

**ENOVA INTERNATIONAL, INC.**  
**Stock Ownership Guidelines for Executives and Board Members**

**Purpose**

The Board of Directors (“Board”) of Enova International, Inc. (the “Company”) believes that it is in the best interest of the Company and its stockholders to align the financial interests of the members of the Board and Executives of the Company with those of the Company’s stockholders. In addition, the Board believes that the investment community values stock ownership by such Board members and Executives and that stock ownership demonstrates a commitment to and belief in the long-term profitability of the Company.

**Ownership Guidelines**

Accordingly, the Board has established the following stock ownership guidelines (“Guidelines”) for the amount of stock that each Board member and Executive should beneficially own as a multiple of the individual’s annual retainer (including all Board and Board committee retainers) or annual base salary, respectively:

<b><u>Position</u></b>	<b><u>Ownership Guideline</u></b> <b><u>(multiple of retainer or base salary)</u></b>
Directors	5X
Chief Executive Officer	5X
Executive Officer	3X

The Chief Executive Officer (“CEO”), upon notice to the Board, may designate other officers and employees to be subject to the provisions of these Guidelines and remove individuals or classes of officers other than Executives and members of the Board.

Exceptions to these share ownership requirements may be made at the discretion of the Compensation Committee if compliance would create severe hardship or prevent a director or Executive from complying with a court order e.g., as part of a divorce settlement.

**Timeframe**

Individuals are required to achieve the applicable ownership level within five years of first becoming subject to the Guidelines. If an individual becomes subject to a greater ownership amount, due to promotion or an increase in base salary exceeding 6%, the individual is expected to meet the higher ownership amount within the later of the original period or three years from the effective date of the promotion or salary change.

## **Definition of Ownership**

Stock Ownership will include the following:

1. Shares owned directly, whether acquired through open market purchase, vesting of stock awards, stock option exercise or purchase through any Employee Stock Purchase plan, including unvested restricted shares or restricted stock units where vesting is time related. Excludes restricted shares/restricted stock units whose vesting remains subject to achievement of performance goals and excluding unvested or vested but unexercised stock options.
2. Shares held in trust for the economic benefit of the Executive, or the spouse or dependent.
3. Shares owned indirectly, if the individual has an economic interest in the shares. For this purpose, indirect ownership includes shares held by immediate family members that would be beneficially owned and reported for purposes of the stock ownership table in the Company's proxy statement (excluding shares subject to a right to acquire) and shares beneficially owned and reportable on Table 1 of Forms 3, 4 or 5 or shares in which an individual has a right to vote.
4. Shares attributable to a participant's vested account balance in any savings or retirement plans or in any deferred compensation plans.

## **Stock Ownership Calculation**

Compliance with the ownership requirements will be evaluated annually, as of December 31 of each year, and not on a running basis. When calculating the number of shares that an Executive or director should hold under these Guidelines, the Executive salary or the director's retainer, as the case may be, will be divided by the closing stock price on December 31. If the share price of the common stock of the Company has significantly dropped and is impacting an Executive or director's compliance with the ownership guidelines, the average closing stock price over the prior 12 month period may be used in the calculation instead.

An Executive's current salary will be used in the ownership calculation unless adjustments to salary in the calendar year have exceeded 6%. In the scenario of salary adjustments exceeding 6%, the ownership timeframe may be extended by one year.

## **Equity Compensation Retention Guideline**

In order to assist Executives and directors in complying with the Guidelines, if a covered director or Executive exercises a stock option or stock appreciation right, vests in restricted stock, receives a stock bonus, or otherwise receives shares of Company common stock as compensation from the Company, and at the time of such exercise, vesting or receipt has not attained the applicable stock ownership level described in these Guidelines at the end of the time period allowed under these Guidelines, such individual should retain in such transaction the lesser of the following:

1. A number of shares equal to fifty percent (50%) of the net shares acquired as a result of exercise or vesting (after deducting the exercise price, if any, and taxes at an assumed tax rate of thirty-five percent (35%)); or
2. A number of shares necessary to reach the applicable Guideline amount for such individual.

Once the minimum ownership threshold is achieved, sufficient shares must be retained by the Executive or director to meet the minimum share ownership requirement continuously throughout the year.

### **Administration**

The Management Development & Compensation Committee of the Board shall be responsible for monitoring the application of these Guidelines with respect to the Company's Executives and with respect to the members of the Board. This Committee shall prepare an annual progress report on the application of the Guidelines and deliver the report to the Board at its first or second regularly scheduled meeting in each calendar year.

The CEO of the Company shall be responsible for monitoring the application of these Guidelines with respect to all other employees of the Company who become subject to these guidelines, if any. The CEO may delegate to one or more officers and employees (collectively, "Administrators") certain administrative and record-keeping responsibilities relating to the implementation of these Guidelines. The Administrators shall have the authority to interpret, construe and implement the provisions of the Guidelines in accordance with the express intent of the Guidelines set forth herein.

For purposes of the stock ownership guidelines for the members of the Board, if there are any conflicts or inconsistencies between these Guidelines and the Corporate Governance Principles adopted by the Board from time to time, the provisions of the Corporate Governance Principles shall control.

### **Exclusions**

Any director on the Company's Board who is not eligible to receive annual grants of equity pursuant to the Company's Director Compensation Policy is not subject to these Guidelines in his or her capacity as a member of the Board, but any such director would be subject to these Guidelines if such director is also the Executive Chairman of the Board, the Company's Chief Executive Officer or an executive officer of the Company, but only to the extent these Guidelines apply to those respective positions.

ADOPTED BY THE BOARD OF DIRECTORS OF  
ENOVA INTERNATIONAL, INC.  
ON OCTOBER 14, 2014

UPDATED AS APPROVED AND ADOPTED BY  
THE MANAGEMENT DEVELOPMENT  
AND COMPENSATION COMMITTEE  
OF THE  
BOARD OF DIRECTORS OF  
ENOVA INTERNATIONAL, INC.  
ON MAY 8, 2018