94,477	—
Mr. Chartier	66,205	145,838
Mr. Rahilly	45,352	45,421

In summary, aggregate payments earned under the 2018 STI plan by each of our participating NEOs were as follows:

Name	Senior Executive Bonus Plan (\$)	Discretionary Bonus Plan (\$)	Total (\$)	Percent of Base Salary
Mr. Fisher.....	976,572	218,982	1,195,554	156%
Mr. Cunningham.....	357,355	173,879	531,234	115%
Mr. Zeeman.....	421,977	—	421,977	84%
Mr. Chartier.....	295,703	145,838	441,541	116%
Mr. Rahilly.....	202,565	45,421	247,986	73%

Long-Term Incentive Compensation

Long-term incentive compensation was awarded under the Company's 2014 Long-Term Incentive Plan adopted in October 2014, as amended in February 2016 and February 2018, and approved by our Stockholders in May 2016 and May 2018, respectively (2014 LTIP). The purpose of the 2014 LTIP is to promote the interests of Enova and its stockholders by giving us a competitive advantage in attracting, retaining and motivating employees, officers, consultants and directors capable of assuring our future success. The 2014 LTIP is designed to provide such persons incentives that are directly linked to the profitability of our business and increases in stockholder value, and to afford such persons an opportunity to acquire a proprietary interest in Enova. A variety of plan-based awards may be made under the 2014 LTIP, including both equity and non-equity based awards.

In February 2018, our Compensation Committee approved long-term incentive awards under the 2014 LTIP to our NEOs during 2018. These awards consisted of RSUs and stock options, each weighted at 50%.

The long-term incentive awards granted in February 2018 were intended to motivate our NEOs to achieve or exceed performance goals and enhance retention.

The following table shows the number of RSUs and stock options granted to each of our NEOs in fiscal year 2018 and the grant date fair market value of such awards (in dollars and as a percentage of base salary):

Name	Number of Restricted Stock Units Granted (#)	Number of Stock Options Granted (#)	Grant Date Fair Value of the Grant (\$) ⁽¹⁾	Grant Date Fair Value as a Percentage of Base Salary	Target as a Percentage of Base Salary
Mr. Fisher	84,388	188,585	3,518,988	460%	460%
Mr. Cunningham	24,820	55,466	1,034,995	225%	225%
Mr. Zeeman	27,248	60,892	1,136,243	225%	225%
Mr. Chartier	20,503	45,819	854,979	225%	225%
Mr. Rahilly	16,203 ⁽²⁾	19,158	557,473	164% ⁽³⁾	110%

- (1) The amounts shown in this column represent the aggregate grant date fair value of the RSUs and options granted to the NEOs in 2018. In accordance with ASC 718, the amounts in this column were calculated by multiplying the number of stock options granted by the fair market value based on the Black-Scholes method of valuation, which was \$9.33 for the options granted in February 2018, and the number of RSUs granted by the closing stock price of Enova's common stock on the last trading day preceding the grant date, which was \$20.85 for the RSUs granted in February 2018 and \$26.21 for the additional RSUs granted to Mr. Rahilly in October 2018.
- (2) This amount includes 8,573 RSUs that were granted to Mr. Rahilly in February 2018 and an additional 7,630 RSUs that were granted to Mr. Rahilly in October 2018 in connection with his promotion to General Counsel, Chief Compliance Officer & Secretary.
- (3) The percentage identified in the table for Mr. Rahilly is based on his base salary as of October 2018 and reflects the changes to his long-term compensation opportunity, which became effective in October 2018 in connection with his promotion to General Counsel, Chief Compliance Officer & Secretary.

Perquisites and Other Personal Benefits

Enova provides perquisites and other personal benefits to its officers that it believes are reasonable and consistent with its overall compensation program. A description of these perquisites and personal benefits, including the attributed costs, for our NEOs for fiscal year 2018, are included in the "All Other Compensation" column of the Summary Compensation Table and described in the notes to that table.

2019 Compensation Decisions

Base Salary

In connection with its annual review of base salaries of our NEOs, in January 2019, our Compensation Committee approved increased annual base salaries for Messrs. Chartier, Cunningham, Fisher, Rahilly and Zeeman effective as of February 10, 2019 as follows:

<u>Name</u>	<u>2019 Annual Base Salary (\$)</u>	<u>2018 Annual Base Salary (\$)</u>	<u>Percentage Difference from 2018 to 2019</u>
Mr. Fisher	811,000	765,000	6.0%
Mr. Cunningham.....	490,000	460,000	6.5%
Mr. Zeeman	510,000	505,000	1.0%
Mr. Chartier	415,000	380,000	9.2%
Mr. Rahilly	365,000	340,000	7.4%

The increases for all of our NEOs were supported by the Company's solid financial performance in 2018 as well as meeting the Company's qualitative goals for the year. Individual increases for our NEOs were supported by their individual performance and the performance of the areas of the business they manage.

Short-Term Incentive Compensation

In February 2019, our Compensation Committee approved the performance measures and goals of the STI plan for fiscal 2019, which includes the Senior Executive Bonus Plan and Discretionary Bonus Plan for our NEOs. The target STI award amounts for 2019 expressed as a percentage of base salary for our NEOs for the 2019 STI plan are as follows:

<u>Name</u>	<u>Target Percentage of Base Salary</u>
Mr. Fisher	115%
Mr. Cunningham ⁽¹⁾	80%
Mr. Zeeman ⁽²⁾	80%
Mr. Chartier ⁽³⁾	80%
Mr. Rahilly ⁽⁴⁾	65%

- (1) Mr. Cunningham's STI target increased to 80% in 2019 from 70% in 2018 based on his individual performance and to be more consistent with his peers externally.
- (2) Mr. Zeeman's STI target increased to 80% in 2019 from 75% in 2018 based on his individual performance and to be more consistent with his peers externally.
- (3) Mr. Chartier's STI target increased to 80% in 2019 from 70% in 2018 based on his individual performance and to be more consistent with his peers externally.
- (4) Mr. Rahilly's STI target increased to 65% in 2019 from 55% in 2018 based on his promotion to General Counsel, Chief Compliance Officer & Secretary in July 2018 from Chief Compliance Officer, his individual performance and to be more consistent with his peers internally.

Our Compensation Committee has also adopted the following five performance objectives for the Discretionary Bonus Plan for 2019: a) achieve a 95% completion rate within 15 days after the year end for all training courses, b) maintain effective compliance and training programs in the jurisdiction in which we operate such that there are no significant regulatory actions taken by our regulators, c) maintain high customer satisfaction levels, d) be an Awesome Place to Work for great talent and e) integrate marginal unit economics into product level decisions.

Long-Term Incentive Compensation

In February 2019, our Compensation Committee made annual grants of RSUs and stock options to our NEOs as follows:

Name	Number of Restricted Stock Units Granted (#)	Number of Stock Options Granted (#)	Grant Date Fair Value of the Grant (\$) ⁽¹⁾	Grant Date Fair Value as a Percentage of Base Salary	Target as a Percentage of Base Salary
Mr. Fisher.....	102,610	223,438	4,379,390	540%	540%
Mr. Cunningham.....	28,701	62,500	1,224,979	250%	250%
Mr. Zeeman.....	29,873	65,051	1,274,990	250%	250%
Mr. Chartier.....	24,308	52,933	1,037,476	250%	250%
Mr. Rahilly.....	10,690	23,278	456,249	125%	125%

- (1) The amounts shown in this column represent the grant date fair value of the RSUs and stock options granted to the NEOs in February 2019, as determined by the Compensation Committee. The amounts in this column were calculated by multiplying the number of stock options granted by a fair market value based on the Black-Scholes method of valuation for the average of the 45 trading days preceding the grant date, which was \$9.80, and the number of RSUs granted by the average of the closing stock price of Enova's common stock for the last 45 trading days preceding the grant date, which was \$21.34.

Retirement and Other Benefits

On July 1, 2012, we established (i) the Enova International, Inc. 401(k) Savings Plan (*Enova 401(k) Savings Plan*), (ii) the Enova International, Inc. Nonqualified Savings Plan (*Enova NQSP*), and (iii) the Enova International, Inc. Supplemental Executive Retirement Plan (*Enova SERP*), in which our NEOs and other eligible employees may participate. We offer these plans to provide our executives and other eligible employees with retirement savings vehicles that are competitive in the marketplace in which we compete for talent.

Enova 401(k) and Enova Non-Qualified Savings Plan (NQSP)

Substantially all of our employees and those of our U.S. subsidiaries are eligible to participate in the Enova 401(k). Certain of our highly-compensated employees, including our NEOs, are also eligible to participate in the Enova NQSP.

Beginning in 2015, 100% of the first 1% of pay and 50% of the next 5% of pay that each employee contributes to the Enova 401(k) is matched by us. All employee contributions are fully vested upon contribution. Our matching contributions subsequent to January 1, 2015 will fully vest after an employee's second year of service with us and will also fully vest if an employee dies, becomes disabled or reaches age 59 1/2 during employment. Prior to January 1, 2015, 50% of the first 5% of pay that each employee contributed to the Enova 401(k) was matched by us. All employee contributions were fully vested upon contribution. Our matching contributions prior to January 1, 2015 vest ratably over an employee's first five years of service with us or our former parent company, Cash America International, Inc. (*Cash America*), and also become fully vested if an employee dies, becomes disabled or reaches age 59 1/2 during employment. Employees may select from among several mutual funds when investing their 401(k) account funds.

The Enova NQSP is a nonqualified retirement savings plan into which eligible participants may contribute portions of their salary in excess of the 401(k) contribution limits. Enova NQSP participants can also defer up to 80% of their STI awards and annual bonuses into the Enova NQSP. If a participant's pay exceeded the IRS limit on amounts that could be taken into account for contributions to the Enova 401(k) prior to 2016, we matched 50% of the first 5% of compensation deferred to the Enova NQSP in excess of the 401(k) compensation limit; however, if a participant participated in both the Enova 401(k) and the Enova NQSP, the combined match to both plans was limited to 50% of the first 5% of the participant's pay. This plan generally offers the same investment options as the Enova 401(k). Our matching contributions in the Enova NQSP vest immediately.

We generally distribute each participant’s Enova NQSP account in a lump sum shortly after the participant’s separation from service with us and all of our affiliates. Alternatively, a participant may elect to receive his or her Enova NQSP account at a later date or receive payments in up to 10 annual installments. Most officers may not receive a distribution of any portion of their account during the first six months after their separation from service. A participant generally may not receive any portion of his or her Enova NQSP account while employed, unless the participant makes an in-service distribution election before the deferred compensation is earned or suffers a severe financial hardship. We may pay Enova NQSP distributions from a Rabbi trust associated with the Enova NQSP or from the general assets of the entity that is the participant’s employer. A participant would have the rights of a general unsecured creditor of the entity that is his or her employer for any Enova NQSP benefits he or she is owed.

Supplemental Executive Retirement Plan

We provide supplemental executive retirement plan benefits to our officers and certain other eligible employees as a supplement to their retirement benefits under the Enova SERP. After the end of each plan year, we make discretionary supplemental contributions that are credited to the Enova SERP account of each NEO who was employed by us on the last day of the plan year. The rate of return of a participant’s Enova SERP account is determined by the rate of return on deemed investments in mutual funds that a participant selects. Enova SERP participants’ deemed investment options are generally the same as the investment options available under the Enova 401(k). Participants vest in their Enova SERP accounts over their first five years of service with us and are fully vested in their Enova SERP accounts and new contributions to those accounts after that five-year period.

We generally distribute each participant’s Enova SERP account as a lump sum soon after the participant’s separation from service with us and all of our affiliates. An Enova SERP participant may, however, elect to defer receipt of the Enova SERP account for at least an additional five years beyond his or her separation from service and may also elect to receive the Enova SERP account in up to ten annual installments. Most officers cannot receive a distribution of any portion of their account during the first six months after their separation from service. A participant generally may not withdraw any portion of his or her Enova SERP account during employment, except in the case of a severe financial hardship. We may pay Enova SERP benefits from a Rabbi trust associated with the Enova SERP or from the general assets of the entity that is the participant’s employer. A participant would have the rights of a general unsecured creditor of the entity that is his or her employer for any Enova SERP benefits he or she is owed.

Our Compensation Committee administers the Enova SERP and annually determines the supplemental contributions for each of our NEOs. The targeted (but non-binding) amount of the supplemental contribution for each plan year is a percentage of each participant’s compensation. The compensation on which the supplemental contribution is based is the base salary, plus the lesser of (a) the participant’s target STI award payable during the plan year for the preceding year’s performance and (b) the actual STI award paid during the plan year based on the preceding year’s performance. The contribution amounts are prorated for the portion of the year that a participant was eligible to participate in the Enova SERP, and are credited to the participant’s Enova SERP account before March 15 of the following year. For fiscal year 2018, the supplemental contributions for each of our NEOs, reflected as a percentage of the combined base salary paid during the year and the target STI award granted for fiscal year 2018, are listed below.

<u>Name</u>	<u>Enova SERP Contribution</u>
Mr. Fisher	10.5%
Mr. Cunningham.....	9.0%
Mr. Zeeman.....	9.0%
Mr. Chartier	9.0%
Mr. Rahilly.....	9.0%

For the Enova SERP, Messrs. Fisher, Chartier and Rahilly had more than five years of service and were fully vested in our SERP and 401(k) contributions at the end of 2018. For the Enova SERP, Mr. Cunningham was vested in 40% of our contributions at the end of 2018 because he joined Enova in June 2016. For the Enova 401(k), Mr. Cunningham was fully vested in our contributions at the end of 2018. For the Enova SERP, Mr. Zeeman was

vested in 60% of our contributions at the end of 2018 because he joined Enova in October 2015. For the Enova 401(k), Mr. Zeeman was fully vested in our contributions at the end of 2018.

Severance Arrangements for Named Executive Officers

On November 13, 2014 in connection with our spin-off (*Spin-Off*) from Cash America, we entered into Executive Change-in-Control Severance and Restrictive Covenant Agreements (*CIC Agreements*) with our executive officers, including Messrs. Fisher, Chartier and Rahilly. Also, upon commencement of their employment, we entered into CIC Agreements with Mr. Cunningham and Mr. Zeeman. The CIC Agreements were effective through November 13, 2018, and were automatically extended for a one-year period thereafter. The term of the CIC Agreements will automatically be extended for subsequent one-year periods unless we or the executive officer provide notice not to extend the Term at least six months prior to the scheduled extension date. In addition, the term of these agreements will automatically be extended for two years following a Change-in-Control (as defined in the CIC Agreements).

The CIC Agreements provide our executive officers with severance payments and certain benefits in the event of his or her termination by us without Cause (as defined in the CIC Agreements) or by the relevant executive officers for Good Reason (as defined in the CIC Agreements) during the twelve months following a Change-in-Control (as defined in the CIC Agreements). Such payments and benefits include the following:

- (i) a lump sum payment equal to the executive officer's unpaid base salary, accrued vacation pay and unreimbursed business expenses, as well as all certain other items earned by and owed to such executive officer through the termination date;
- (ii) a lump sum payment equal to the pro rata portion of the executive officer's annual target bonus amount for the year in which the termination occurs;
- (iii) a lump sum payment equal to (A) for Mr. Fisher, two times the higher of (1) his base salary in effect at the termination date and (2) his base salary in effect on the date of the Change-in-Control and (B) for all other executive officers, one times the higher of (1) his or her base salary in effect at the termination date and (2) his or her base salary in effect on the date of the Change-in-Control;
- (iv) a lump sum amount equal to (A) for Mr. Fisher, two times the higher of (1) his annual target bonus for the year in which the termination occurs and (2) the actual annual bonus payments made to Mr. Fisher for the year preceding the year in which the termination occurs and (B) for all other executive officers, one times the higher of (1) his or her annual target bonus for the year in which the termination occurs and (2) the actual annual bonus payments made to such executive officer for the year preceding the year in which the termination occurs;
- (v) the immediate vesting of any outstanding cash-based long term incentive awards held by the executive officer, including a lump sum payment for any vested awards (the value of which to be determined after the termination date in accordance with the CIC Agreements);
- (vi) the immediate vesting and lapse of all restrictions on any outstanding stock-based awards held by the executive officer to the extent not already provided for in the related grant agreement(s);
- (vii) equivalent payment for continued medical coverage under our group health plan for the executive and the executive's dependents for a period of twenty-four months for Mr. Fisher or twelve months for all other executive officers following the termination date in accordance with the terms of the relevant CIC Agreement; and
- (viii) up to \$50,000 for Mr. Fisher or \$25,000 for all other executive officers for reimbursement of amounts paid by the executive officer for reasonable outplacement services from an executive search firm to the extent such expenses are incurred as a direct result of the separation from service and within twenty-four months for Mr. Fisher or twelve months for all other executive officers after the termination date.

Additionally, the CIC Agreements contain certain restrictive covenants to which the executive officers are subject. These include confidentiality, non-disclosure, non-solicitation and non-competition provisions. The term of the non-competition provision applies during the term of the executive officer's employment through the twenty-four-month period for Mr. Fisher or twelve-month period for all other executive officers following termination (the *Subject Period*). Such provision restricts the executive officer from competing with us or any of our subsidiaries or affiliates (including former subsidiaries or affiliates, which is collectively referred to as the Enterprise), by providing

employment (other than to the Enterprise), management or consulting services, similar to those provided by the executive officer to the Enterprise with respect to any products or services similar to those offered or under development by the Company or any of its affiliates or subsidiaries anywhere within the Territory (as defined in the CIC Agreements) during the Subject Period.

In addition, we have adopted a severance pay plan for executives that provides guidance for severance pay, continued medical and health benefits, payment of accrued but unused paid time off and an allowance for outplacement services for our executive officers following certain terminations not related to a change-in-control.

Incentive Compensation Recovery Policy

The 2014 LTIP contains a clawback provision that would allow us, in the event that there is a material restatement of our financial results, to (i) cancel part or all of the outstanding portion of any award, whether or not vested, and/or (ii) require a participant to repay an amount, satisfied in cash or in another form of consideration, such as shares of common stock as permitted by applicable law and as acceptable to the Compensation Committee, equal to all or any portion of the value of shares of common stock that have been issued and other payments that have been made to the participant pursuant to any award within the two years preceding the date on which we are required to prepare an accounting restatement, to the extent that such value or payment amount was based on the erroneous data and exceeded the value or amount that would have been paid to the participant under the accounting restatement. The 2014 LTIP also permits us, to the extent required to comply with applicable laws and/or any compensation recovery or clawback policy adopted by us after the date the 2014 LTIP was approved by our Stockholders, to unilaterally amend the clawback provision in the 2014 LTIP, with any such amendment binding on all participants.

The Senior Executive Bonus Plan also contains a clawback provision that would allow us to recoup certain compensation and awards paid to our officers in certain circumstances in the event that there is a material restatement of our financial results.

Deductibility of Executive Compensation

Our Compensation Committee reviews and considers the deductibility of executive compensation under Code Section 162(m), which provides that we may not deduct compensation of more than \$1 million that is paid to certain individuals. As part of Tax Cuts and Jobs Act (“Tax Reform”) that was signed into law December 22, 2017, the ability to rely on exemptions from the \$1 million limitation for “qualified performance-based compensation” was eliminated, and the limitation on deductibility was generally expanded to include all named executive officers. While the Committee recognizes the nondeductibility provisions of Code Section 162(m), the Committee believes that shareholder interests are best served by not restricting the Committee’s discretion and flexibility in structuring compensation programs, even though such programs may result in non-deductible compensation expenses.

Stock Ownership Guidelines

Our Compensation Committee has established stock ownership guidelines that require ownership of our stock that is five times base salary for our chief executive officer, three times base salary for our other executive officers and two times the annual retainer for directors, subject to certain achievement timelines. Until the stock ownership guidelines are met, executive officers and directors are required to retain 50% of any shares of stock they receive on a net after tax basis. Our executive officers and directors currently comply with the applicable stock ownership guidelines.

Restrictions on Pledges of our Securities and Certain Trading Practices

Among other things, our Insider Trading Policy does not permit any director or associate of the Company, including officers, to engage in short sales or trade in market options or any other kind of derivatives related to Company securities, hold the Company’s securities in a margin account or pledge Company securities as collateral for a loan or engage in hedging or monetization transactions, such as zero-cost collars and forward sale contracts.

Compensation Risk Assessment

Our Compensation Committee has reviewed our compensation policies and practices, including incentive programs, to ensure they do not encourage unreasonable or excessive risk-taking. Based upon this review, we believe our compensation policies and practices are not reasonably likely to expose us to unreasonable or excessive risk that could have a material adverse effect on us. We believe our practice of providing a significant portion of compensation in the form of long-term equity compensation and using multiple performance measures in our incentive plans serve to balance risk and reward. We also maintain a prohibition on hedging and an incentive compensation recovery policy to mitigate undue risk associated with compensation.

Management Development and Compensation Committee Report

As the Management Development and Compensation Committee of the board of directors of Enova International, Inc., we have reviewed and discussed the foregoing Compensation Discussion and Analysis (*CD&A*) with the Company's management. Based on this review and discussion, the Management Development and Compensation Committee recommends to the Company's board of directors that the CD&A be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and this proxy statement.

Daniel R. Feehan, Chair
Gregg A. Kaplan
Mark A. Tebbe

Executive Compensation

Summary Compensation Table – 2018, 2017 and 2016

The following table and footnotes describe the compensation of our NEOs in 2018, 2017 and 2016.

Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Bonus (\$) ⁽¹⁾⁽²⁾	Stock Awards (\$) ⁽³⁾	Option Awards (\$) ⁽⁴⁾	Non-Equity Incentive Plan Compensation (\$) ⁽¹⁾⁽⁵⁾	All Other Compensation (\$) ⁽⁶⁾	Total (\$)
David Fisher	2018	760,385	218,982	1,759,490	1,759,498	976,572	234,756	5,709,683
Chief Executive Officer	2017	717,500	372,994	1,449,986	1,449,994	533,256	195,230	4,718,959
(Principal Executive Officer)	2016	660,000	288,000	691,900	286,000	537,000	155,185	2,618,085
Steven Cunningham	2018	457,115	348,879	517,497	517,498	357,355	100,356	2,298,700
Chief Financial Officer	2017	435,000	302,783	435,002	435,006	223,967	98,470	1,930,228
(Principal Financial Officer)	2016	234,231	223,402	749,995	—	210,430	37,618	1,455,676
Greg Zeeman	2018	503,846	—	568,121	568,122	421,977	136,746	2,198,812
Chief Operating Officer	2017	489,808	261,936	556,894	556,875	273,064	127,105	2,265,682
	2016	450,000	292,000	524,165	216,666	274,000	83,737	1,840,567
Kirk Chartier	2018	378,269	145,838	427,488	427,491	295,703	94,680	1,769,469
Chief Marketing Officer	2017	362,116	80,873	410,611	410,632	187,927	93,124	1,545,283
	2016	336,154	80,000	156,200	64,566	180,000	75,818	892,737
Sean Rahilly ⁽⁷⁾	2018	329,673	45,421	378,729	178,744	202,565	91,450	1,226,582
General Counsel, Chief Compliance Officer & Secretary								

- (1) Portions of the amounts in these columns have been deferred under the Enova 401(k) plan or the Enova NQSP for certain of our NEOs.
- (2) The amounts in this column include bonuses paid under the Discretionary Bonus Plan portion of the 2018 STI plan, which were earned in fiscal year 2018 and paid in fiscal year 2019. The amount in this column for Mr. Cunningham includes a \$525,000 signing bonus received upon commencement of his employment during 2016, of which \$175,000 was paid in each of 2016, 2017 and 2018. The amount in this column for Mr. Zeeman includes a \$600,000 signing bonus received upon commencement of his employment during 2015, of which \$200,000 was paid in each of 2016 and 2017.
- (3) The amounts shown in this column reflect RSU awards granted under the 2014 LTIP. The amounts shown in this column represent the aggregate grant date fair value of these awards, as determined in accordance with ASC 718. The amounts in this column were calculated by multiplying the number of RSUs granted by the closing stock price of Enova's common stock on the last trading day preceding the grant date, which was \$20.85 for the RSUs granted to Mr. Fisher, Mr. Cunningham, Mr. Zeeman and Mr. Chartier in February 2018; \$20.85 for 8,573 of the RSUs granted to Mr. Rahilly in February 2018 and \$26.21 for 7,630 of the RSUs granted to Mr. Rahilly in October 2018; \$14.80 for the RSUs granted to the NEOs in 2017, \$6.29 for the RSUs granted to Mr. Fisher, Mr. Zeeman, Mr. Chartier and Mr. Rahilly in 2016 and \$7.20 for the RSUs granted to Mr. Cunningham in 2016.
- (4) The amounts shown in this column reflect stock option awards granted under the 2014 LTIP. The amounts shown in this column represent the aggregate grant date fair value, as determined in accordance with ASC 718. The amounts in this column were calculated by multiplying the number of stock options granted by the fair market value based on the Black-Scholes method of valuation, which was \$9.33 for the stock options granted in 2018, \$6.60 for the stock options granted in 2017 and \$2.60 for the stock options granted in 2016.
- (5) The 2018 amounts shown in this column reflect payments made under the Senior Executive Bonus Plan portion of the 2018 STI plan. See "Compensation Discussion and Analysis—2018 Compensation for Named Executive Officers—Short-Term Incentive Compensation."

The 2017 amounts shown in this column reflect payments made under the Senior Executive Bonus Plan portion of the 2017 STI plan.

The 2016 amount shown in this column for Mr. Fisher reflects a payment made under the Discretionary Bonus Plan.

- (6) The 2018 amounts shown include the following:

Name	Nonqualified Savings Plan Contributions by Enova (\$)	SERP Contributions by Enova (\$) ^(a)	401(k) Contributions by Enova (\$)	Perquisites, Personal Benefits and Other (\$) ^(b)	Total (\$)
Mr. Fisher	34,791	155,965	17,446	26,554	234,756
Mr. Cunningham	—	68,545	13,625	18,186	100,356
Mr. Zeeman	14,096	75,496	19,075	28,079	136,746
Mr. Chartier	—	57,039	19,075	18,566	94,680
Mr. Rahilly	5,304	43,171	12,351	30,624	91,450

- (a) Includes contributions made by Enova in 2019 that were earned in 2018.

- (b) Consists of premiums paid by the Company for supplemental health care and insurance benefits for all of the NEOs, parking garage rental fees paid by the Company on behalf of Mr. Fisher, Mr. Zeeman and Mr. Rahilly, travel club dues for Mr. Cunningham and Mr. Chartier and a fee for a Company-sponsored athletic event paid by the Company on behalf of Mr. Cunningham. None of the individual amounts exceed the greater of \$25,000 or 10% of the total amount of perquisites and personal benefits for the applicable NEO.

- (7) No amounts are included for Mr. Rahilly for 2016 and 2017 as 2018 is the first year for which he was an NEO.

Executive Agreements

Employment Letter Agreement with Mr. Cunningham

Pursuant to the terms of his offer letter, the material terms of Mr. Cunningham's compensation include an annualized base salary of \$435,000 and a short-term discretionary performance bonus with a target value of 70% of his annual base salary under the Company's Senior Executive Bonus Plan and the Company's Discretionary Bonus Plan. The bonus paid for 2016 performance was prorated as of Mr. Cunningham's start date; provided, however that for purposes of calculating the bonus, Mr. Cunningham's start date was deemed to be three months prior to his actual start date, and the amount of the bonus was to be not less than the target value, as prorated for Mr. Cunningham's deemed start date. Mr. Cunningham was also eligible to receive an annual long-term incentive award in the form of RSUs and stock options under the 2014 LTIP with a target value of 200% of his annual base salary, subject to the discretion and approval of the Board, with the award granted in the first quarter of 2017 at the time other annual awards were made under the 2014 LTIP. Mr. Cunningham also received a new hire equity award valued at \$750,000, which consisted of RSUs awarded under the 2014 LTIP. The RSU award vests in increments of 25% on the first four anniversaries of the award date, subject to the conditions of the 2014 LTIP. Mr. Cunningham also received a cash sign-on bonus of \$525,000, one-third of which was paid within 30 days of Mr. Cunningham's start date, one-third of which was paid on the first anniversary of his start date and one-third of which will be paid on the second anniversary of his start date. Repayment of the first installment of the cash sign-on bonus would have been required if Mr. Cunningham separated from the Company voluntarily earlier than 12 months from the date of employment. Mr. Cunningham also participates in the Company's customary health and welfare benefit programs available to other executive officers, and he has entered into a CIC Agreement.

Employment Letter Agreement with Mr. Zeeman

Pursuant to the terms of his offer letter, the material terms of Mr. Zeeman's compensation included an annualized base salary of \$450,000 and, beginning in 2016, a target cash bonus of 75% of his annual base salary (under the Company's Senior Executive Bonus Plan and Discretionary Bonus Plan). Also beginning in 2016,

Mr. Zeeman was eligible to receive an annual long-term incentive award under the Company’s long-term incentive plan with a target value of 225% of his annual base salary, with the same equity mix and vesting schedule as other annual award recipients and a minimum award value of \$1,000,000 for the 2016 grant. Mr. Zeeman also received a new hire equity award valued at \$1,200,000, consisting of 50% RSUs and 50% non-qualified stock options. The RSU award vests in increments of 25% on the first four anniversaries of the award date, and the stock options vest in increments of 33.33% on the first three anniversaries of the award date, subject to continued employment. Mr. Zeeman also received a cash sign-on bonus of \$600,000, one-third of which was paid within 30 days of Mr. Zeeman’s start date and one-third of which was paid on the first and second anniversaries of his start date. Repayment of the first installment of the cash sign-on bonus would have been required if Mr. Zeeman separated from the Company voluntarily earlier than 12 months from the date of employment. Mr. Zeeman also participates in the Company’s customary health and welfare benefits available to other executive officers, and he has entered into a CIC Agreement.

Grants of Plan-Based Awards – 2018

The following table provides information about the equity and non-equity plan-based awards made to our NEOs under the 2014 LTIP and our STI plan during 2018.

Name	Grant Date	Estimated Possible Payouts under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#) ⁽¹⁾	All Other Option Awards: Number of Securities Underlying Options (#) ⁽¹⁾	Exercise or Base Price Awards (\$) ⁽¹⁾	Grant Date Fair Value of Stock and Option Awards (\$) ⁽²⁾
		Threshold (\$)	Target (\$)	Maximum (\$)				
Mr. Fisher	2/13/2018 ⁽³⁾	327,969	655,937	1,311,874	—	—	—	—
	2/13/2018 ⁽⁴⁾	—	218,646	—	—	—	—	—
	2/13/2018 ⁽⁵⁾	—	—	—	—	188,585	20.85	1,759,498
Mr. Cunningham	2/13/2018 ⁽⁶⁾	—	—	—	84,388	—	—	1,759,490
	2/13/2018 ⁽³⁾	120,013	240,026	480,051	—	—	—	—
	2/13/2018 ⁽⁴⁾	—	80,009	—	—	—	—	—
Mr. Zeeman	2/13/2018 ⁽⁵⁾	—	—	—	—	55,466	20.85	517,498
	2/13/2018 ⁽⁶⁾	—	—	—	24,820	—	—	517,497
	2/13/2018 ⁽³⁾	141,715	283,431	566,861	—	—	—	—
Mr. Chartier	2/13/2018 ⁽⁴⁾	—	94,477	—	—	—	—	—
	2/13/2018 ⁽⁵⁾	—	—	—	—	60,892	20.85	568,122
	2/13/2018 ⁽⁶⁾	—	—	—	27,248	—	—	568,121
Mr. Rahilly	2/13/2018 ⁽³⁾	99,308	198,615	397,231	—	—	—	—
	2/13/2018 ⁽⁴⁾	—	66,205	—	—	—	—	—
	2/13/2018 ⁽⁵⁾	—	—	—	—	45,819	20.85	427,491
Mr. Rahilly	2/13/2018 ⁽⁶⁾	—	—	—	20,503	—	—	427,488
	2/13/2018 ⁽³⁾	68,029	136,057	272,114	—	—	—	—
	2/13/2018 ⁽⁴⁾	—	45,352	—	—	—	—	—
	2/13/2018 ⁽⁵⁾	—	—	—	—	19,158	20.85	178,744
Mr. Rahilly	2/13/2018 ⁽⁶⁾	—	—	—	8,573	—	—	178,747
	10/9/2018 ⁽⁶⁾	—	—	—	7,630	—	—	199,982

- (1) Time-based RSU and stock option awards were made to executives under the 2014 LTIP.
- (2) The amount shown represents the aggregate grant date fair value of RSU and stock option awards that were granted under the 2014 LTIP, as determined in accordance with ASC 718.
- (3) The amounts shown represent potential cash-based payments under our Senior Executive Bonus Plan for 2018 for our NEOs. See “Compensation Discussion and Analysis—2018 Compensation for Named Executive Officers—Short-Term Incentive Compensation” for additional information regarding our Senior Executive Bonus Plan for 2018.
- (4) The amounts shown represent potential cash-based payments under our Discretionary Bonus Plan for 2018 for our NEOs. See “Compensation Discussion and Analysis—2018 Compensation for Named Executive

Officers—Short-Term Incentive Compensation” for additional information regarding our Discretionary Bonus Plan for 2018.

- (5) Represent grants of stock options made during 2018 under the 2014 LTIP. Stock options vest one-third on each anniversary of their respective grant dates, subject to continued employment of the participant.
- (6) Represent grants of RSUs made during 2018 under the 2014 LTIP. RSUs vest one-quarter on each anniversary of their respective grant dates, subject to continued employment of the participant.

Outstanding Equity Awards at 2018 Fiscal Year End

The following table provides information on our NEOs’ holdings of unvested RSUs and stock options as of December 31, 2018. All shares refer to shares of our common stock.

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽¹⁾	Option Exercise Price (\$/sh)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) ⁽²⁾	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽³⁾
Mr. Fisher						
12/13/14 Grant.....	350,000	—	23.04	12/13/21	—	—
3/20/15 Grant.....	68,122	—	23.14	12/13/21	—	—
2/23/16 Grant.....	73,334	36,666	6.29	2/23/23	36,666	713,520
2/17/17 Grant.....	73,232	146,464	14.80	2/17/24	73,479	1,429,901
2/13/18 Grant.....	—	188,585	20.85	2/13/25	84,388	1,642,190
Mr. Cunningham						
6/22/16 Grant.....	—	—	—	—	31,248	608,086
2/17/17 Grant.....	13,182	26,364	14.80	2/17/24	13,224	257,339
2/13/18 Grant.....	—	33,278	20.85	2/13/25	14,892	289,798
Mr. Zeeman						
11/14/15 Grant.....	191,082	—	8.04	11/14/22	18,656	363,046
2/23/16 Grant.....	55,556	27,777	6.29	2/23/23	27,777	540,540
2/17/17 Grant.....	28,125	56,250	14.80	2/17/24	28,221	549,181
2/13/18 Grant.....	—	60,892	20.85	2/13/25	27,248	530,246
Mr. Chartier						
12/13/14 Grant.....	69,275	—	23.04	12/13/21	—	—
2/23/16 Grant.....	16,556	8,277	6.29	2/23/23	8,277	161,070
2/17/17 Grant.....	20,739	41,478	14.80	2/17/24	20,808	404,924
2/13/18 Grant.....	—	45,819	20.85	2/13/25	20,503	398,988
Mr. Rahilly						
12/13/14 Grant.....	59,032	—	23.04	12/13/21	—	—
2/23/16 Grant.....	8,389	4,194	6.29	2/23/23	4,194	81,615
2/17/17 Grant.....	8,333	16,666	14.80	2/17/24	8,361	162,705
2/13/18 Grant.....	—	19,158	20.85	2/13/25	8,573	166,831
10/09/18 Grant.....	—	—	—	—	7,630	148,480

- (1) Represent grants of stock options made during 2016, 2017 and 2018 under the 2014 LTIP. Stock options vest one-third on each anniversary of their respective grant dates, subject to continued employment by the participant.
- (2) Represent grants of RSUs made during 2016, 2017 and 2018 under the 2014 LTIP. The RSUs granted in 2017 and 2018 and the RSUs granted to Mr. Cunningham in 2016 vest one-quarter on each anniversary of their respective grant dates, subject to continued employment by the participant. All other RSUs granted in 2016

vest one-third on each anniversary of their respective grants dates, subject to continued employment by the participant.

- (3) The market value of the unvested RSUs is based on the closing price of the Company's common stock as of December 31, 2018, which was \$19.46.
- (4) This amount reflects distributions to Mr. Cunningham's former spouse pursuant to a domestic relations order.

Option Exercises and Stock Vested – 2018

The following table provides information on the aggregate number of shares acquired in 2018 upon the vesting of time-based RSUs granted under the 2014 LTIP in 2017, 2016, 2015 and 2014 and the value realized, before payment of any applicable withholding tax and broker commissions. No options were exercised in fiscal year 2018.

Name	Stock Awards	
	Number of Shares	
	Acquired on Vesting ⁽¹⁾	Value Realized on Vesting (\$) ⁽²⁾
Mr. Fisher	97,826	2,143,173
Mr. Cunningham.....	33,390	1,119,170
Mr. Zeeman.....	55,840	1,278,626
Mr. Chartier	21,288	470,790
Mr. Rahilly.....	12,157	265,007

- (1) Includes Enova stock acquired under time-based RSUs granted under the 2014 LTIP to Messrs. Fisher, Chartier and Rahilly that vested on December 13, 2018, to Mr. Zeeman that vested on November 14, 2018, to Mr. Cunningham that vested on June 22, 2018 and to Messrs. Fisher, Zeeman, Chartier and Rahilly that vested on February 17, 2018 and February 23, 2018.
- (2) Value reflects the closing price of Enova common stock on the vesting date.

Nonqualified Deferred Compensation

The following table shows compensation deferred by each NEO under the Enova NQSP and the Enova SERP. Additional information about the Enova NQSP and the Enova SERP is included under "Compensation Discussion and Analysis—Retirement and Other Benefits."

Name	Plan	Executive	Registrant	Aggregate	Aggregate	Aggregate
		Contributions in 2018 (\$) ⁽¹⁾	Contributions in 2018 (\$) ⁽²⁾	Earnings in 2018 (\$) ⁽³⁾	Withdrawals / Distributions (\$)	Balance at 12/31/2018 (\$) ⁽⁴⁾⁽⁵⁾
Mr. Fisher	Enova NQSP	69,582	34,791	(17,499)	—	380,432
	Enova SERP	—	155,965	(23,320)	—	718,510
Mr. Cunningham	Enova NQSP	—	—	—	—	—
	Enova SERP	—	68,545	(3,723)	(40,268) ⁽⁶⁾	108,142
Mr. Zeeman	Enova NQSP	28,192	14,096	(5,342)	—	36,946
	Enova SERP	—	75,496	(8,319)	—	196,186
Mr. Chartier.....	Enova NQSP	—	—	—	—	—
	Enova SERP	—	57,039	(9,647)	—	231,545
Mr. Rahilly	Enova NQSP	10,609	5,304	(669)	—	15,244
	Enova SERP	—	43,171	(7,974)	—	122,971

- (1) All executive contributions to the Enova NQSP described in this column are included within amounts reported in the “Salary” and “Non-Equity Incentive Plan Compensation” columns of the Summary Compensation Table for 2018.
- (2) All Company contributions to the Enova NQSP and the Enova SERP described in this column are included within the “All Other Compensation” column of the Summary Compensation Table for 2018. The contributions to the Enova SERP specified in this column reflect the contributions that were earned in 2018 and made in February 2019.
- (3) The amounts included in this column, which are not included in the Summary Compensation Table, reflect the rate of return that each NEO has selected for his or her Enova NQSP and Enova SERP accounts from an array of investment options that may be changed by the participant in each plan at any time and that generally mirror the funds in the Enova 401(k) plan. The 2018 annual rates of return for the investment options available for all or most of the calendar year ended December 31, 2018 were as follows:

Name of Fund	Rate of Return (%)	Name of Fund	Rate of Return (%)
DFA Emerging Markets Value I.....	(11.93)	DFA US Small Cap I.....	(13.13)
Fidelity 500 Index Institutional Prem	(4.40)	Fidelity Extended Market Index.....	(9.36)
Fidelity Large Cap Growth Idx Instl Prm.....	(1.64)	Fidelity Large Cap Value Index Prm Inst..	(8.26)
Fidelity Total Bond.....	(0.69)	Oakmark International Institutional.....	(23.32)
Vanguard Federal Money Market Inv.....	1.78	Vanguard Target Retirement 2015 Inv.....	(2.97)
Vanguard Target Retirement 2020 Inv	(4.24)	Vanguard Target Retirement 2025 Inv.....	(5.15)
Vanguard Target Retirement 2030 Inv	(5.86)	Vanguard Target Retirement 2035 Inv.....	(6.58)
Vanguard Target Retirement 2040 Inv	(7.32)	Vanguard Target Retirement 2045 Inv.....	(7.90)
Vanguard Target Retirement 2050 Inv	(7.90)	Vanguard Target Retirement 2055 Inv.....	(7.89)
Vanguard Target Retirement 2060 Inv	(7.87)	Vanguard Target Retirement 2065 Inv.....	(7.95)
Vanguard Target Retirement Income Inv	(1.99)	Vanguard Total Bond Market Index Adm..	(0.03)
Vanguard Total Intl Stock Index Admiral	(14.43)		

- (4) Includes the 2018 Enova SERP contributions shown under the “Registrant Contributions in 2018” column that were made in February 2019 for the NEOs that were employed as of December 31, 2018.
- (5) The vested portion of Mr. Cunningham and Mr. Zeeman’s Enova SERP balances at December 31, 2018 were \$43,257 and \$117,712, respectively. Mr. Fisher was fully vested in his Enova NQSP balance and Mr. Fisher, Mr. Chartier and Mr. Rahilly were fully vested in their Enova SERP balances at December 31, 2018.
- (6) This amount was distributed to Mr. Cunningham’s former spouse pursuant to a domestic relations order.

Potential Payments upon Termination or Change-in-Control

We have entered into the CIC Agreements with our executive officers. We have also adopted a severance pay plan for executives that we may follow in the case of an involuntary termination. See “Compensation Discussion and Analysis—Severance Arrangements for Named Executive Officers” for additional information.

Payments Made Upon Resignation, Retirement, Termination, Death or Disability

We have adopted a severance pay plan (the *Severance Pay Plan*) for executives that provides guidance for severance pay, continued medical and health benefits, payment of accrued but unused paid time off and an allowance for outplacement services for our executive officers following certain terminations not related to a change-in-control. Under our Severance Pay Plan each of our NEOs is entitled to receive severance pay and benefits if his or her employment is involuntarily terminated due to restructuring, job elimination or other circumstances that Enova determines warrant the provision of severance benefits. Upon termination of employment for any of these

reasons, if the executive agrees to a general release of Enova and its affiliates related to employment claims arising from the termination and a promise to comply with confidentiality and nonsolicitation provisions, the executive will be entitled to severance pay equal to the number of months of base salary and payable over the period reflected in the table below:

<u>Years of Employment</u>	<u>Executive</u>	<u>CEO</u>
1 but less than 5	9 months	12 months
5 but less than 10	12 months	18 months
10 but less than 15	18 months	24 months
15 or more	24 months	24 months

In addition, each executive is entitled to receive:

- Continued medical benefits for the shorter of the period set forth in the table above or the period during which the former executive is covered by COBRA, with our continuing to pay the portion of COBRA premiums that exceed the portion of health care premiums that current employees are required to pay (*Employer COBRA Premiums*) and for the costs of supplemental health care benefits in excess of the amount current executives are required to pay (*Employer Supplemental Executive Health Care Premiums*); and
- A lump sum equal to all accrued but unpaid vacation and paid time off.

Payment of other benefits and perquisites will cease on the officer’s termination date.

Regardless of whether an executive’s employment terminates due to retirement, resignation, involuntary termination, death or disability, he or she is entitled to receive amounts earned during his or her term of employment. Such amounts include: vested grants under the 2014 LTIP or any previous incentive plan and vested contributions and earnings under the Enova 401(k) plan, the Enova NQSP and the Enova SERP. In addition, if the NEO dies, his or her estate would receive payments under the group life insurance plan.

In all cases Enova has complete discretionary authority to award greater or lesser amounts of severance pay and benefits.

Payments made Upon a Change-in-Control

The CIC Agreements with our NEOs specify the payments that they are to receive if they are terminated in connection with or during a specified period following a change-in-control. See “Compensation Discussion and Analysis—Severance Arrangements for NEOs.”

Executive CIC Agreements.

The CIC Agreement with Mr. Fisher provides that if, within 12 months after a “change-in-control” of Enova, Enova terminates Mr. Fisher’s employment without cause or if Mr. Fisher voluntarily terminates his employment with good reason (including a reduction in his duties or compensation or relocation of place of employment), then Mr. Fisher will be entitled to:

- earned and unpaid salary;
- a pro-rated portion of the target annual bonus (or short-term incentive compensation) under the existing bonus (or short-term incentive compensation) plan based on the number of months employed during the year;
- a lump sum equal to all accrued but unpaid vacation and paid time off;
- a lump sum equal to two times the higher of the executive’s annual rate of base salary on the date of termination or on the date of change-in-control;

- a lump sum equal to two times the greater of (i) the target bonus (or short-term incentive compensation) for the year, or (ii) the actual bonus (or short-term incentive compensation) for the preceding year;
- immediate vesting of any outstanding unvested cash-based and equity-based long-term incentive awards with the amount paid with respect to (i) cash-based awards to be equal to the greater of (A) the amount calculated under the award agreement based on the higher of the target or the actual achievement of the performance goals or (B) the amount to which the executive would be entitled under the provisions of the award agreement, and (ii) performance-based equity awards to be equal to the maximum amount available under each award;
- continued medical and health care benefits for 24 months, consisting of Employer COBRA Premiums to be paid over an 18-month period and an amount equal to (i) six times the first monthly Employer COBRA Premium and (ii) 24 times the first monthly Employer Supplemental Executive Health Care Premium, paid in a lump sum; and
- executive placement services from an executive search/placement firm of up to \$50,000.

The CIC Agreement with our other NEOs provide that if, within 12 months after a “change-in-control” of Enova, Enova terminates the NEO’s employment without cause or if the NEO voluntarily terminates his or her employment with good reason (including a reduction in his or her duties or compensation or relocation of place of employment), then the executive will be entitled to:

- earned and unpaid salary;
- a pro-rated portion of the target annual bonus (or short-term incentive compensation) under the existing bonus (or short-term incentive compensation) plan based on the number of months employed during the year;
- a lump sum equal to all accrued but unpaid vacation and paid time off;
- a lump sum equal to the higher of the executive’s annual rate of base salary on the date of termination or on the date of change-in-control;
- a lump sum equal to the greater of (i) the target bonus (or short-term incentive compensation) for the year, or (ii) the actual bonus (or short-term incentive compensation) for the preceding year;
- immediate vesting of any outstanding unvested cash-based and equity-based long-term incentive awards with the amount paid with respect to (i) cash-based awards to be equal to the greater of (A) the amount calculated under the award agreement based on the higher of the target or the actual achievement of the performance goals or (B) the amount to which the executive would be entitled under the provisions of the award agreement, and (ii) performance-based equity awards to be equal to the maximum amount available under each award;
- continued medical and health care benefits for 12 months, consisting of Employer COBRA Premiums to be paid over a 12-month period and an amount equal to (i) six times the first monthly Employer COBRA Premium and (ii) 12 times the first monthly Employer Supplemental Executive Health Care Premium, paid in a lump sum; and
- executive placement services from an executive search/placement firm of up to \$25,000.

Certain payments under the CIC Agreements will be delayed for six months if required by Section 409A of the Code. In addition, the CIC Agreements provide that a change-in-control is deemed to occur under the circumstances described below under “Change-in-Control Definitions.”

Accelerated Vesting of Awards under the Enova Long-Term Incentive Plan.

The agreements relating to RSUs and stock options granted under the 2014 LTIP provide that the vesting and payment of RSUs and stock options will be accelerated if there is a change-in-control and, within 12 months afterward, Enova terminates the executive’s employment without cause or if the executive voluntarily terminates his or her employment with good reason (including a reduction in his or her duties or compensation or relocation of place of employment).

Accelerated Vesting under the Enova SERP and the Enova NQSP.

The Enova SERP provides that the vesting under the Enova SERP will be accelerated if there is a change-in-control or if the executive's employment is terminated as a result of his or her job being eliminated. The Enova NQSP provides that the vesting of the unvested portion of Enova's matching amounts contributed to a NEO's Enova NQSP account will accelerate in the event of a change-in-control or if the executive's employment is terminated as a result of death or disability or of his or her job being abolished.

Change-in-Control Definitions.

The CIC Agreement with Mr. Fisher, the CIC Agreements with our other NEOs, the RSU awards and stock option awards granted to our NEOs under the 2014 LTIP, the Enova SERP and the Enova NQSP each provide that a change-in-control is deemed to occur:

- if any person or group acquires ownership of Enova stock that, together with all other Enova's stock held by that person or group, constitutes more than 50% of the total voting power or total fair market value of Enova stock;
- if, during any 12-month period, any person or group acquires ownership of Enova stock with at least 30% of the total voting power;
- if, during any 12-month period, a majority of the Enova directors at the beginning of such period are replaced, other than in specific circumstances; or
- if, during any 12-month period, any person or group acquires assets of Enova with an aggregate fair market value of at least 40% of the fair market value of all of Enova's gross assets immediately prior to such acquisition or acquisitions.

Distribution of Nonqualified Deferred Compensation

Our NEOs are entitled to receive the vested amounts in their accounts under the Enova NQSP and the Enova SERP if their employment with us terminates. The last column in the Nonqualified Deferred Compensation Table reports each NEO's aggregate balance at December 31, 2018 under each plan. Messrs. Chartier, Cunningham, Rahilly, Fisher and Zeeman were vested in 80%, 20%, 80%, 80% and 40%, respectively, in each of their Enova SERP balances at December 31, 2018. All of our NEOs who had balances in the Enova NQSP at December 31, 2018 were fully vested. The account balances continue to be credited with increases or decreases reflecting changes in the value of the investments against which the account balances are calculated, and to accrue interest income or dividend payments, as applicable, between the termination event and the date distributions are made. Therefore, amounts that the NEO would actually receive would differ from those shown in the Nonqualified Deferred Compensation Table.

Potential Payments

The following tables and disclosures show the potential payments that could have been made to our NEOs, under our contracts, agreements, plans and arrangements, whether written or unwritten, in the event of a change-in-control or termination of employment, assuming such event occurred on December 31, 2018, based on the closing price of our common stock of \$19.46 (as reported on the NYSE as of December 31, 2018).

David Fisher

	<u>Retirement, Death or Disability (\$)</u>	<u>Involuntary Termination Other than for Cause (\$)</u>	<u>Involuntary Termination Other than for Cause/ Voluntary Termination with Good Reason Following a Change-in- Control (\$)</u>
Severance.....	—	1,147,500 ⁽¹⁾	3,342,500 ⁽²⁾
Short-term incentive compensation	—	—	874,583 ⁽³⁾
Accelerated vesting of Restricted Unit Awards and stock options.....	—	—	4,951,025 ⁽⁴⁾
Continued health benefits	—	43,448 ⁽⁵⁾	57,931 ⁽⁶⁾
Accrued & unused paid time off.....	91,212 ⁽⁷⁾⁽⁸⁾	91,212 ⁽⁷⁾⁽⁸⁾	91,212 ⁽⁷⁾⁽⁸⁾
Outplacement benefits	—	—	50,000
Total	<u>91,212</u>	<u>1,282,160</u>	<u>9,367,251</u>

- (1) Includes 18 months' base salary payable over an 18-month period following termination that would be payable under the terms of our Severance Pay Plan. Mr. Fisher was Chief Executive Officer as of December 31, 2018.
- (2) This amount is (a) two times Mr. Fisher's base salary as of December 31, 2018 and (b) two times his actual annual bonus payment under the annual bonus plans in which he participated in the prior year that would be payable under the terms of the CIC Agreement with Mr. Fisher. To be paid as a lump sum.
- (3) This amount is the target award under the 2018 STI plan that would be payable under the terms of the CIC Agreement with Mr. Fisher.
- (4) This is the intrinsic value as of December 31, 2018 of (a) 36,666 RSUs granted to Mr. Fisher during 2016, (b) 73,479 RSUs granted to Mr. Fisher during 2017, (c) 84,388 RSUs granted to Mr. Fisher during 2018, (d) 36,666 stock options granted to Mr. Fisher during 2016, (e) 146,464 stock options granted to Mr. Fisher during 2017 and (f) 188,585 stock options granted to Mr. Fisher during 2018, all of which were granted under the 2014 LTIP and were unvested as of December 31, 2018.
- (5) Consists of Employer COBRA Premiums to be paid over an 18-month period and Employer Supplemental Executive Health Care Premiums to be paid over an 18-month period.
- (6) Consists of Employer COBRA Premiums to be paid over an 18-month period and an amount equal to (i) six times the first monthly Employer COBRA Premium and (ii) 24 times the first monthly Employer Supplemental Executive Health Care Premium, paid in a lump sum.
- (7) Calculated based on Mr. Fisher's salary at December 31, 2018. Assumes none of Mr. Fisher's 248 hours of accrued paid time off available for the 2018 year had been used.
- (8) Under certain circumstances, Illinois, the state where Mr. Fisher is employed, requires payment of accrued and unused vacation.

Steven Cunningham

	<u>Retirement, Death or Disability (\$)</u>	<u>Involuntary Termination Other than for Cause (\$)</u>	<u>Involuntary Termination Other than for Cause/ Voluntary Termination with Good Reason Following a Change-in- Control (\$)</u>
Severance	—	345,000 ⁽¹⁾	811,750 ⁽²⁾
Short-term incentive compensation	—	—	495,034 ⁽³⁾
Accelerated vesting of Restricted Unit Awards and stock options	—	—	1,278,079 ⁽⁴⁾
Accelerated vesting of SERP balance.....	—	—	64,885 ⁽⁵⁾
Continued health benefits	—	22,441 ⁽⁶⁾	29,921 ⁽⁷⁾
Accrued & unused paid time off.....	46,000 ⁽⁸⁾⁽⁹⁾	46,000 ⁽⁸⁾⁽⁹⁾	46,000 ⁽⁸⁾⁽⁹⁾
Outplacement benefits	—	—	25,000
Total	<u>46,000</u>	<u>413,441</u>	<u>2,750,669</u>

- (1) Includes nine months' base salary payable over a nine-month period following termination that would be payable under the terms of our Severance Pay Plan. Mr. Cunningham was Chief Financial Officer as of December 31, 2018.
- (2) This amount is (a) Mr. Cunningham's base salary as of December 31, 2018 and (b) his target STI award that would be payable under the terms of the CIC Agreement. To be paid as a lump sum.
- (3) This amount is (a) the target award under the 2018 STI plan and (b) the unpaid portion of Mr. Cunningham's cash sign-on bonus that would be payable under the terms of the CIC Agreement with Mr. Cunningham.
- (4) This is the intrinsic value as of December 31, 2018 of (a) 52,082 RSUs granted to Mr. Cunningham during 2016, (b) 22,044 RSUs granted to Mr. Cunningham during 2017, (c) 24,820 RSUs granted to Mr. Cunningham during 2018, (d) 43,940 stock options granted to Mr. Cunningham during 2017 and (e) 55,466 stock options granted to Mr. Cunningham during 2018, all of which were granted under the 2014 LTIP and were unvested as of December 31, 2018.
- (5) Represents the unvested portion of Mr. Cunningham's Enova SERP balance at December 31, 2018.
- (6) Consists of Employer COBRA Premiums to be paid over a nine-month period and Employer Supplemental Executive Health Care Premiums to be paid over a nine-month period.
- (7) Consists of Employer COBRA Premiums to be paid over a twelve-month period and Employer Supplemental Executive Health Care Premiums to be paid over a twelve-month period.
- (8) Calculated based on Mr. Cunningham's salary at December 31, 2018. Assumes none of Mr. Cunningham's 208 hours of accrued paid time off available for the 2018 year had been used.
- (9) Under certain circumstances, Illinois, the state where Mr. Cunningham is employed, requires payment of accrued and unused vacation.

Greg Zeeman

	Retirement, Death or Disability (\$)	Involuntary Termination Other than for Cause (\$)	Involuntary Termination Other than for Cause/ Voluntary Termination with Good Reason Following a Change-in- Control (\$)
Severance	—	378,750 ⁽¹⁾	882,908 ⁽²⁾
Short-term incentive compensation.....	—	—	377,908 ⁽³⁾
Accelerated vesting of Restricted Unit Awards and stock options	—	—	2,610,961 ⁽⁴⁾
Accelerated vesting of SERP balance	—	—	78,474 ⁽⁵⁾
Continued health benefits.....	—	21,962 ⁽⁶⁾	29,282 ⁽⁷⁾
Accrued & unused paid time off	52,054 ⁽⁸⁾⁽⁹⁾	52,054 ⁽⁸⁾⁽⁹⁾	52,054 ⁽⁸⁾⁽⁹⁾
Outplacement benefits.....	—	—	25,000
Total.....	52,054	452,766	4,056,587

- (1) Includes nine months' base salary payable over a nine-month period following termination that would be payable under the terms of our Severance Pay Plan. Mr. Zeeman was Chief Operating Officer as of December 31, 2018.
- (2) This amount is (a) Mr. Zeeman's base salary as of December 31, 2018 and (b) his target STI award that would be payable under the terms of the CIC Agreement. To be paid as a lump sum.
- (3) This amount is the target award under the 2018 STI plan that would be payable under the terms of the CIC Agreement with Mr. Zeeman.
- (4) This is the intrinsic value as of December 31, 2018 of (a) 18,656 RSUs granted to Mr. Zeeman during 2015, (b) 27,777 RSUs granted to Mr. Zeeman during 2016, (c) 28,221 RSUs granted to Mr. Zeeman during 2017, (d) 27,248 RSUs granted to Mr. Zeeman during 2018, (e) 27,777 stock options granted to Mr. Zeeman during 2016, (f) 56,250 stock options granted to Mr. Zeeman during 2018 and (g) 60,892 stock options granted to Mr. Zeeman during 2018, all of which were granted under the 2014 LTIP and were unvested as of December 31, 2018.
- (5) Represents the unvested portion of Mr. Zeeman's Enova SERP balance at December 31, 2018.
- (6) Consists of Employer COBRA Premiums to be paid over a nine-month period and Employer Supplemental Executive Health Care Premiums to be paid over a nine-month period.
- (7) Consists of Employer COBRA Premiums to be paid over a twelve-month period and Employer Supplemental Executive Health Care Premiums to be paid over a twelve-month period.
- (8) Calculated based on Mr. Zeeman's salary at December 31, 2018. Assumes none of Mr. Zeeman's 215 hours of accrued paid time off available for the 2018 year had been used.
- (9) Under certain circumstances, Illinois, the state where Mr. Zeeman is employed, requires payment of accrued and unused vacation.

Kirk Chartier

	<u>Retirement, Death or Disability (\$)</u>	<u>Involuntary Termination Other than for Cause (\$)</u>	<u>Involuntary Termination Other than for Cause/ Voluntary Termination with Good Reason Following a Change-in- Control (\$)</u>
Severance.....	—	380,000 ⁽¹⁾	648,800 ⁽²⁾
Short-term incentive compensation	—	—	264,821 ⁽³⁾
Accelerated vesting of Restricted Unit Awards and stock options.....	—	—	1,267,277 ⁽⁴⁾
Continued health benefits	—	29,282 ⁽⁵⁾	29,282 ⁽⁵⁾
Accrued & unused paid time off.....	45,308 ⁽⁶⁾⁽⁷⁾	45,308 ⁽⁶⁾⁽⁷⁾	45,308 ⁽⁶⁾⁽⁷⁾
Outplacement benefits	—	—	25,000
Total	<u>45,308</u>	<u>454,590</u>	<u>2,280,488</u>

- (1) Includes twelve months' base salary payable over a twelve-month period following termination that would be payable under the terms of our Severance Pay Plan. Mr. Chartier was Chief Marketing Officer as of December 31, 2018.
- (2) This amount is (a) Mr. Chartier's base salary as of December 31, 2018 and (b) his actual annual bonus payment under the annual bonus plans in which he participated in the prior year that would be payable under the terms of the CIC Agreement. To be paid as a lump sum.
- (3) This amount is the target award under the 2018 STI plan that would be payable under the terms of the CIC Agreement with Mr. Chartier.
- (4) This is the intrinsic value as of December 31, 2018 of (a) 8,277 RSUs granted to Mr. Chartier during 2016, (b) 20,808 RSUs granted to Mr. Chartier during 2017, (c) 20,503 RSUs granted to Mr. Chartier during 2018, (d) 8,277 stock options granted to Mr. Chartier during 2016, (e) 41,478 stock options granted to Mr. Chartier during 2017 and (f) 45,819 stock options granted to Mr. Chartier during 2018, all of which were granted under the 2014 LTIP and were unvested as of December 31, 2018.
- (5) Consists of Employer COBRA Premiums to be paid over a twelve-month period and Employer Supplemental Executive Health Care Premiums to be paid over a twelve-month period.
- (6) Calculated based on Mr. Chartier's salary at December 31, 2018. Assumes none of Mr. Chartier's 248 hours of accrued paid time off available for the 2018 year had been used.
- (7) Under certain circumstances, Illinois, the state where Mr. Chartier is employed, requires payment of accrued and unused vacation.

Sean Rahilly

	Retirement, Death or Disability (\$)	Involuntary Termination Other than for Cause (\$)	Involuntary Termination Other than for Cause/ Voluntary Termination with Good Reason Following a Change-in- Control (\$)
Severance.....	—	170,000 ⁽¹⁾	521,410 ⁽²⁾
Short-term incentive compensation	—	—	181,410 ⁽³⁾
Accelerated vesting of Restricted Unit Awards and stock options	—	—	692,530 ⁽⁴⁾
Continued health benefits	—	14,961 ⁽⁵⁾	29,921 ⁽⁶⁾
Accrued & unused paid time off.....	40,538 ⁽⁷⁾⁽⁸⁾	40,538 ⁽⁷⁾⁽⁸⁾	40,538 ⁽⁷⁾⁽⁸⁾
Outplacement benefits	—	—	25,000
Total	40,538	225,499	1,490,809

- (1) Includes six months' base salary payable over a six-month period following termination that would be payable under the terms of our Severance Pay Plan. Mr. Rahilly was General Counsel, Chief Compliance Officer & Secretary as of December 31, 2018.
- (2) This amount is (a) Mr. Rahilly's base salary as of December 31, 2018 and (b) his target STI award that would be payable under the terms of the CIC Agreement. To be paid as a lump sum.
- (3) This amount is the target award under the 2018 STI plan that would be payable under the terms of the CIC Agreement with Mr. Rahilly.
- (4) This is the intrinsic value as of December 31, 2018 of (a) 4,194 RSUs granted to Mr. Rahilly during 2016, (b) 8,361 RSUs granted to Mr. Rahilly during 2017, (c) 16,203 RSUs granted to Mr. Rahilly during 2018, (d) 4,194 stock options granted to Mr. Rahilly during 2016, (e) 16,666 stock options granted to Mr. Rahilly during 2017 and (f) 19,158 stock options granted to Mr. Rahilly during 2018, all of which were granted under the 2014 LTIP and were unvested as of December 31, 2018.
- (5) Consists of Employer COBRA Premiums to be paid over a six-month period and Employer Supplemental Executive Health Care Premiums to be paid over a six-month period.
- (6) Consists of Employer COBRA Premiums to be paid over a twelve-month period and Employer Supplemental Executive Health Care Premiums to be paid over a twelve-month period.
- (7) Calculated based on Mr. Rahilly's salary at December 31, 2018. Assumes none of Mr. Rahilly's 248 hours of accrued paid time off available for the 2018 year had been used.
- (8) Under certain circumstances, Illinois, the state where Mr. Rahilly is employed, requires payment of accrued and unused vacation.

CEO Pay Ratio

Pursuant to a mandate of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC adopted a rule requiring public companies to disclose in their annual proxy statements the ratio of the annual total compensation of the chief executive officer to the median employee's annual total compensation. These rules became effective for proxies filed in 2018 with respect to 2017 compensation.

For 2018, we continued to exclude international employees from our determination of the median employee, as they represented less than 5% of the total employee population of 1,211. The employee headcounts for the excluded countries were 18 in the United Kingdom and 10 in Brazil, so that the employee population after the exclusion was 1,183. We determined there has been no change in our employee population or employee

compensation arrangements that we reasonably believe would result in a significant change to our pay ratio disclosure. However, because our 2017 median employee, a customer support representative, departed during 2018, we selected another employee, a collections specialist, whose compensation is substantially similar to the original median employee based on the compensation measure used in 2017 — total cash compensation, consisting of base salary, bonus and commissions — to serve as our median employee for 2018.

We then calculated the median employee’s total annual compensation in the same manner that was used in the summary compensation table for our named executive officers, including our CEO, by considering base salary, bonuses and 401(k) employer matching contributions.

Based on this methodology, for 2018, the total annual compensation was \$5,709,683 for our CEO and \$57,480 for our median employee, a collections customer representative, resulting in a ratio of CEO pay to our median employee pay of 99 to 1.

The SEC’s rules for identifying the median compensated employee and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

Equity Compensation Plan Information

The following table provides information as of December 31, 2018 for our compensation plans under which equity securities are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (\$/sh) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders ⁽¹⁾	3,372,259	10.94	6,438,286
Equity compensation plans not approved by security holders.....	—	—	—
Total.....	<u>3,372,259</u>	<u>10.94</u>	<u>6,438,286</u>

(1) The 2014 LTIP is the only existing equity plan of the Company.

Audit Committee Report

The Audit Committee (the *Committee*) oversees our accounting and financial reporting process on behalf of the Board. The Committee is composed of four independent directors (as defined by the NYSE Listing Rules), met five times in 2018 and operates under a written charter adopted by the Board in November 2016, which is available on the Committee Charters page of our website at www.enova.com. As provided in the Charter, the Committee’s responsibilities include overseeing the quality and integrity of our financial reporting, including our systems of disclosure controls and procedures and internal controls, the qualifications and independence of our external auditors and the performance of our internal audit function and independent registered public accounting firm, and our compliance with legal and regulatory requirements. However, management has the primary responsibility for the financial statements and the reporting process, including our systems of internal controls. In fulfilling its oversight responsibilities, the Committee reviewed and discussed the audited financial statements to be included in the Annual Report on Form 10-K for the year ended December 31, 2018 with management, including a discussion of the quality and the acceptability of our financial reporting and controls as of and for the year ended December 31, 2018.

The Committee reviewed with the independent registered public accounting firm, PricewaterhouseCoopers LLP, which is responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, its judgments as to the quality and acceptability of our financial reporting, the effectiveness of the Company’s internal control and such other matters as are required to be discussed with the Committee under generally accepted auditing standards. In addition, the Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 1301, “*Communications with Audit Committees*” issued by the Public Company Accounting Oversight Board.

The Committee has discussed with the independent registered public accounting firm its independence from the Company and its management, including matters in the written disclosures and the letter from the independent registered public accounting firm required by Public Company Accounting Oversight Board Rule 3526, “*Communication with Audit Committees Concerning Independence*.” The Committee also has considered whether the provision by the independent registered public accounting firm of non-audit professional services is compatible with maintaining its independence.

The Committee also discussed with our internal audit manager and the internal audit team and our independent registered public accounting firm the overall scope and plans for their respective audits. The Committee meets periodically with the internal audit manager and internal audit team and our independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls and the overall quality of our financial reporting. The Committee also meets in executive session separately with the internal audit manager and internal audit team, our independent registered public accounting firm and Company management at least annually.

In reliance on the reviews and the discussions referred to above, the Committee recommended to the Board that the audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2018, for filing with the SEC. The Committee also reappointed our independent registered public accounting firm for our 2019 fiscal year.

William M. Goodyear, Chairman
Ellen Carnahan
James A. Gray
Mark P. McGowan

Audit and Non-Audit Fees

The following fees were billed for professional audit services and other services rendered to Enova by PricewaterhouseCoopers LLP for the fiscal years ended December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Audit fees ⁽¹⁾	\$ 1,635,000	\$ 1,460,639
Audit-related fees ⁽²⁾	86,400	40,000
Tax fees	—	—
All other fees ⁽³⁾	4,905	5,559
Total	<u>\$ 1,726,305</u>	<u>\$ 1,506,198</u>

- (1) Audit fees consist of fees billed for professional services rendered for the audit of Enova’s consolidated financial statements included in Enova’s Annual Report on Form 10-K and for the review of the financial statements included in Enova’s Quarterly Reports on Form 10-Q, as well as services that generally only Enova’s independent registered public accounting firm can reasonably provide, including services rendered in connection with SEC filings.
- (2) Audit-related fees consist of services provided in connection with our securitization facilities.
- (3) Other fees consist of amounts paid for technical publications and subscriptions.

Our Audit Committee must pre-approve all auditing services and permitted non-audit services that the independent registered public accounting firm is to perform for us (except for items exempt from pre-approval requirements under applicable laws and rules). Our Audit Committee periodically monitors the services rendered by, and actual fees paid to, the independent registered public accounting firm to ensure that the services provided are within the parameters that have been approved. The Audit Committee has delegated to the Chair of the Audit Committee the authority to evaluate and approve engagements on behalf of the Audit Committee in the event that a need arises for pre-approval between regular audit committee meetings. If the Chair of the Audit Committee so approves any such engagements, he will report that approval to the full Audit Committee at the next Audit Committee meeting. Our Audit Committee approved all of the audit and non-audit services and related fees for 2018 in accordance with the policy set forth above.

The Audit Committee determined that the level of PricewaterhouseCoopers LLP’s fees for providing audit-related services is compatible with maintaining PricewaterhouseCoopers LLP’s independence.

Certain Relationships and Related Transactions

Procedures for Approval of Related Person Transactions

Our written related person transaction policy governs the review of any transaction, or series of transactions, involving amounts greater than \$60,000 in which a director, director nominee, executive officer, 5% stockholder, members of their immediate families, or any entity of which any such person or any member of their immediate family is an officer, director, partner, principal or 5% stockholder (each, a “*related person*”) has a direct or indirect material interest. The policy does not cover transactions, or series of transactions, that involve (i) compensation arrangements of any executive officer, if such arrangements have been approved by the Board or one of its committees, (ii) less than \$60,000, (iii) rates or charges that are determined by competitive bids, (iv) the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority, or (v) services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services. The policy also does not cover transactions, or series of transactions, that arise solely from the ownership of a class of our equity securities if all holders of that class of our equity securities received the same benefit on a pro rata basis.

The Nominating and Corporate Governance Committee, or another committee of the Board comprised of at least three independent directors who are not involved in the transaction, must approve, ratify or refer to the full Board related person transactions involving amounts from \$60,000 to \$120,000. For transactions involving amounts

greater than \$120,000, the Nominating and Corporate Governance Committee, or such other committee that has reviewed the transaction, will make a recommendation to the full Board concerning such related person transaction and the full Board will then ratify, approve or disapprove of such transaction. A director may not participate in the review or approval of any transaction involving himself or herself or any of his or her affiliates or family members. In addition, if stockholder approval is required under the NYSE rules, our articles of incorporation or applicable law for any related person transaction, our related person transaction policy requires us to seek stockholder approval for such transaction.

If it is impractical or undesirable to wait until a committee or Board meeting to consummate a related person transaction involving \$120,000 or less, the Nominating and Corporate Governance Committee chair may review and approve the transaction pursuant to the criteria set forth in the related person transaction policy. Another Nominating and Corporate Governance Committee member may review and approve the transaction if the chair is unavailable or if he or she, a family member or an affiliate of his or hers is a party to the transaction. Such approval will be reported to the Board at its next regularly scheduled meeting.

PROPOSAL 2 ADVISORY PROPOSAL ON NAMED EXECUTIVE OFFICER COMPENSATION

As required by Section 14A of the Exchange Act and in accordance with SEC rules, we are asking Stockholders to approve, on a non-binding advisory basis, the following advisory resolution at the Annual Meeting:

RESOLVED, that the compensation paid to the Company's NEOs, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative discussion, is hereby APPROVED.

This advisory vote is not intended to address any specific element of executive compensation, but is instead intended to address the overall compensation of our NEOs as disclosed in this proxy statement.

Executive compensation is an important issue for our Stockholders. As described in Compensation Discussion and Analysis, the Compensation Committee is responsible for establishing and implementing our executive compensation philosophy and practices. The Compensation Committee has adopted an executive compensation program that supports our near- and long-term strategic objectives by attracting and retaining high caliber executives tasked with achieving continuous improvement in our operating results and motivating executives to achieve high levels of performance without excessive risk taking. Our Compensation Committee believes our executive officers should be compensated competitively consistent with our strategy, sound corporate governance principles, our particular circumstances and stockholders' interests.

We urge you to read the Compensation Discussion and Analysis and the Summary Compensation Table and related compensation tables and narrative, which provide detailed information on our compensation philosophy, policies and practices and the compensation of our NEOs.

Effect of the Proposal

This advisory resolution, commonly referred to as a say-on-pay resolution, is not binding on us, the Board or the Compensation Committee. The vote on this proposal will, therefore, not affect any compensation already paid or awarded to any NEO and will not overrule any decisions previously made by the Board or the Compensation Committee. Because we highly value the opinions of our Stockholders, however, our Board and Compensation Committee will consider the results of this advisory vote when making future executive compensation decisions.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* PROPOSAL 2.

PROPOSAL 3
RATIFICATION OF THE APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has appointed PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2019. PricewaterhouseCoopers LLP has confirmed to the Audit Committee that they are independent accountants with respect to us.

Our Board submits the Audit Committee's appointment of our independent auditor for ratification by Stockholders at each annual meeting. Representatives of PricewaterhouseCoopers LLP will be present at this Annual Meeting to respond to appropriate questions and will have an opportunity to make a statement if they desire to do so.

Effect of the Proposal

Although Stockholder ratification is not required, if Stockholders do not ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2019, the Audit Committee will reconsider the appointment.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* PROPOSAL 3

Other Matters

Our Board does not intend to bring any other business before the Annual Meeting and is not aware that anyone else intends to do so. If any other business comes before the Annual Meeting, it is the intention of the persons named as proxies in the enclosed form of proxy to vote in accordance with their best judgment.

