

ENCORE CAPITAL GROUP INC  
Form DEF 14A  
April 30, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant    Filed by a Party other than the Registrant  
Check the appropriate box:

Preliminary proxy statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive proxy statement  
Definitive Additional Materials  
Soliciting Material Pursuant to §240.14a-12  
ENCORE CAPITAL GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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ENCORE CAPITAL GROUP, INC.

3111 Camino Del Rio North, Suite 103, San Diego, California 92108

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 21, 2018

To Our Stockholders:

We cordially invite you to attend the 2018 annual meeting of stockholders of Encore Capital Group, Inc. Our annual meeting will be held at the Park Hyatt Hotel, 153 West 57<sup>th</sup> Street, New York, NY 10019, on June 21, 2018, at 8:00 a.m. Eastern time.

The annual meeting is being held for the following purposes:

1. To elect eight directors, each for a term of one year;
2. To approve, in a non-binding vote, the compensation of our named executive officers;
3. To ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
4. To transact such other business that may properly come before the meeting.

As resolved by our Board of Directors, stockholders of record at the close of business on April 23, 2018 are entitled to notice of and to vote at the annual meeting or any postponement or adjournment thereof.

We have enclosed a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which includes our audited consolidated financial statements.

This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, are available at [www.proxyvote.com](http://www.proxyvote.com).

Your vote is important. Whether or not you plan to attend the meeting in person, please submit your vote as soon as possible using one of the voting methods described in the attached materials. Submitting your voting instructions by any of these methods will not affect your right to attend the meeting and vote in person should you so choose.

By Order of the Board of Directors,

Ashish Masih  
President and Chief Executive Officer

April 30, 2018

San Diego, California

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ENCORE CAPITAL GROUP, INC.

3111 CAMINO DEL RIO NORTH, SUITE 103

SAN DIEGO, CALIFORNIA 92108

858-309-6442

## PROXY STATEMENT

This proxy statement relates to the 2018 annual meeting of stockholders of Encore Capital Group, Inc. (“Encore” or the “Company”), to be held at the Park Hyatt Hotel, 153 West 57<sup>th</sup> Street, New York, NY 10019, on June 21, 2018 at 8:00 a.m. Eastern time, or at such other time and place to which the annual meeting may be adjourned or postponed. The enclosed proxy is solicited by our Board of Directors (our “Board”), and is first being mailed and/or made available on or about May 4, 2018 to stockholders entitled to vote at the meeting.

## QUESTIONS ABOUT THE MEETING

What is the purpose of the annual meeting?

At our annual meeting, stockholders will act upon the matters outlined in the accompanying notice of meeting, including (1) the election of eight directors, (2) the approval, by non-binding vote, of the compensation of our named executive officers, and (3) the ratification of the selection of BDO USA, LLP as our independent registered public accounting firm. In addition, representatives of BDO USA, LLP will be given an opportunity to make a statement and to respond to questions regarding the audit of our consolidated financial statements.

Who is entitled to vote?

Only stockholders of record at the close of business on the record date, April 23, 2018, are entitled to receive notice of the annual meeting and to vote the shares that they held on that date at the meeting, or any postponement or adjournment of the meeting.

At the close of business on the record date, April 23, 2018, there were 25,917,344 outstanding shares of our common stock, each of which is entitled to cast one vote.

Who can attend the meeting?

All stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Others may attend the meeting at our discretion. If you have any questions or wish to obtain directions to attend the annual meeting and to vote in person, please call our Investor Relations representative, at 858-309-6442.

What constitutes a quorum?

The presence at the meeting, in person or represented by proxy, of a majority of the outstanding shares of common stock entitled to vote on the record date will constitute a quorum, which will permit us to hold the annual meeting and conduct business. Proxies received but marked as abstentions, withheld votes and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting. Abstentions include shares present in

person but not voting and shares represented by proxy but with respect to which the holder has abstained from voting. Broker non-votes occur when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power on that item and has not received instructions from the beneficial owner.

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How do I vote by proxy before the meeting?

Before the meeting, you may vote your shares in one of the following three ways if your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company:

• By internet at [www.proxyvote.com](http://www.proxyvote.com);

• By telephone at 1-800-690-6903; or

• By mail, if you received a printed copy of the proxy materials, by completing, signing, dating and returning the enclosed proxy card in the postage paid envelope provided.

Please refer to the proxy card for further instructions on voting via the internet and by telephone. Please follow the directions on your proxy card carefully. If your shares are held in a brokerage account in the name of a bank, broker or other nominee (this is called “street name”), then you are the beneficial owner of the shares and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the annual meeting. You have the right to direct your bank or broker on how to vote the shares in your account, and your ability to vote by telephone or via the internet depends on the voting procedures used by your broker. You may receive a separate voting instruction form with this proxy statement, or you may need to contact your broker, bank or other nominee to determine whether you will be able to vote electronically using the internet or telephone.

May I vote my shares in person at the meeting?

Yes. You may vote your shares at the meeting if you attend in person, even if you previously submitted a proxy card or voted by internet or telephone. Whether or not you plan to attend the meeting, however, we encourage you to vote your shares by proxy before the meeting. Please note that if your shares are held in “street name” and you wish to vote at the meeting, you will not be permitted to do so unless you first obtain a legal proxy issued in your name from the broker, bank or nominee that holds your shares.

What if I submit a proxy and then change my mind?

You may revoke your proxy at any time before it is exercised:

• By filing with the Corporate Secretary of Encore a notice of revocation at the address shown on the first page of this proxy statement;

• By sending in another duly executed proxy bearing a later date; or

• By attending the meeting and casting your vote in person.

What are the Board’s recommendations for how I should vote my shares?

If you sign and return your proxy card with voting instructions, the persons named as proxies will vote the shares represented by your proxy in accordance with your instructions. If you sign and return a proxy card but do not fill out the voting instructions on the proxy, the persons named on the proxy card will vote in accordance with the recommendations of our Board. The Board recommends that you vote your shares as follows:

Proposal 1 – FOR the election of the nominated slate of directors for a term of one year.

Proposal 2 – FOR, in a non-binding vote, the compensation of our named executive officers (often called the “Say-On-Pay Vote”).

Proposal 3 – FOR the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion.

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What vote is required to approve each item?

**Election of Directors.** Directors shall be elected by a plurality of the votes cast, meaning that the eight nominees who receive the most votes will be elected to our Board. With respect to the election of directors, you may vote “For All,” “For All Except” or “Withhold All” for the nominees for the Board. A properly executed proxy marked to withhold authority with respect to the election of one or more directors will have no effect on the proposal to elect the directors other than that it will be counted for purposes of determining whether there is a quorum present at the annual meeting. Notwithstanding the foregoing, we have adopted a Majority Voting Policy that is described on page 10 of this proxy statement.

**Other Items.** For each other item, the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the item will be required for approval, meaning 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. With respect to any proposal other than the election of directors, you may vote “For,” “Against” or “Abstain.” A properly executed proxy marked “Abstain” with respect to any such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Because abstentions represent shares entitled to vote on any matter presented for stockholder approval, the effect of an abstention will be the same as a vote against a proposal.

**Effect of Broker Non-Votes.** If you hold your shares in “street name” through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your broker or nominee specific instructions, your shares may not be voted on those matters and will not be counted in determining the number of shares necessary for approval. Shares represented by such “broker non-votes” will, however, be counted in determining whether there is a quorum.

Who pays for the cost of this proxy solicitation?

We will bear the cost of solicitation of proxies, including the charges and expenses of brokerage firms and others for forwarding solicitation material to beneficial owners of our outstanding common stock. In addition to the solicitation of proxies by mail, our officers, directors and employees may solicit proxies in person, by telephone or by facsimile, none of whom will receive additional compensation for those services.

How many annual reports and proxy statements are delivered to the same address?

If you and one or more of our other stockholders share the same address, it is possible that only one annual report and proxy statement was delivered to your address unless we have received contrary instructions from one or more of the stockholders. This is known as “householding.” Any registered stockholder who wishes to receive separate copies of an annual report or proxy statement at the same address now or in the future may: (1) call Encore at 858-309-6442 or toll free at 1-800-579-1639 or (2) mail a request to receive separate copies to: Encore Capital Group, Inc., 3111 Camino Del Rio North, Suite 103, San Diego, CA 92108, Attention: Corporate Secretary, and we will promptly deliver the annual report and/or proxy statement to you. Stockholders who own our common stock through a broker and who wish to receive separate copies of an annual report and proxy statement should contact their brokers directly. Stockholders currently receiving multiple copies of an annual report and proxy statement at a shared address and who wish to receive only a single copy in the future may direct their request to the same phone number or address listed above.

## CORPORATE GOVERNANCE

## Board Meetings and Committees

The Board met 13 times during 2017 and otherwise acted by unanimous written consent. In 2017, each incumbent director attended at least 75% of the aggregate number of meetings of the Board and meetings of committees of the Board on which he or she served, in each case held during such director's period of service.

The Board has five standing committees: the Audit Committee; the Compensation Committee; the Consumer Experience and Compliance Committee ("CECC"); the Nominating and Corporate Governance ("NCG") Committee; and the Risk and Information Security Committee ("RISC"). The current members of our Board, the composition of the Board's standing committees and the number of meetings held in 2017 are reflected in the table below.

| Name                 | Board | Audit | Compensation | CECC | NCG | RISC |
|----------------------|-------|-------|--------------|------|-----|------|
| Ash Gupta            |       |       |              |      |     |      |
| Wendy G. Hannam      |       |       |              |      |     |      |
| Michael P. Monaco    |       |       |              |      |     |      |
| Laura Newman Olle    |       |       |              |      |     |      |
| Francis E. Quinlan   |       |       |              |      |     |      |
| Norman R. Sorensen   |       |       |              |      |     |      |
| Richard J. Srednicki |       |       |              |      |     |      |
| Ashish Masih         |       |       |              |      |     |      |
| Number of Meetings   | 13    | 12    | 7            | 5    | 7   | 5    |

Chair Member

Our Board has adopted written charters for each of its standing committees and each of those written charters is available on our website at [www.encorecapital.com](http://www.encorecapital.com). Click on "Investors," then "Corporate Governance" and then the respective committee charters. The standing committees each assess the adequacy of their charters annually. Information contained on our website is not incorporated by reference in, or considered to be a part of, this proxy statement.

**Audit Committee.** We have a standing Audit Committee that is responsible for assisting the Board in oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company.

Among other things, the Audit Committee has the authority and responsibility under its charter to:

- appoint our independent auditors and regularly review their performance and internal control procedures and material issues raised by our independent auditors;
- approve audit and non-audit services and fees;
  - review and approve the internal audit function, including the charter, the effectiveness of internal audit, the internal audit plan, and results of internal audits as they relate to finance and accounting;
- review and evaluate our financial statements, accounting principles and system of internal controls regarding finance and accounting;
- review and evaluate reports from the independent auditors concerning all critical accounting policies and practices used by the Company;
- establish procedures for receiving and responding to complaints or concerns regarding our internal controls or other auditing matters;
- support the Board by primarily overseeing those risks that may directly or indirectly affect the Company's financial statements, including the areas of financial reporting, internal controls and compliance with public reporting requirements;
- review and approve related person transactions; and

consider other appropriate matters regarding our financial affairs.

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Compensation Committee. The Compensation Committee is responsible for discharging the responsibilities of the Board with respect to the compensation of our executive officers, administering our equity-based plans and periodically reviewing compensation and equity-based plans, with authority to adopt such plans.

Among other things, the Compensation Committee has the authority and responsibility under its charter to:

- periodically review and approve our policies on executive compensation, benefits and perquisites, including incentive cash compensation plans, or other forms of executive incentives;
- annually review and, as required, vote in executive session to set the compensation, benefits and perquisites of the Chief Executive Officer (“CEO”), who serves as our principal executive officer;
- annually review and, as required, vote in executive session to set the compensation, benefits and perquisites of all executive officers to satisfy the Compensation Committee that there is equity in the compensation practices and general integrity in conforming to approved plans and policies;
- review and evaluate the compensation and benefits for non-employee directors and, if appropriate, recommend changes to the Board; and
- consider, approve and administer our incentive compensation plans and equity-based plans in which directors, the CEO, other executive officers and other employees and key consultants may be participants.

The Compensation Committee sets performance goals and objectives for the executive officers, evaluates their performance with respect to those goals, sets the executive officers’ compensation based upon the evaluation of their performance and approves all employment and severance related agreements with such executives. In evaluating executive officer compensation, the Compensation Committee may retain the services of compensation consultants and considers recommendations from the CEO with respect to goals and compensation of the other executive officers. The Compensation Committee also periodically reviews compensation for non-employee directors.

The CEO is not present when the Compensation Committee reviews and establishes the compensation, benefits and perquisites of the CEO. Although the CEO generally makes recommendations to the Compensation Committee with respect to executive compensation decisions, including base salaries, cash incentive bonuses and equity-based awards, the Compensation Committee has in the past determined compensation, benefits or perquisites that were different from those recommended by the CEO.

The Compensation Committee approves all grants of equity-based awards, except those awards for the Company’s employees at the vice president level or below, which approval authority has been delegated to the CEO by the Board and the Compensation Committee. Equity award grants to executives are determined based on a periodic review by the Compensation Committee regarding appropriate incentives, with recommendations typically originating from the CEO based on each executive’s individual performance, consistent with the criteria established in the long-term incentive program adopted by the Compensation Committee.

The Compensation Committee has the specific authority to hire outside advisors and consultants in its discretion at our expense. The Compensation Committee engaged Frederic W. Cook & Co., Inc. (“FW Cook”) to provide comprehensive executive compensation consulting advice. A more detailed description of FW Cook’s activities for the Compensation Committee is provided in the Compensation Discussion and Analysis section of this proxy statement.

Consumer Experience and Compliance Committee. We have a standing Consumer Experience and Compliance Committee that assists the Board in fulfilling its oversight responsibilities over our compliance policies and practices, and ensuring an appropriate consumer experience as envisioned in our Consumer Bill of Rights. The CECC has oversight over matters of non-financial compliance, with emphasis on those areas that define the consumer experience. These areas include our overall compliance programs, policies and procedures; significant legal or regulatory compliance exposure; and material reports or inquiries from government or regulatory agencies.

Among other things, the CECC has the authority and responsibility under its charter to:

- monitor, review and approve our Compliance Management System (“CMS”) framework, including compliance-related controls, assessment processes, staffing, audit plans, CMS reporting and compliance policies;
- ensure that our CMS is maintained in a manner that is suitable, effective and proportionate to the nature, scale, and complexity of the risks involving consumers inherent in our business, considering, among other things, industry risk profiles and regulatory requirements;
- review with our Chief Compliance Officer or other members of management as appropriate (1) results of internal audits related to compliance reviews and any significant findings, (2) periodic reports regarding an assessment of internal controls, and (3) reports concerning any difficulties encountered during compliance audits;
- review with our Chief Compliance Officer or other members of management as appropriate material reports or inquiries from government or regulatory agencies that raise potentially significant issues regarding regulatory compliance and consumer experience, and overseeing management’s response to those reports or inquiries;
- review with our Chief Compliance Officer or other members of management as appropriate the status of compliance with federal and state laws and regulations and internal policies, procedures and controls; and
- oversee the processes by which we train or otherwise communicate compliance obligations to key stakeholders, including employees, agents, affiliates, and key third-party vendors.

Nominating and Corporate Governance Committee. The function of the Nominating and Corporate Governance Committee is to consider and recommend qualified candidates for election as directors of the Company, to make recommendations to the Board regarding the size and composition of the Board and to develop and recommend to the Board matters related to corporate governance.

Among other things, the NCG Committee has the authority and responsibility under its charter to:

- make recommendations to the Board concerning the size and composition of the Board;
- identify, screen and evaluate proposed candidates for the Board;
- to the extent deemed appropriate, retain third party search firms or other advisors to identify and evaluate director nominee candidates;
- recommend to the Board nominees to fill vacancies on the Board;
- annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee;
- recommend to the Board a process to review the effectiveness of the Board and its members, and to oversee that review process;
- develop and recommend to the Board a succession plan for the CEO role, and periodically to review that succession plan;
- make recommendations to the Board regarding governance matters, including, but not limited to, the Company’s certificate of incorporation, bylaws, and the charters of the Board’s other committees; and
- develop, oversee, and periodically update as necessary, an orientation program for new directors and a continuing education program for current directors.

Prior to each annual meeting of stockholders, the NCG Committee identifies nominees to serve on the Board by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to our business and who are willing to continue in service are considered for re-nomination. The NCG Committee or the Board decides whether to nominate a member for re-election based on considerations, including, but not limited to, the value of continuity of service by existing members of the Board and the desired size and composition of the Board. The NCG Committee may from time to time identify new nominees for the Board based on the desired skills and experience of a new nominee considering the criteria described below. Current members of the NCG Committee, the Board and management are polled for suggestions as to individuals meeting the desired criteria. Third party search firms or other advisors may also be retained to identify qualified individuals.

We do not have a formal diversity policy, but the NCG Committee does consider a broad range of factors in evaluating prospective director nominees, including the following:

- the appropriate size of the Board;
- a candidate's knowledge, skills and experience, including experience in business, finance, technology, credit, strategy, asset and capital allocation, accounting or administration, considering prevailing business conditions, the needs of the Company and the knowledge, skills and experience already possessed by other members of the Board;
- whether a candidate is "independent," as defined by NASDAQ Listing Rules and other applicable rules, and whether circumstances exist that may create the appearance of a conflict of interest;
- a candidate's familiarity with accounting rules and practices applicable to our business;
- a candidate's international business experience;
- a candidate's character, integrity and reputation for working constructively with others;
- whether a candidate has sufficient time available to devote to the duties of a director of the Company;
- the desire to assemble a Board that is strong in its collective knowledge and has a diversity of skills, viewpoints and experience with respect to accounting and finance, management and leadership, vision and strategy, business operations, business judgment, industry knowledge and corporate governance;
  - the importance of maintaining productive working relationships among the Board members and between the Board and management for the benefit of all stockholders; and
- recognition of both the considerable benefit of continuity and the fresh perspective provided by the periodic introduction of new members and retirement of current members.

The NCG Committee assesses the effectiveness of its efforts when it evaluates the Board's composition as a part of the annual nomination process.

The NCG Committee will consider stockholder nominations for directors submitted in accordance with the procedure set forth in Section 3.14 of our Bylaws. The committee will consider each candidate equally based on the factors listed above, regardless of whether the candidate is recommended by a stockholder for election to our Board or is recommended by a member of the Board or a third-party search firm. The procedures for stockholder nominated director candidates provide that a notice relating to the nomination in connection with an annual meeting must be timely given in writing to: Encore Capital Group, Inc., Attention: Corporate Secretary, 3111 Camino Del Rio North, Suite 103, San Diego, CA 92108. To be timely, the notice must be delivered within the time period described in the "Stockholder Proposals and Nominations" section of this proxy statement. Such notice must be accompanied by the nominee's written consent to serve if elected, must contain information relating to the business experience and background of the nominee and provide information with respect to the nominating stockholder and persons acting in concert with the nominating stockholder and otherwise comply with the requirements outlined in our Bylaws.

Risk and Information Security Committee. We have a standing Risk and Information Security Committee that is responsible for assisting the Board in oversight of (1) internal controls designed to protect information and proprietary assets, and (2) our risk governance structure, including the Enterprise Risk Management framework, risk policies and risk tolerances.

Among other things, RISC has the authority and responsibility under its charter to:

- review with our Chief Information Officer and management policies pertaining to information security and cyber threats, taking into account the potential for external threats, internal threats and threats arising from transactions with third parties and vendors;
- review with our Chief Information Officer our framework to prevent, detect, and respond to cyber attacks or breaches, as well as identify areas of concern regarding possible vulnerabilities and best practices to secure points of vulnerability;
- review with our Chief Information Officer policies and frameworks relating to access controls, critical incident response plans, business continuity and disaster recovery, physical and remote system access, and perimeter protection of information technology assets
- review with management programs to educate employees about relevant information security issues and policies with respect to information security generally;
- review and approve our risk governance structure, including the Enterprise Risk Management framework, key risk policies and critical risk tolerances;
- discuss with management and our Chief Risk Officer our major risk exposures and review the steps management has taken to monitor and control those exposures, including our risk assessment and risk management policies; and
- review and approve our internal audit work plan to ensure alignment with identified risks and risk governance needs.

Other Corporate Governance Matters

Director Independence. The Board has determined that all members of the Board other than Mr. Masih are “independent directors” within the meaning of NASDAQ listing standards. During its independence review, the Board considered transactions and relationships between each director or any member of his or her immediate family and the Company and its subsidiaries, affiliates and significant stockholders. The Board also examined transactions and relationships between directors or their affiliates and members of the Company’s senior management or their affiliates. The Board has determined that each member of the Board’s Audit, Compensation, and NCG Committees is independent (or similarly designated) based on the Board’s application of the standards of NASDAQ, the Securities and Exchange Commission (the “SEC”) or the Internal Revenue Service (the “IRS”), as appropriate for such committee membership.

Audit Committee Financial Expert. The Board has determined that each of Mr. Monaco, Ms. Olle and Mr. Sorensen qualifies as an “audit committee financial expert,” as defined in SEC regulations, and also possesses the financial sophistication and requisite experience as required under NASDAQ listing standards.

Board Leadership Structure. The Board evaluates its leadership structure on an ongoing basis according to what the Board considers to be best for the Company at any given point in time. Currently, we separate the roles of non-executive Chairman and CEO. The Board believes that having a separate non-executive Chairman and CEO provides an effective leadership model for the Company and provides the benefit of the distinct abilities and experience of both the non-executive Chairman and CEO.

Our non-executive Chairman, Michael P. Monaco, provides overall leadership to the Board in its oversight function. Our CEO, Ashish Masih, is responsible for setting the strategic direction for the Company and the day-to-day leadership and overall operating performance of the Company. We believe the separation of offices ensures the independence of the Board and allows Mr. Monaco to focus on managing Board matters and Mr. Masih to focus on managing our business. Having the CEO serve on our Board ensures that the Board contains the individual most familiar with the Company's business and industry and promotes open communication between management and our directors. The CEO provides advice and recommendations to the full Board for the Board's consideration. The Board's role in the risk oversight process has no effect on its leadership structure discussed above.

**Code of Ethics.** The Board has adopted a code of ethics entitled the "Standards of Business Conduct" applicable to our directors and all employees and officers of the Company, including our principal executive officer, principal accounting officer and principal financial officer. A copy of the Standards of Business Conduct is available on our website at [www.encorecapital.com](http://www.encorecapital.com). Click on "Investors," then "Corporate Governance" and then "Standards of Business Conduct." We may post amendments to or waivers of the provisions of the Standards of Business Conduct, if any, made with respect to any of our directors and executive officers on that website, unless otherwise required by NASDAQ listing standards to disclose any waiver in a Current Report on Form 8-K. Please note that the information contained on our website is not incorporated by reference in, or considered to be a part of, this proxy statement.

**Risk Oversight.** Our management has day-to-day responsibility for identifying risks and assessing them in relation to Company strategies and objectives; implementing suitable risk mitigation plans, processes and controls; and appropriately managing risks in a manner that serves the best interests of the Company and its stockholders. While the Board has retained the responsibility for general oversight of risks and of the Company's Enterprise Risk Management ("ERM") program, the Board's standing committees support the Board by regularly addressing various risks in their respective areas of oversight.

• **RISC** assists the Board by overseeing and reviewing the Company's risk governance structure, including the ERM program (which includes risk tolerance), and internal controls to protect Company information and proprietary assets. The Chief Risk Officer reports to the Risk and Information Security Committee, which assesses the performance of the Chief Risk Officer.

• **The CECC** primarily oversees the Company's compliance policies and practices, as embodied in the Company's compliance management system and ensures an appropriate consumer experience as envisioned in the Company's Consumer Bill of Rights. The Chief Compliance Officer reports to the Consumer Experience and Compliance Committee, which assesses the performance of the Chief Compliance Officer.

• **The Audit Committee** primarily oversees those risks that may directly or indirectly affect our financial statements, including the areas of financial reporting, internal controls and compliance with public reporting requirements. The Audit Committee also assist the Board by overseeing and reviewing the internal audit function.

• **The Compensation Committee** assists the Board in fulfilling its risk management oversight responsibilities associated with risks arising from employee compensation policies and practices.

• **The NCG Committee** oversees risks related to corporate governance matters and processes. The committee also oversees risk related to succession planning for the Company's executives.

Each standing committee routinely provides reports to the full Board at regular meetings concerning the activities of the committee and actions taken by the committee since the last regular meeting.



**Communications with Directors.** We have not adopted a formal process for stockholder communications with the Board. Given our size, the Board does not deem it necessary to formally adopt a written policy regarding stockholder communications. Stockholders, however, can contact the Board or an individual director by writing to: Board of Directors, Encore Capital Group, Inc., 3111 Camino Del Rio North, Suite 103, San Diego, CA 92108, Attention: Corporate Secretary. Absent unusual circumstances or as contemplated by committee charters, communications received in writing are distributed to members of the Board as appropriate depending on the facts and circumstances outlined in the communication received.

**Outside Advisors.** The Compensation Committee has engaged FW Cook to assist it in carrying out the Company's executive compensation programs. The Compensation Committee has assessed the independence of FW Cook pursuant to SEC rules and determined that FW Cook is independent and their respective work for the Compensation Committee does not raise any conflict of interest. In addition, various committees of the Board may hire outside legal counsel from time to time to provide additional advice.

**Executive Sessions of Independent Directors.** Independent Board members meet without management present following regularly scheduled Board meetings or at any other time deemed appropriate by the Board.

**Policy Regarding Directors' Attendance at Annual Meetings.** We encourage directors to attend our annual meeting, but we do not have a policy that requires the attendance of all directors at our annual meeting. Each of our current directors who was a director at the time attended the 2017 annual meeting.

**Majority Voting Policy.** The Company has adopted a Majority Voting Policy, which states that in an uncontested election (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes "withheld" from election than votes "for" such election shall promptly tender a resignation to the Board for consideration.

The NCG Committee shall promptly consider the resignation offer and recommend to the Board action with respect to the tendered resignation, which may include (1) accepting the resignation, (2) maintaining the director but addressing the underlying cause of the "withheld" votes, (3) determining not to renominate the director in the future, (4) rejecting the resignation or (5) any other action the NCG Committee deems to be appropriate and in the best interest of the Company. In considering what action to recommend with respect to the tendered resignation, the NCG Committee will take into account all factors deemed relevant, including without limitation, any stated reasons why stockholders "withheld" votes for election from such director, the length of service and qualifications of the director whose resignation has been tendered, the overall composition of the Board, the director's contributions to the Company, the mix of skills and backgrounds of the directors and whether accepting the tendered resignation would cause the Company to fail to meet any applicable requirements of the SEC or the NASDAQ Stock Market.

The Board will act on the NCG Committee's recommendation no later than 90 days following certification of the stockholder vote.

Following the Board's decision on the NCG Committee's recommendation, the Company will promptly disclose the Board's decision with respect to the tendered resignation and will provide a description of the process by which the decision was reached in a Current Report on Form 8-K filed with the SEC.

Except in certain special circumstances, any director who tenders a resignation pursuant to this provision shall not participate in the NCG Committee review and recommendation process or the Board's consideration regarding the action to be taken with respect to the tendered resignation.

To the extent that one or more directors' resignations are accepted by the Board, the NCG Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.



## ELECTION OF DIRECTORS

(PROPOSAL NO. 1)

## General

Our Board currently consists of eight members, each with a term expiring at the 2018 annual meeting. The NCG Committee of the Board has recommended, and the Board has nominated, the following incumbent directors for election at the 2018 annual meeting: Ashish Masih, Ash Gupta, Wendy G. Hannam, Michael P. Monaco, Laura Newman Olle, Francis E. Quinlan, Norman R. Sorensen and Richard J. Srednicki.

If any nominee named below is unable or declines to serve as a director, the Board may change the number of seats on the Board or may designate an alternate nominee to fill the vacancy. If a substitute nominee is named, the proxy holders will vote the proxies held by them for the election of such person, unless contrary instructions are given. We are not aware of any nominee who will be unable or will decline to serve as a director. The term of office for each person elected as a director continues until the next annual meeting of stockholders or until his or her successor has been elected and qualifies.

## Required Vote

Subject to the Majority Voting Policy described above, if a quorum is present and voting, the eight nominees receiving the highest number of votes will be elected to the Board.

The Board of Directors recommends a vote FOR the election of each of the director nominees.  
Director Nominees

Set forth below is certain biographical information about each of our nominees to the Board.

| Name                 | Age | Position(s)                                     |
|----------------------|-----|---|
| Michael P. Monaco    | 70  | Non-Executive Chairman and Director             |
| Ashwini (Ash) Gupta  | 65  | Director  |
| Wendy G. Hannam      | 58  | Director  |
| Laura Newman Olle    | 65  | Director  |
| Francis E. Quinlan   | 69  | Director  |
| Norman R. Sorensen   | 72  | Director  |
| Richard J. Srednicki | 70  | Director  |
| Ashish Masih         | 52  | President, Chief Executive Officer and Director |

Michael P. Monaco. Mr. Monaco has served as a director since August 2014. He also serves as a director of Cabot. He served as a Senior Advisor to FTI Consulting, Inc. from July 2017 to April 2018. He currently assists FTI Consulting as a Managing Director on an as needed basis. He served as the Senior Managing Director at CDG Group, LLC, a New York-based firm specializing in restructurings, mergers and acquisitions and crisis and turnaround management from 2002 until CDG Group, LLC was acquired by FTI Consulting, Inc. in July 2017. He previously served as Chairman and Chief Executive Officer of Accelerator, LLC, a provider of outsource services, from 2000 to 2002. He served as a Vice Chairman of Cendant Corporation from 1996 to 2000. In addition, Mr. Monaco served as the Executive Vice President and Chief Financial Officer of the American Express Company from 1990 to 1996. He was

previously a director of iPayment, Inc., a leader in the payment processing industry, and the International Securities Exchange. Mr. Monaco also previously served as a director of I.D. Systems, Inc., a publicly traded company, from 2002 to June 2014. Mr. Monaco is also a Certified Public Accountant. His additional qualifications to serve on the Board include experience in public company accounting, risk management, disclosure, and financial system management, leadership experience in the financial services industry, and service as a public company director.

ash gupta. Mr. Gupta has served as a director since September 2015. Mr. Gupta retired from American Express Company in March 2018. Mr. Gupta was with American Express his entire professional life and was an executive officer and a member of American Express' operating committee, which is responsible for managing American Express' strategic direction. He most recently served as the President of the Global Credit Risk and Information Management Group of American Express from 2016 to 2018. Mr. Gupta was previously the Chief Risk Officer of the American Express Company for nine years and led the building of integrated risk controls. Mr. Gupta earned an MBA from Columbia University and a bachelor's degree in Engineering from Indian Institute of Technology (IIT), Delhi. He serves on the board of Big Brothers Big Sisters of New York and on the advisory board of South Asian Youth Action (SAYA!). Mr. Gupta's qualifications to serve on the Board include his significant experience as an executive officer of a public international finance company and his experience related to risk and information management.

wENDY G. HANNAM. Ms. Hannam has served as a director since September 2015. Ms. Hannam retired from Scotiabank, an international Canadian bank and a leading financial services provider in North America, Latin America and parts of Asia, in 2014. Ms. Hannam joined Scotiabank in 1983 and held positions of increasing responsibility, most recently as Executive Vice President, International Retail Banking from 2009 to 2012 and Executive Vice President, Latin America from 2012 until she retired. Ms. Hannam holds an MBA from the University of Toronto. She is also a graduate of the Advanced Management Programme at the European Institute of Business (INSEAD) and the ICD-Rotman Directors Education Program. She serves on the Independent Review Committee of BMO Asset Management Inc, and on the board of the Royal Conservatory of Music. Ms. Hannam was named one of Canada's 100 Most Powerful Women 2007-2010, and was named to the Latinvex Top 100 Business Women in Latin America in 2013. Ms. Hannam's qualifications to serve on the Board include substantial experience in international financial services and operations in regulated industries.

LAURA NEWMAN OLLE. Ms. Olle has served as a director since February 2014. Ms. Olle retired from Capital One Financial Corporation, a publicly traded bank holding company specializing in credit cards, home loans, auto loans, banking and savings products, in 2007, where she served as Chief Enterprise Risk Officer. She joined Capital One in 1999 as Senior Vice President of Information Technology Systems Development. Prior to Capital One, Ms. Olle served as Senior Vice President of Information Systems and Services at Freddie Mac. She has also previously held key information technology positions at the Marriott Corporation and worked as a management consultant at Arthur Young and Company. Ms. Olle serves as a board member of Morgan Stanley Private Bank (MSPBNA). Ms. Olle is a former Certified Public Accountant. Ms. Olle's qualifications to serve on the Board include broad experience developing and overseeing enterprise risk management, interacting with regulatory authorities and information technology programs at complex financial institutions.

FRANCIS E. QUINLAN. Brigadier General Francis E. Quinlan, United States Marine Corps (Ret.) has served as a director since September 2011. Mr. Quinlan has practiced law for over thirty years, most recently at Newmeyer & Dillion LLP since May 2011. Before entering the practice of law, he was an agent with the Federal Bureau of Investigation. As a Marine reserve officer, he performed active duty in command positions at the Squadron, Air Group, Air Wing, Marine Expeditionary Force levels of the United States Marine Corps, and in Joint Force billets with United States Transportation Command and US Central Command. He has served as a board director and chairman of the audit committee of Irvine Company LLC since September 2002, is a former member of the Board of Directors of the California State Compensation Insurance Fund and was the Fund's founding audit committee chairman; was the chairman of the audit committees of Santa Fe Trust, Inc. and its sister company, Independent Trust Company of America, LLC and continues as a member of the board of the latter after merger. Prior to joining the Encore board he served on the audit committee of Convoke Systems, Inc., an entity that provides software services to the debt buying industry. He is Emeritus General Counsel and former audit committee chairman of the Marine Corps University Foundation, Inc. Board of Trustees and recently joined the Board of Directors of the Marines' Memorial Association, Inc. of San Francisco and serves on its audit committee. In addition, Mr. Quinlan is a member of the executive committee of the University of California, Irvine Cybersecurity Research and Policy Institute as well as that university's Law School Board of Visitors. Mr. Quinlan holds a Master of Laws in Taxation, has represented major financial institutions in matters ranging from governance and compliance to cybersecurity and has conducted and

directed complex financial, tax, Foreign Corrupt Practices Act, internal fraud and national security investigations in his civilian and military careers. His additional qualifications to serve on the Board include financial forensic accounting training with the Federal Bureau of Investigation, completion of information operations, cybersecurity and inter-agency professional schools at the national level and corporate network security programs involving multi-national enterprises.

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**NORMAN R. SORENSEN.** Mr. Sorensen has served as a director since December 2011. He also serves as a director of Cabot. Mr. Sorensen is the former Chairman of the International Insurance Society. Previously, he was Chairman of the International Advisory Council of Principal Financial Group. He was Chairman of Principal International, serving from 2011 to 2012, and President and CEO of International Asset Management and Accumulation of the Principal Financial Group, serving from 2001 to 2011. He had served as Executive Vice President of both Principal Financial Group, Inc. and Principal Life Insurance Company since 2007, as well as held several other senior management positions since 1998. Mr. Sorensen served as a senior executive of American International Group, Inc. (insurance services) from 1989 to 1997. He is also a former Chairman of DE Master Blenders and currently serves as a Senior Advisor to Deloitte, LLP. Mr. Sorensen currently serves on the board of Insuperity, Inc., a public company; however, he will not stand for reelection to the board of Insuperity at its annual meeting in May 2018. Mr. Sorensen also serves as Chairman of the Board of Codere S.A., a publicly-listed Spanish company. Mr. Sorensen's qualifications to serve on the Board include his experience as an executive officer of an international financial services and asset management company, with responsibility over international operations and oversight over asset management and financial services functions and multiple divisional chief financial officers. He has also served as an executive officer of several publicly traded companies.

**RICHARD J. SREDNICKI.** Mr. Srednicki has served as a director since February 2014. Mr. Srednicki retired from JPMorgan Chase & Co., a publicly traded multinational banking and financial services holding company, in 2007 following seven years as Chief Executive Officer of Chase Card Services and a member of the JPMorgan Chase Operating and Executive Committees. Prior to Chase Card Services, he was President of the Home Services Division at Sears Roebuck & Co., President of AT&T Universal Card Services, General Manager of Citibank Germany, General Manager of Citibank Card Services USA and a Senior Product Manager at Colgate Palmolive Company. He previously served as a board member of Alliance Bank of Arizona and the Affinion Group, Inc. Mr. Srednicki's qualifications to serve on the Board include his substantial experience in the financial services industry with other highly regulated companies and service on other financial industry boards.

**ASHISH MASIH.** Mr. Masih has served as a director and our President and Chief Executive Officer since June 2017. He also serves as a director of Cabot Credit Management Limited ("Cabot"), the Company's U.K.-based subsidiary. He had previously served as Executive Vice President and President of Midland Credit Management from November 2016 until June 2017, Executive Vice President, U.S. Debt Purchasing and Operations from February 2014 until November 2016 and Senior Vice President, Legal Collections Operations from 2010 until February 2014. Mr. Masih joined the Company in 2009, serving as Senior Vice President, Corporate Development. From 2001 until joining the Company, Mr. Masih was employed at Capital One Financial Corporation where he held senior roles in the Collections & Recoveries functions in the credit card business and was also chief financial officer and head of analytics for a business unit of Capital One. Prior to joining Capital One, Mr. Masih was an Associate Principal at McKinsey & Company and a Manager at KPMG Consulting. Mr. Masih earned an MBA from The Wharton School of the University of Pennsylvania, a Master of Science in Manufacturing Systems Engineering from Lehigh University and a bachelor's degree in Mechanical Engineering from the Indian Institute of Technology, New Delhi, India.

## EXECUTIVE OFFICERS

Set forth below is certain biographical information about each of our current executive officers. Executive officers are appointed by the Board and serve at the discretion of the Board.

| Name              | Age | Position(s)   |
|-------------------|-----|---|
| Ashish Masih      | 52  | President and Chief Executive Officer   |
| Jonathan C. Clark | 59  | Executive Vice President, Chief Financial Officer and Treasurer                                 |
| Paul Grinberg     | 57  | President, International  |
| Gregory L. Call   | 51  | Executive Vice President, General Counsel, Chief Administrative Officer and Corporate Secretary |

ASHISH MASIH. For biographical information, see Election of Directors (Proposal No. 1) above.

JONATHAN C. CLARK. Mr. Clark has served as our Executive Vice President, Chief Financial Officer and Treasurer since February 2015. Mr. Clark served as Chief Financial Officer of Midland Credit Management, Inc., the Company's domestic operating subsidiary, since October 2014. Prior to that, Mr. Clark's most recent role was Executive Vice President and Chief Financial Officer of SLM Corporation, a publicly traded company more commonly known as Sallie Mae, where he served in such capacity from January 2011 until March 2013. Sallie Mae's primary business was to originate, service, and collect on student loans. He previously served in various other executive capacities at Sallie Mae beginning in 2008. Prior to joining Sallie Mae, Mr. Clark served in various capacities, most recently as Managing Director, at Credit Suisse Securities (USA) LLC, an investment bank, from 2000 to 2007 after having served in various executive roles at Prudential Securities, The First Boston Corporation, and a variety of other companies during his career. Mr. Clark received his bachelor's degree in economics from the University of Virginia in 1981 and his MBA from the Harvard Business School in 1985.

PAUL GRINBERG. Mr. Grinberg has served as President, International since June 2017. He also serves as chairman of the board of Cabot. Mr. Grinberg was previously Group Executive, International and Corporate Development from February 2015 until June 2017; Executive Vice President, Chief Financial Officer and Treasurer from May 2005 to February 2015; and Secretary from June 2008 until January 2010. From September 2004 until May 2005, he served as our Senior Vice President of Finance. From May 2003 until joining the Company, Mr. Grinberg was the founder and President of Brio Consulting Group, a company that helped venture and private equity backed companies with financial strategy, M&A and related services. From May 2000 until April 2003, Mr. Grinberg served as Chief Financial Officer of Stellcom, Inc., a systems integration firm focused on providing mobile and wireless engineering solutions to Fortune 1000 companies. From February 1997 until April 2000, Mr. Grinberg served as Executive Vice President and Chief Financial Officer of TeleSpectrum Worldwide, Inc., a publicly traded company that provided outsourced call center solutions to Fortune 500 companies. From September 1983 until January 1997, Mr. Grinberg was employed at Deloitte & Touche LLP, where he served in several capacities, the most recent of which was as a partner in the firm's Merger and Acquisition Services Group. Mr. Grinberg also serves as Chairman of the board of Bank of Internet USA, an FDIC insured branchless bank. Mr. Grinberg received his bachelor's degree in accounting from Yeshiva University in 1983 and his MBA from Columbia University in 1989, and he is a Certified Public Accountant.

GREGORY L. CALL. Mr. Call has served as Executive Vice President and Chief Administrative Officer since July 2017 and has served as our General Counsel and Secretary since September 2011. Mr. Call joined the Company in January 2010, serving as Vice President, Legal and Business Affairs. From 1999 until 2008, Mr. Call held various positions, culminating as Vice President, General Counsel, of Gateway, Inc., the computer maker and holder of one of America's strongest consumer brands. From 1999 until joining the Company, Mr. Call was a shareholder of New Hope Legal Center, Inc. From 1994 until 1999, Mr. Call was an associate at the law firm Milbank, Tweed, Hadley & McCoy LLP, a leading international law firm, where his practice focused on complex commercial litigation and



dispute resolution. Mr. Call received his bachelor's degree in English from Brigham Young University in 1991 and his JD, with honors, from the J. Reuben Clark Law School at Brigham Young University in 1994.

## COMPENSATION DISCUSSION AND ANALYSIS – EXECUTIVE SUMMARY

## Introduction

This CD&A is intended to provide an understanding of our compensation philosophy, objectives and practices; our compensation setting process; the elements of our executive compensation program; and the compensation of each of the following individuals, who were our Named Executive Officers (“NEOs”) for 2017:

| Name                 | Title   |
|----------------------|---|
| Ashish Masih         | President and Chief Executive Officer (promoted June 15, 2017)                        |
| Jonathan C. Clark    | Executive Vice President, Chief Financial Officer, and Treasurer                      |
| Paul Grinberg        | President, International  |
| Gregory L. Call      | Executive Vice President, General Counsel, Chief Administrative Officer and Secretary |
| Kenneth A. Vecchione | Former President and Chief Executive Officer (resigned June 15, 2017)                 |

## 2017 Elements of Compensation

The following chart describes the main elements of our 2017 compensation program. It excludes certain one-time retention awards granted in 2017, which are discussed in further detail below.

|                           | Base Salary   | Key Contributor Plan (“KCP”) Bonus   | Restricted Stock  | Performance Options  |
|---------------------------|---|--|---|--|
| Form of Compensation      | Cash  |  | Equity  |  |
| Type                      | Fixed   | Performance-Based  | Variable  | Performance-Based  |
| Purpose                   | Fixed Pay   | Drive Short-Term Performance   | Management Interests with those of Stockholders and Promote Retention | Drive Long-Term Performance, Align   |
| Performance Period        | Ongoing   | 1 Year   | 3 Years (one-third vesting each year)                                 |  |
| Vesting Metrics           | N/A   | Financial Metrics (Adjusted KCP EBITDA, Collections, Cost-to-Collect) + Individual Performance | Time Vested   | Total Stockholder Return Growth (25% stock price growth from date of grant, adjusted to account for dividends) |
| Payment/Grant Date        | Ongoing   | Paid Annually in March for Prior Year Performance  | Annually in March   |  |
| Performance Determination | Based in part on individual performance, experience and expertise | Formulaic + Compensation Committee Discretion  | Formulaic   | Formulaic; Compensation Committee Verifies Performance   |

## Pay for Performance and Alignment with Stockholders

The elements of our compensation program are designed to deliver pay for performance and align the interests of our executives with those of our stockholders. Seventy-four percent of the CEO's compensation is "at-risk," with value delivery tied to either the achievement of performance targets or stock price performance. Similarly, on average, 72% of the compensation of our other NEOs is "at-risk." The mix of target direct compensation for our CEO and other NEOs is shown below:

Base Salary (Cash) KCP Bonus (Cash) Restricted Stock (Equity) Performance Options (Equity) At-Risk Amounts do not include certain one time retention awards granted in 2017, which are discussed in further detail below CEO Other NEOs

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### Key Changes for 2017 Compensation

**President and Chief Executive Officer Transition.** On June 15, 2017, Mr. Vecchione, our former President and Chief Executive Officer, resigned from the Company to pursue other opportunities. Mr. Vecchione was not entitled to (and the Company did not make) any severance payments in connection with his resignation. Following Mr. Vecchione's departure, Mr. Masih was promoted to the role of President and CEO of the Company and was appointed as a member of the Board of Directors. In light of Mr. Masih's increased responsibilities, the Compensation Committee approved a salary increase to \$650,000 effective June 15, 2017 and granted him additional long-term incentive awards with an aggregate grant date fair value of \$382,000.

**Base Salary Increases for Messrs. Grinberg and Call.** In connection with his promotion to President, International and based on an analysis of market data, the Compensation Committee approved a base salary increase for Mr. Grinberg to \$600,000, effective June 15, 2017. In connection with his promotion to Executive Vice President, General Counsel, Chief Administrative and Secretary and based on an analysis of market data, the Compensation Committee approved a base salary increase for Mr. Call to \$400,000, effective July 24, 2017.

**KCP and Metric Changes.** For 2017, the Compensation Committee expanded the financial metrics considered in determining the KCP bonus funding to include total collections and cost to collect. The Compensation Committee believes that these metrics align management's interests with those of long-term stockholders by linking larger portions of compensation to a broader range of financial metrics that more completely and accurately reflect the Company's performance. In addition, 25% of each NEO's KCP bonus was funded based on the Compensation Committee's determination of such NEO's individual performance against objectives set by the CEO and approved by the Compensation Committee in the first quarter, which preserved the Compensation Committee's flexibility to reward outstanding individual performance.

**2017 Retention Program.** In February 2017, to promote retention of the Company's officers during a challenging business and regulatory environment, the Compensation Committee granted one-time retention restricted stock awards (the "Retention RSAs") and performance-contingent cash awards (the "Retention Restricted Cash Awards" and collectively with the Retention RSAs, the "Retention Awards") to our NEOs. In connection with his resignation from the Company, Mr. Vecchione forfeited his Retention Awards. The Retention Awards for Messrs. Masih, Clark, Grinberg, and Call remain outstanding, and are described in more detail below. The Compensation Committee currently does not expect to grant additional Retention Awards.

Performance Measures Driving 2017 Compensation and Resulting Performance Award Achievement

|  |   |   |
|--|---|---|
| Adjusted KCP EBITDA <sup>1</sup><br>\$286.3<br>million<br>103% of Target | Adjusted Net Income <sup>2</sup><br>\$106.0<br>million<br>18% Increase from Prior<br>Year | Economic EPS <sup>2</sup><br>\$4.04<br>16% Increase from Prior Year |
|--|---|---|

|   |   |   |
|---|---|---|
| Collections<br>\$1.77<br>billion<br>5% Increase from Prior Year<br>A New Record | Cost-to-Collect <sup>3</sup><br>39.5%<br>Stable Cost-to-Collect<br>Despite Increased Legal Placements and Headcount | Stock Price<br>47% Increase<br>December 31, 2016: \$28.65<br>December 31, 2017: \$42.10 |
|---|---|---|

Performance-Award Achievement

|  |   |   |
|--|---|---|
| KCP Payout %<br>(of Target)<br>Weighted Average<br>99.6% | Performance Option<br>Vesting <sup>4</sup><br>100%<br>Performance Vested<br>1/3 Time Vested | Prior Years<br>Performance Stock <sup>5</sup><br>0%<br>Vested |
|--|---|---|

(1) Adjusted KCP EBITDA, which is used for calculating annual KCP “key contributor plan” bonus awards is defined as income before interest, taxes, depreciation and amortization, discontinued operations and certain other adjustments, including adjustments for: noncontrolling interest; stock-based compensation expenses; acquisition integration and restructuring related expenses; settlement fees and related administrative expenses; and other charges or gains that are not indicative of ongoing operations. This Adjusted KCP EBITDA metric differs from the Adjusted EBITDA metric reported by the Company as the Adjusted KCP EBITDA metric used for calculating bonus awards under the KCP adds back interest income and deducts amounts related to noncontrolling interest. The definition and calculation of Adjusted EBITDA and a reconciliation to GAAP net income is included in the “Non-GAAP Disclosure” section beginning on page 53 of the Company’s Annual Report on Form 10-K, filed with the SEC on February 21, 2018.

(2) Adjusted income from continuing operations and adjusted earnings per share (“Economic EPS”) are non-GAAP financial measures. These metrics are used in measuring performance for certain aspects of NEO compensation. The definition and calculation of these metrics and a reconciliation to GAAP metrics is included in the “Non-GAAP Disclosure” beginning on page 53 of the Company’s Annual Report on Form 10-K, filed on February 21, 2018.

- (3) Cost-to-collect, which is used to facilitate a comparison of approximate cash costs to cash collections for our portfolio purchasing and recovery business, and is a metric used in measuring performance for certain aspects of NEO compensation, is calculated by dividing collections by adjusted operating expenses, a non-GAAP financial measure. The definition and calculation of adjusted operating expenses and a reconciliation to GAAP operating expenses is included in the “Non-GAAP Disclosure” beginning on page 53 of the Company’s Annual Report on Form 10-K, filed with the SEC on February 21, 2018.
- (4) For Performance Options granted on March 9, 2017.
- (5) Portions of performance equity grants from 2015 and 2016 were eligible to vest based on achieving certain Economic EPS targets (“EPS PSAs”). In 2016, the Company recorded allowance charges of approximately \$94.0 million for certain pools in Europe (the “Allowance Charge”). The Allowance Charge significantly impacted the Company’s performance results in 2016 including revenues, net income and earnings per share. As a result of the impacts of the Allowance Charge, no portion of the EPS PSAs vested in 2017.

Key Governance and Pay Practices

We believe our executive compensation program features best practices in compensation design and governance practices, including:

- Emphasizing pay for performance alignment by making the majority of officer pay “at-risk;”
- Performing regular reviews of the compensation program as directed by the Compensation Committee;
- Retaining an independent compensation consultant that reports directly to the Compensation Committee;
- Maintaining stock ownership guidelines for executive officers and directors;
- Maintaining a compensation recoupment or “clawback” policy;
- Prohibiting the pledging and hedging of Company stock by executive officers and directors; and
- Not providing tax gross-ups for change in control benefits.

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## COMPENSATION DISCUSSION AND ANALYSIS

### The Company's Compensation Philosophy and Objectives

The principal objectives of our executive compensation program are:

- Attract and retain highly-talented executive officers who possess the skills and competencies needed for us to achieve our strategy and objectives;
- Encourage and reward (corporate and individual) performance, innovation and growth, without promoting undue risk;
- Motivate our executive officers to achieve both short-term and long-term goals that promote sustained stockholder value; and
- Reinforce our global values of: Integrity, Respect, Fairness, Breakthrough Results, and Collaboration.

We seek to achieve these objectives by creating a compensation program that focuses on:

- **Pay for Performance:** a substantial portion of executive compensation is variable or “at risk” and directly linked to both individual and company performance;
- **Market Analysis:** providing total compensation that is competitive with peers to attract and retain executives with exceptional levels of experience, skills and education;
- **Stockholder Alignment:** aligning executives with the long-term interests of stockholders through equity-based compensation, “at-risk” compensation linked to challenging performance goals the achievement of which promote long-term stockholder value, and stock ownership guidelines; and
- **Retention:** establishing multi-year vesting of performance-based compensation such that an executive must remain with the company to receive value from an award.



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2017 Elements of Compensation. In 2017, the primary elements of our NEOs' compensation were (1) base salary, (2) KCP bonus, (3) Restricted Stock, (4) Performance-Based Equity Awards and (5) Retention Awards. The table below describes each of these elements and the roles they serve:

| Element  | Description/Role   |
|--|--|
| Base Salary  | <p>Form: Cash Focus: Short-Term Type: Fixed</p> <ul style="list-style-type: none"> <li>Base salaries are evaluated annually by the Compensation Committee and are intended to provide competitive, fixed annual cash compensation.</li> </ul>  |
| KCP Bonus  | <p>Form: Cash Focus: Short-Term Type: Variable - Performance Based</p> <ul style="list-style-type: none"> <li>The KCP bonus is an annual cash bonus payable based on the Company's achievement against pre-established targets for Adjusted KCP EBITDA, collections and cost-to-collect; individual performance, and such other factors as determined by the Compensation Committee. All KCP payouts are subject to the satisfaction of an adjusted net income goal, established at the start of the year.</li> <li>Focuses executives on the short-term results that are closely tied to longer-term stockholder value creation.</li> <li>Rewards achievement of annual financial targets.</li> </ul> |
| Restricted Stock   | <p>Form: Equity Focus: Long-Term Type: Variable – Time Based</p> <ul style="list-style-type: none"> <li>Of the 2017 annual equity grant to NEOs, 50% consists of time-based restricted stock awards (“RSAs”) that vest in equal annual installments over a three-year period.</li> <li>Creates a link between compensation of executives and interests of stockholders with awards that derive value based on our stock price.</li> <li>Supports retention.</li> <li>Vesting provisions and terms promote a long-term management perspective.</li> </ul>   |
| Performance Based Equity Awards<br>(Performance Options in 2017) | <p>Form: Equity Focus: Long-Term Type: Variable - Performance Based</p> <ul style="list-style-type: none"> <li>Of the 2017 annual equity grant to NEOs, 50% consists of performance options that vest annually over a three-year period if a +25% stock price hurdle is achieved.</li> <li>Vesting provisions and terms incentivize a long-term management focus on stockholder value.</li> </ul>  |
| Retention Awards –   | <p>Form: Equity Focus: Long-Term Type: Variable – Time Based</p>   |

Restricted  
Stock

- Retention RSAs to promote retention, of which 50% vests on December 31, 2018 and 50% vests on December 31, 2019, subject to continued employment.

- The Company does not currently expect to grant additional Retention Awards.

Form: Cash Focus: Long-Term Type: Fixed - Performance Based

Retention  
Awards –  
Restricted  
Cash

- Retention Restricted Cash Awards to reward for the execution of Company initiatives and promote retention. Subject to the Company achieving predetermined strategic objectives relating to developing new business (which as of the date hereof have been achieved), the Retention Restricted Cash Awards vest in four equal installments on June 30, 2018, December 31, 2018, June 30, 2019 and December 31, 2019, subject to continued employment through the applicable vesting date

- The Company does not currently expect to grant additional Retention Awards.

## How We Make Compensation Decisions

**Role of the Compensation Committee.** The Compensation Committee meets regularly throughout the year, although its primary decision-making occurs following the close of the fiscal year, when the Compensation Committee: (1) approves total compensation levels for our NEOs for the current fiscal year, including any adjustment to salary, target annual KCP bonus opportunities and annual equity grant values; (2) determines whether performance targets have been satisfied for performance-based equity granted during previous fiscal years; and (3) approves payments under the KCP and any other cash bonuses applicable to our executives for the previous fiscal year. As discussed above, the Compensation Committee met seven times in 2017, and acted by unanimous written consent on eleven occasions.

**Role of the Independent Compensation Consultant.** Since 2015, the Compensation Committee has engaged FW Cook as its independent compensation consultant to assist in structuring and carrying out the Company’s executive compensation programs. FW Cook:

- Regularly attends Compensation Committee meetings, including meeting in executive session with the Compensation Committee;
- Provides advice on the appropriateness and competitiveness of our compensation program relative to market practice, including advising the Compensation Committee on the selection of our peer group;
- Consults on executive compensation trends and developments;
- Consults on various compensation matters and recommends compensation program designs and practices to support our business strategy and objectives;
- At the direction of the Compensation Committee, cooperates with management to compile market data and review the appropriateness of such data; and
- Works with management to assess the potential risks arising from our compensation policies and practices.

**Role of Management.** The Compensation Committee generally solicits management’s input with respect to the executive compensation program. The Chief Executive Officer and representatives from the Human Resources and Legal departments generally attend Compensation Committee meetings to make presentations/recommendations regarding, and to discuss management’s viewpoint on, various compensation matters related to pay levels, program design, and related policies. The Chief Executive Officer is not present for deliberations regarding his own compensation.

**Compensation Peer Group.** The Compensation Committee uses a peer group to review executive pay, consider the retention value of compensation and provide a foundation for other compensation design and award decisions. The Compensation Committee engages FW Cook to assist and make recommendations relating to the periodic selection and review of companies to be included in the “Compensation Peer Group.” The following table sets forth the companies included in the 2017 Compensation Peer Group (which were unchanged from the 2016 Compensation Peer Group), which were identified based on industry, business complexity, revenue and market capitalization value. With respect to revenue and market capitalization value, peer companies were generally limited to those within 0.33-3.0x the Company’s size, with the Company positioned near the median on those two measures at the time the peer group was established.

### 2017 Compensation Peer Group

|                                 |                                   |
|---------------------------------|-----------------------------------|
| Blackhawk Network Holdings Inc. | MAXIMUS, Inc.                     |
| Corelogic Inc.                  | Moneygram International Inc.      |
| Credit Acceptance Corp.         | Nelnet, Inc.                      |
| CSG Systems International, Inc. | OneMain Holdings Inc.             |
| Evercore Partners Inc.          | PRA Group, Inc.                   |
| ExlService Holdings, Inc.       | Sykes Enterprises, Incorporated   |
| GFI Group                       | Walter Investment Management Corp |



As part of its standard periodic review, the Compensation Committee identified a new Compensation Peer Group for compensation decisions beginning in 2018. The following table sets forth the companies included in the 2018 Compensation Peer Group, which were identified based on industry, business complexity, revenue and market capitalization value. With respect to revenue and market capitalization value, peer companies were generally limited to those with revenue between 0.33-3.0x the Company's size and market capitalization value between 0.25-4.0x the Company size. At the time the Compensation Peer Group was approved by the Compensation Committee, it was positioned in a 25<sup>th</sup> to 75<sup>th</sup> percentile range on both measures, with revenues above the median and market capitalization value below.

2018 Compensation Peer Group<sup>(1)</sup>

|                                 |                                 |
|---------------------------------|---------------------------------|
| Banc of California, Inc.        | Green Dot Corporation           |
| Black Knight, Inc.              | HMS Holdings Corporation        |
| Blackhawk Network Holdings Inc. | HomeStreet, Inc.                |
| Bofl Holding, Inc.              | LendingClub                     |
| Cathay General Bancorp          | Moneygram International Inc.    |
| Corelogic Inc.                  | PRA Group, Inc.                 |
| Credit Acceptance Corp.         | Walker & Dunlop, Inc.           |
| CSG Systems International, Inc. | Washington Federal, Inc.        |
| Enova International, Inc.       | Western Alliance Bancorporation |
| Fair Isaac Corporation          | World Acceptance Corp.          |
| FirstCash, Inc.                 |                                 |

<sup>(1)</sup>The following companies were removed from the Company's Compensation Peer Group for 2018: Evercore Partners Inc.; ExlService Holdings, Inc.; GFI Group; MAXIMUS, Inc.; Nelnet, Inc.; OneMain Holdings Inc.; Sykes Enterprises, Incorporated; and Walter Investment Management Corp. The following companies were added to the Company's Compensation Peer Group for 2018: Banc of California, Inc.; Black Knight, Inc.; Bofl Holding, Inc.; Cathay General Bancorp; Enova International, Inc.; Fair Isaac Corporation; FirstCash, Inc.; HMS Holdings Corporation; HomeStreet, Inc.; LendingClub; Walker & Dunlop, Inc.; Washington Federal, Inc.; and Western Alliance Bancorporation.

"Say-on-Pay" Advisory Vote on Executive Compensation. At our 2017 annual meeting of stockholders, a non-binding, advisory vote was taken with respect to the compensation of the Company's NEOs (commonly referred to as a "say-on-pay" vote). Approximately 89% of the votes cast were in favor of approval of our executive compensation program. We value this endorsement by our stockholders of our executive compensation program and policies, and the Compensation Committee continues to look for ways to enhance and refine our pay-for-performance executive compensation program.

The Compensation Committee considered the results of the 2017 advisory vote and other factors in evaluating the Company's executive compensation programs as discussed herein, including the advice of FW Cook. No changes were made to the Company's executive compensation program and policies explicitly as a result of the 2017 "say-on-pay" vote.

We solicit a "say-on-pay" vote every year, including at this annual meeting of stockholders.

## Overview of 2017 Compensation

**Base Salary.**

Our philosophy is to pay base salaries that are commensurate with the NEO's experience and expertise, taking into account, among other things, the recommendation of our independent compensation consultant, FW Cook, and competitive market data for executives with similar roles and responsibilities. The Compensation Committee reviews each NEO's base salary annually considering general market salary data, an assessment of corporate performance, as well as individual performance of each NEO.

| Name                 | Base Salary at<br>December 31, 2016 | Base Salary at<br>December 31, 2017 | Increase<br>% |                  |
|----------------------|-------------------------------------|-------------------------------------|---------------|------------------|
| Ashish Masih         | \$ 425,000                          | \$ 650,000                          | 52.9          | % <sup>(1)</sup> |
| Jonathan C. Clark    | \$ 510,000                          | \$ 510,000                          | 0.0           | %                |
| Paul Grinberg        | \$ 566,500                          | \$ 600,000                          | 5.9           | % <sup>(2)</sup> |
| Gregory L. Call      | \$ 325,000                          | \$ 400,000                          | 23.1          | % <sup>(3)</sup> |
| Kenneth A. Vecchione | \$ 860,000                          | N/A                                 | N/A           | <sup>(4)</sup>   |

<sup>(1)</sup>Mr. Masih received a raise to \$650,000 from \$425,000 in connection with his promotion to President and CEO in June 2017.

<sup>(2)</sup>Mr. Grinberg received a raise to \$600,000 from \$566,500 in connection with his promotion to President, International in June 2017.

<sup>(3)</sup>Mr. Call received a raise to \$341,250 from \$325,000 in March 2017 in connection with the Compensation Committee's annual review of salaries. His base salary was again increased, to \$400,000, in July 2017, in connection with his promotion to Executive Vice President, General Counsel, Chief Administrative Officer and Secretary.

<sup>(4)</sup>Mr. Vecchione resigned from the Company in June 2017; prior to his resignation, his annual base salary was \$860,000.

**KCP Bonus.**

**KCP Bonus Overview.** KCP bonus is an annual bonus plan designed to motivate and reward achievement of our short-term business goals and to attract and retain highly-talented individuals. The KCP bonus opportunity for each NEO is directly linked to the both the Company's achievement of certain annual operational performance objectives, as well as to the NEO's individual performance during the applicable year. Company and individual goals are designed to incentivize management to drive strong operating performance and create stockholder value.

**Determining Threshold, Target and Maximum Bonus Amounts.** Each NEO's target bonus is a stated percentage of his base salary (100% of base salary for Messrs. Masih, Clark and Grinberg and 75% of base salary for Mr. Call), which is determined at the beginning of each year by the Compensation Committee taking into account, among other things, the recommendation of our independent compensation consultant, FW Cook and competitive market data. For 2017, the threshold bonus percentage for all our NEOs was 50% of the NEO's target amount and the maximum bonus percentage for each NEO was 200% of the target amount.

Initial Performance Goal. For the 2017 KCP bonus, the Compensation Committee established adjusted net income as the initial performance hurdle for the KCP. Adjusted net income is calculated as GAAP net income from continuing operations attributable to Encore, excluding non-cash interest and issuance cost amortization relating to our convertible notes, acquisition, integration and restructuring related expenses, gain on reversal of contingent consideration, amortization of certain acquired intangible assets, and other charges or gains that are not indicative of ongoing operations, income tax effects of the adjustments and adjustments attributable to noncontrolling interest.

Under the KCP, if the Company achieved \$49.2 million of adjusted net income, then the bonus plan for the NEOs would fund at the maximum percentages (i.e., 200% of target), and the Compensation Committee would then apply negative discretion to determine the actual payouts. We achieved adjusted net income of \$106.0 million, thereby exceeding our goal and funding the potential KCP bonus payments for our NEOs at maximum.

Assessing Performance for Funding and Payout: The Compensation Committee revised the 2017 KCP bonus compensation structure by adding additional performance metrics and adjusting the weighting of individual performance to better align with the Company's short-term operating objectives. The Compensation Committee determined that a more diverse set of performance metrics would better reflect both individual and corporate performance, leading to a bonus program that more reliably incentivized the creation of balanced corporate performance and sustained stockholder value by our NEOs. In prior years, adjusted KCP EBITDA was the sole financial performance metric used. Below is a table of the elements of the 2017 KCP bonus and their relative weights:

| Element                | Weight |
|------------------------|--------|
| Adjusted KCP EBITDA    | 50.0%  |
| Collections            | 12.5%  |
| Cost-to-Collect        | 12.5%  |
| Individual Performance | 25.0%  |

The Compensation Committee believes that each of Adjusted KCP EBITDA, Collections and Cost-to-Collect is a key driver of our success and stockholder value, and is directly affected by the decisions of the NEOs. In March of 2017, the Compensation Committee established targets for each of these metrics based on the Company's 2017 budget, which had been established by the Board of Directors based on 2016 actual performance and expected growth in 2017. The table below presents the Company's performance in 2017 against those pre-established targets (dollar amounts in millions):

| Element                               | Target  | 2017 Actual | Achievement (% of Target) | Element Funding % <sup>(1)</sup> | Weighting | KCP Funding |
|---------------------------------------|---------|-------------|---------------------------|----------------------------------|-----------|-------------|
| Adjusted KCP EBITDA <sup>(2)</sup>    | \$278   | \$286       | 103.0                     | % 115.0                          | % 50.0    | % 57.5      |
| Gross Collections <sup>(3)</sup>      | \$1,707 | \$1,768     | 103.6                     | % 117.8                          | % 12.5    | % 14.7      |
| Cost-to-Collect <sup>(4)</sup>        | 38.8 %  | 39.5 %      | 98.2                      | % 95.5                           | % 12.5    | % 11.9      |
| Individual Performance <sup>(5)</sup> |         |             | 100.0                     | %                                | 25.0      | % 25.0      |
|                                       |         |             |                           |                                  |           | 109.2 %     |

(1) Under the 2017 KCP, the Compensation Committee approved a 5-to-1 slope for performance above target and a 2.5-to-1 slope for performance that is below target, meaning that for every 1% the Company performs above target for an element, the funding for that element increases by 5% and, conversely, for every 1% the Company performs below target for an element, the funding for that element decreases by 2.5%.

(2) Adjusted KCP EBITDA for purposes of calculating bonus awards under the KCP is defined as income before interest, taxes, depreciation and amortization, discontinued operations and certain other adjustments, including adjustments for: noncontrolling interest; stock-based compensation expenses; acquisition integration and restructuring related expenses; settlement fees and related administrative expenses and other charges or gains that are not indicative of ongoing operations. This Adjusted KCP EBITDA metric differs from the Adjusted EBITDA metric reported by the Company as the Adjusted KCP EBITDA metric used for calculating bonus awards under the KCP adds back interest income and deducts amounts related to the noncontrolling interest.

(3) Gross collections are cash collections on portfolio. The Company reports its gross collections in its public filings on a quarterly basis.

(4) Cost-to-collect, is used to facilitate a comparison of approximate cash costs to cash collections for our portfolio purchasing and recovery business and is calculated by dividing collections by adjusted operating expenses, a non-GAAP financial measure. The Company reports its cost-to-collect in its public filings on a quarterly basis.

(5) The individual performance element is fully funded. The Compensation Committee adjusts Actual KCP payouts based on NEO individual performance.





Although the KCP funded at 109.2% based on corporate performance, the Compensation Committee exercised its negative discretion and decreased KCP bonuses for NEOs, partially at the request of the CEO, to align NEO KCP payment percentages with those of other members of management with slightly different performance metrics. The Compensation Committee also analyzed individual contributions including, for Mr. Masih, domestic operations performance (prior to his promotion to CEO) and transitioning to the CEO role; for Mr. Clark, increasing liquidity, improving cost efficiencies and monitoring capital allocation and investment returns; for Mr. Grinberg, innovation, integration, deployment and collections at our international subsidiaries; and for Mr. Call, cost efficiencies and overseeing the legal and regulatory support for the business. Based on the analysis above and after reviewing the individual contributions and performance by the NEOs, the Compensation Committee determined to make the following KCP bonus payments to our NEOs for 2017, which resulted in a weighted average payout to NEOs of 99.6% of target:

## 2017 KCP Bonus

| Name                 | Target %<br>(of Base Salary) | 2017 KCP Bonus<br>Target <sup>(1)</sup> | 2017 KCP Actual<br>Bonus Received | Bonus Paid as a<br>% of Target |
|----------------------|------------------------------|---|-----------------------------------|--------------------------------|
| Ashish Masih         | 100.0                        | % \$ 547,671                            | <sup>(2)</sup> \$ 562,458         | 102.7 %                        |
| Jonathan C. Clark    | 100.0                        | % \$ 510,000                            | \$ 523,770                        | 102.7 %                        |
| Paul Grinberg        | 100.0                        | % \$ 584,500                            | <sup>(2)</sup> \$ 540,253         | 92.4 %                         |
| Gregory L. Call      | 75.0                         | % \$ 275,000                            | <sup>(2)</sup> \$ 282,425         | 102.7 %                        |
| Kenneth A. Vecchione | 110.5                        | % \$ 950,300                            | \$ —                              | — <sup>(3)</sup>               |

<sup>(1)</sup>KCP bonus target is calculated as base salary multiplied by KCP bonus target percentage. The threshold KCP bonus percentage was 50% of target and the maximum bonus percentage for each executive was 200% of target.

<sup>(2)</sup>KCP Bonus target is calculated based on a pro-rata salary for employees that received base salary increases during the year.

<sup>(3)</sup>Mr. Vecchione resigned from the Company in June 2017 and was not eligible to receive a KCP bonus for 2017 performance.

**Restricted Stock. Performance Equity.**

Our annual long-term equity incentive awards are intended to create a direct correlation between the Company's financial performance and stock price and compensation paid to our NEOs; attract, motivate, and retain our NEOs; assist in building equity ownership of our NEOs to further align our NEOs' long-term interests with those of our stockholders; and reward participants for the creation of stockholder value. Under our 2013 Incentive Compensation Plan (the "2013 Plan") and 2017 Incentive Award Plan (the "2017 Plan"), the Committee may grant various forms of equity awards.

The target value of annual equity awards granted to NEOs is determined by the Compensation Committee taking into account, market data, individual performance, the individual's ability to drive Company results, leadership potential and retention. Aggregate equity costs are also evaluated in the context of the dilutive effect to stockholders. Equity awards for our NEOs in 2017 were granted as a targeted mix of 50% RSAs and 50% Performance Options. Actual percentages vary slightly, based on the associated GAAP accounting valuations of the underlying awards.

In 2017, the Compensation Committee granted the following equity awards to our NEOs:

| Name                                | Performance            |                           |          |                                    |
|-------------------------------------|------------------------|---------------------------|----------|------------------------------------|
|                                     | RSA/RSU <sup>(1)</sup> | RSA/RSU <sup>(1)(2)</sup> | Options  | Performance Options <sup>(2)</sup> |
|                                     | (Shares)               | (\$)                      | (Shares) | (\$)                               |
| Ashish Masih <sup>(3)</sup>         | 14,409                 | \$ 490,996                | 39,601   | \$ 490,994                         |
| Jonathan C. Clark                   | 15,347                 | \$ 474,990                | 41,617   | \$ 474,988                         |
| Paul Grinberg                       | 15,347                 | \$ 474,990                | 41,617   | \$ 474,988                         |
| Gregory L. Call                     | 9,289                  | \$ 287,495                | 25,189   | \$ 287,490                         |
| Kenneth A. Vecchione <sup>(4)</sup> | 27,463                 | \$ 849,980                | 74,474   | \$ 849,996                         |

<sup>(1)</sup> Amounts do not include Retention RSAs granted in February 2017, which are discussed below.

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- (2) Amounts represent the grant date fair values of RSAs, Restricted Stock Units (“RSUs”) and stock options granted during the applicable fiscal year in accordance with ASC 718. For information on the assumptions used in calculating the amounts reported, see the “Stock-Based Compensation” footnote in the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.
- (3) Amounts include annual grants of RSAs and performance options in March 2017 under the 2013 Plan, as well as supplemental grants of RSUs and performance options in June 2017 under the 2017 Plan, made in connection with Mr. Masih’s promotion to President and CEO.
- (4) Mr. Vecchione forfeited these awards effective upon his resignation from the Company in June 2017.

#### Restricted Stock.

2017 Time-Based Restricted Stock Awards. The time-based RSAs granted to NEOs on March 9, 2017 under the 2013 Plan vest in three equal annual installments on each of March 9, 2018, March 9, 2019 and March 9, 2020 subject to continued employment with the Company. Additional time-based RSUs were granted to Mr. Masih under the 2017 Plan in connection with his promotion to President and CEO on June 22, 2017 and vest in three equal annual installments on each of June 22, 2018, June 22, 2019 and June 22, 2020 subject to his continued employment with the Company. Similar to the RSAs, the shares underlying RSUs are not issued until the awards vest, and the holder of the RSU has no right to vote or transfer the underlying shares.

#### Performance Equity.

2017 Performance Options. For 2017 long-term equity incentive awards, the Compensation Committee granted performance stock options that vest in equal annual installments over a three-year period but only if, within four years from the date of grant, the 20-trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to dividend-related adjustments) exceeds \$38.6875 per share (i.e., a 25% increase from the closing price on the date of grant). When granting the performance options, the Compensation Committee believed that the 25% stock price performance hurdle would align management’s interests with those of long-term stockholders and support the Company’s pay for performance philosophy. Since the 20-trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to dividend-related adjustments) exceeded \$38.6875 in June 2017 these performance options will vest in equal installments on March 9, 2018, March 9, 2019, and March 9, 2020, subject to each NEO’s continued employment through the applicable vesting date.

Additional performance options were granted to Mr. Masih on June 22, 2017 in connection with his promotion to President and CEO. These performance options are subject to the same vesting conditions (including the 25% stock price performance hurdle) set forth above; accordingly, these performance options will vest in three equal annual installments on each of June 22, 2018, June 22, 2019 and June 22, 2020 but only if, within four years from the date of grant, the 20 trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to dividend-related adjustments) exceeds \$50.63 per share.

Vesting of 2015 and 2016 EPS Performance-Based Stock Awards. In 2015 and 2016 the Compensation Committee granted EPS PSAs that vest in three tranches based on the achievement of annual Economic EPS targets established by the Compensation Committee early in the year of grant for that year and for each of the following two years. If a certain threshold Economic EPS goal is achieved in the applicable year, then at least 50% of the EPS PSAs will vest with respect to that year. If a certain maximum goal is achieved or exceeded during the applicable year, then 200% of the EPS PSAs will vest with respect to such year. The EPS PSAs are also subject to a 3-year cumulative Economic EPS target to provide a catch-up opportunity if the Economic EPS targets are not achieved in one or more years. If the threshold Economic EPS goal is not achieved for any given year then, subject to the 3-year cumulative Economic EPS catch-up opportunity, none of the EPS PSAs for that year will vest.



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Economic EPS for 2017 was \$4.04 and is defined as net income per diluted share (which was \$3.18) excluding non-cash interest and issuance cost amortization relating to our convertible notes (increased earnings per share by \$0.47 per share), acquisition, integration and restructuring related expenses (increased earnings per share by \$0.63 per share), gain on reversal of contingent consideration (decreased earnings per share by \$0.11 per share), amortization of certain acquired intangible assets (increased earnings per share by \$0.14 per share), expenses related to the withdrawn Cabot IPO (increased earnings per share by \$0.58 per share), income tax effects of the adjustments (decreased earnings per share by \$0.30 per share), adjustments attributable to noncontrolling interest (decreased earnings per share by \$0.60 per share) and the impact from tax reform (increased earnings per share by \$0.05 per share). Economic EPS is a non-GAAP financial measure that should not be considered as an alternative to, or more meaningful than EPS as an indicator of the Company's operating performance.

Primarily because of the Allowance Charge in 2016, the 2017 Economic EPS results were below threshold for the relevant tranches of the EPS PSA grants made in 2015, and 2016 and as a result no EPS PSAs vested in 2017.

| Description                    | Economic EPS          |            | 2017 Economic      |                  |
|--------------------------------|-----------------------|------------|--------------------|------------------|
|                                | Target <sup>(1)</sup> | EPS Result | Vesting Percentage |                  |
| 2015 EPS PSA Grant – Tranche 3 | \$ 6.26               | \$ 4.04    | 0                  | % <sup>(2)</sup> |
| 2016 EPS PSA Grant – Tranche 2 | \$ 5.87               | \$ 4.04    | 0                  | %                |

<sup>(1)</sup>Targets to receive awards at threshold for the 2015 and 2016 EPS PSA grants were \$5.76 and \$5.40, respectively.

<sup>(2)</sup>No EPS PSAs vested as a result of the three-year cumulative catch-up provision on the 2015 EPS PSA grant.

### Retention Awards.

On February 21, 2017, to promote retention of the Company's officers during a challenging business and regulatory environment the Compensation Committee granted Retention Awards to the NEOs. In determining the amount and structure of the awards, the Compensation Committee took into consideration, among other things, the estimated impact to the business, financial or otherwise, of hiring fully-qualified replacements. The Retention Awards granted to the NEOs were as follows:

| Name                                | Retention                 |                                      |                          |
|-------------------------------------|---------------------------|--------------------------------------|--------------------------|
|                                     | Retention RSA<br>(Shares) | Retention RSA <sup>(1)</sup><br>(\$) | Restricted<br>Cash Award |
| Ashish Masih                        | 11,816                    | \$ 399,972                           | \$ 400,000               |
| Jonathan C. Clark                   | 13,293                    | \$ 449,968                           | \$ 450,000               |
| Paul Grinberg                       | 13,293                    | \$ 449,968                           | \$ 450,000               |
| Gregory L. Call                     | 9,403                     | \$ 318,292                           | \$ 318,300               |
| Kenneth A. Vecchione <sup>(2)</sup> | 23,633                    | \$ 799,977                           | \$ 800,000               |

<sup>(1)</sup>Amounts represent the grant date fair values of Retention RSAs granted during the applicable fiscal year in accordance with ASC 718. For information on the assumptions used in calculating the amounts reported, see the "Stock-Based Compensation" footnote in the Notes to the Consolidated Financial Statements included in our Annual

Report on Form 10-K for the year ended December 31, 2017.

<sup>(2)</sup>In connection with his resignation in June 2017, Mr. Vecchione forfeited his Retention Awards. Subject to the recipient being continuously employed with the Company, the Retention RSAs will vest in equal installments on December 31, 2018 and December 31, 2019. Subject to (1) the recipient being continuously employed with the Company and (2) the Company establishing a web presence and enrolling partners for its educational program Encore Extra (which has been achieved as of the date hereof), the Retention Restricted Cash Awards vest in four equal installments on June 30, 2018, December 31, 2018, June 30, 2019 and December 31, 2019.

Severance Arrangements. Our NEOs each have severance arrangements, which are discussed below in the “Potential Payments Upon a Termination or Change in Control” section. Provisions included under individual severance arrangements or under the Separation Plan are designed to provide an important safety net that allows these executives to focus on our business and pursue the course of action that is in the best interests of our stockholders by alleviating some concerns regarding their personal financial well-being in the event of a termination or change-in-control transaction. We do not have single-trigger equity vesting acceleration upon a change of control and we do not provide excise tax gross-ups. We believe that the provisions of our severance arrangements are consistent with the principal objectives of our compensation programs and that the payments that would be triggered upon termination are consistent with the market in which we operate and at appropriate levels when viewed in relation to the benefits the executives provide us and our stockholders and the overall value of the Company. The executives are subject to certain restrictions, including (among other things) covenants for non-solicitation and non-disparagement and are required to execute a general release, in exchange for receiving the financial and other benefits under their agreements, as described in more detail in the “Potential Payments Upon a Termination or Change in Control” section. We believe imposition of these restrictions serves our best interest and the best interests of our stockholders.

In connection with his resignation in June 2017, other than accrued vacation pay, Mr. Vecchione did not receive any severance payments and he forfeited his outstanding unvested equity awards.

Other Benefits and Programs. Our NEOs are eligible to participate in benefit programs designed for all of our full-time employees during the period of their employment. These programs include a tax qualified 401(k) savings plan, medical, dental, disability and life insurance programs and a matching gift program. We also offer an executive health screening program whereby our executives may obtain a comprehensive physical examination once every two years.

Perquisites. Pursuant to his letter agreement and prior to his resignation in June 2017, Mr. Vecchione received a housing allowance. Pursuant to his letter agreement with the Company, Mr. Grinberg receives an annual reimbursement of commuting expenses.

#### Tax Considerations

Internal Revenue Code Section 162(m). Internal Revenue Code (“IRC”) Section 162(m) generally provides that public companies cannot deduct non-performance based compensation paid to its covered employees in excess of \$1 million per year. Prior to the Tax Cuts and Jobs Act of 2017 (the “Act”), covered employees generally consisted of a corporation’s chief executive officer and each of its other three most highly compensated officers, other than its chief financial officer, and remuneration that qualified as “performance-based compensation” within the meaning of the IRC was exempt from this \$1 million deduction limitation. As part of the Act, the ability to rely on this exemption was, with certain limited exceptions, eliminated. In addition, the determination of covered employees was generally expanded. In light of the repeal of the performance-based compensation exception to IRC Section 162(m), we may not be able to take a deduction for any compensation in excess of \$1 million that is paid to a covered employee.

#### Other Matters Relating to Executive Compensation

Pledging and Hedging Policy. We have a comprehensive insider trading policy that, among other things, provides that our employees, officers, directors and key consultants shall not engage in speculative (or “hedging”) transactions such as short sales or the purchase or sale of puts, calls or other derivatives of our securities. The purpose of this policy, among other things, is to assist our employees in avoiding potential conflicts of interest that could result in unwanted perceptions and negatively impact our stock price. The policy also prohibits the purchase of Company securities on margin and the pledging of Company securities and contains additional restrictions applicable to insiders, including our executive officers and directors.





Compensation Recovery Policy. The Compensation Committee has adopted the Encore Capital Group, Inc. Compensation Recovery Policy under which the Compensation Committee may clawback cash and equity incentive compensation erroneously paid, granted or awarded to a senior executive if it determines the senior executive has committed misconduct that causes demonstrably significant financial and reputational harm to the Company. If the Compensation Committee seeks recovery of incentive compensation erroneously paid to a senior executive, the Company will disclose this with specificity in a Form 8-K or other document filed with the SEC, so long as the underlying event has already been publicly disclosed in the Company's filings with the SEC.

Stock Ownership Guidelines. The Compensation Committee maintains equity ownership requirements to promote substantial equity ownership by the Company's management and thereby further align their interests with the interests of our stockholders. Under these requirements, each executive is required to own equity equal to a multiple of the executive's base salary, reflecting each executive's role and level of responsibility at the Company. Executives who have not yet met their equity ownership requirements are required to retain 100% of their after-tax shares until the share ownership requirement is met. For the purposes of these requirements, all shares owned and unvested RSAs/RSUs are included in the calculation. Unexercised stock options and unvested PSAs are not included in the calculation. All NEOs are in compliance with the stock ownership guidelines.

#### Stock Ownership

| Title/Position           | Guidelines     |
|--------------------------|----------------|
| Chief Executive Officer  | 6x Base Salary |
| Chief Financial Officer  | 3x Base Salary |
| President, International | 3x Base Salary |
| Executive Vice President | 3x Base Salary |
| Senior Vice President    | 2x Base Salary |

#### Key Changes for 2018 Compensation

The Compensation Committee and Company management continually seek to improve the executive compensation program to further support the execution of the Company's business strategy, facilitate the alignment of management's long-term interests with those of stockholders, and to reflect best pay practices. With the support of management and FW Cook, the Compensation Committee has determined to make the following changes for 2018:

KCP Funding and Metric Changes. For 2018, the Compensation Committee has refined the Company performance measures for KCP funding to include the following:

| Weighting | Category              | Performance Measures  |
|-----------|-----------------------|---|
| 50%       | Stockholder Value     | Adjusted EBITDA   |
| 20%       | Strategic Initiatives | Achievement of Certain Milestones for Strategic Initiatives |
| 15%       | Consumer Experience   | Call Quality Score Goals                                    |
| 15%       | People Initiatives    | Employee Engagement and Diversity Goals                     |

In 2018, 100% of KCP funding will be determined based on the performance measures discussed above. However, individual NEO KCP payouts will still be affected by an evaluation of individual performance against objectives set by the CEO and approved by the Compensation Committee.

Long-Term Incentive Program Design. For 2018 long-term equity incentive awards, the Compensation Committee determined to return to a design similar to the one used in 2016, consisting of a combination of time-vested RSUs and performance stock units ("PSUs") as follows:

| Name  | %    |
|---|------|
| Time-Based Restricted Stock Units ("RSUs")                    | 50%  |
| Earnings Per Share Performance Stock Units ("EPS PSUs")       | 40%  |
| Total Shareholder Return Performance Stock Units ("TSR PSUs") | 10%  |
|   | 100% |

2018 Time-Based RSUs. The time-based RSUs granted to NEOs on March 9, 2018 will vest in equal annual installments over a three-year period subject to the recipient's continued employment with the Company.

2018 EPS PSUs. The EPS PSUs granted to NEOs in 2018 will vest in three annual tranches based on the achievement of Economic EPS targets established by the Compensation Committee early at the beginning of each applicable year, based on the Company's Economic EPS budget for that year. If a certain threshold Economic EPS goal is achieved during the applicable year, then at least 50% of the EPS PSUs eligible to vest in that year will vest, and if a certain maximum goal is achieved or exceeded during the applicable year, then 200% of the EPS PSUs eligible to vest in that year will vest. Unlike the Company's previous EPS based performance awards, goals for all three years will not be set in the first year and there will not be a three-year catch-up provision.

2018 TSR PSUs. The design and calculation for the 2018 TSR PSUs, which are similar to the 2016 TSR PSAs, have a three-year performance period (March 2018 through December 2020) and will cliff vest on March 9, 2021 based on continued employment through that date and the Company's three-year relative total stockholder return compared to the other companies in the S&P SmallCap 600 Financial Sector Index as of the date of grant.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During 2017, the members of the Compensation Committee were Richard J. Srednicki, Ash Gupta, Francis E. Quinlan and Norman R. Sorensen (until December 1, 2017). None of the Compensation Committee members had an interlocking relationship, as defined in the SEC rules, with our executive officers or with directors of another entity during the last fiscal year.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this proxy statement. Based on that review and its discussions, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

Compensation Committee:  
Ash Gupta (Chair)  
Francis E. Quinlan  
Richard J. Srednicki

## Risks Related To Compensation Policies And Practices

Following a risk assessment of the Company's compensation policies and practices, the Company does not believe there are any risks from the Company's compensation policies and practices applicable to its employees that are reasonably likely to have a material adverse effect on the Company.

The Compensation Committee assists the Board in fulfilling its risk management oversight responsibilities associated with excessive risk-taking arising from our employee compensation policies and practices. The Compensation Committee, with the assistance of FW Cook, continuously reviews our compensation policies and practices and believes that they are reasonable, align the interests of our employees with our stockholders and do not contain features that may encourage excessive risk taking by our executive officers. Additionally, we believe that our performance-focused executive compensation policies described in detail in our Compensation Discussion and Analysis discourage inappropriate or excessive risk taking by our executive officers for reasons including, but not limited to, the following:

- Payment of incentive compensation to executive officers is dependent upon the combination of achievement of targeted corporate operating measures and individual performance. We believe our performance targets have been appropriately designed to mitigate risk and align the interests of our executive officers with stockholder interests.
- The single biggest portion of our executive compensation program consists of equity-based awards, which creates a long-term performance focus for our executive officers and discourages excessive or inappropriate emphasis on short-term results.
- The Company's focus on ethics and strict adherence to its internal controls and procedures further mitigate inappropriate risk taking with respect to our compensation practices. We believe that we have the appropriate controls in place to effectively mitigate the risk that our executives would act inappropriately to manipulate incentive compensation payouts or receive payouts without regard to performance.
- The Company maintains a Compensation Recovery Policy, under which the Compensation Committee may clawback incentive compensation erroneously paid, granted or awarded to a senior executive if it determines the senior executive has committed misconduct that causes demonstrably significant financial and/or reputational harm to the Company.
- The Company's equity ownership requirements align management with stockholders and helps reduce the taking of excessive risk by senior management in Company decisions.

## SUMMARY COMPENSATION TABLE

The following table sets forth information concerning compensation earned by, or paid to, each of our NEOs for services provided to us for the years ended December 31, 2017, 2016 and 2015.

| Name and Principal Position   | Year | Salary    | Stock Awards <sup>(1)</sup> | Option Awards <sup>(2)</sup> | Non-Equity Incentive |                                       | Total                      |
|---|------|-----------|-----------------------------|------------------------------|----------------------|---------------------------------------|----------------------------|
|   |      |           |                             |                              | Plan                 | All Other Compensation <sup>(4)</sup> |                            |
| Ashish Masih  | 2017 | \$543,558 | \$890,968                   | \$490,994                    | \$ 562,458           | \$ 11,400                             | \$2,499,378                |
| President and Chief Executive Officer   | 2016 | \$375,417 | \$704,481                   | \$—                          | \$ 255,000           | \$ 13,835                             | \$1,348,733                |
|   | 2015 | \$340,000 | \$594,968                   | \$—                          | \$ 337,317           | \$ 18,934                             | \$1,291,219                |
| Jonathan C. Clark   | 2017 | \$510,000 | \$924,958                   | \$474,988                    | \$ 523,770           | \$ 15,723                             | \$2,449,439                |
| Executive Vice President, Chief Financial Officer and Treasurer                       | 2016 | \$508,333 | \$1,046,537                 | \$—                          | \$ 245,000           | \$ 356,145                            | \$2,156,015                |
|   | 2015 | \$500,000 | \$999,956                   | \$—                          | \$ 494,082           | \$ 167,335                            | \$2,161,373                |
| Paul Grinberg   | 2017 | \$584,152 | \$924,958                   | \$474,988                    | \$ 540,253           | \$ 119,061                            | <sup>(5)</sup> \$2,643,412 |
| President, International  | 2016 | \$563,750 | \$1,148,684                 | \$—                          | \$ 237,000           | \$ 122,942                            | \$2,072,376                |
|   | 2015 | \$550,000 | \$1,099,943                 | \$—                          | \$ 543,490           | \$ 124,109                            | \$2,317,542                |
| Gregory L. Call   | 2017 | \$363,168 | \$605,786                   | \$287,490                    | \$ 282,425           | \$ 8,100                              | \$1,546,969                |
| Executive Vice President, General Counsel, Chief Administrative Officer and Secretary | 2016 | \$320,833 | \$612,595                   | \$—                          | \$ 175,000           | \$ 9,101                              | \$1,117,529                |
|   | 2015 | \$300,000 | \$524,964                   | \$—                          | \$ 223,225           | \$ 11,084                             | \$1,059,273                |
| Kenneth A. Vecchione  | 2017 | \$506,077 | \$1,649,957                 | \$849,996                    | \$ —                 | \$ 38,500                             | <sup>(6)</sup> \$3,044,530 |
| Former President and Chief Executive Officer  | 2016 | \$860,000 | \$2,042,128                 | \$—                          | \$ 570,180           | \$ 77,800                             | \$3,550,108                |
|   | 2015 | \$860,000 | \$1,719,939                 | \$—                          | \$ 939,052           | \$ 72,084                             | \$3,591,075                |

<sup>(1)</sup> Amounts represent the grant date fair value of RSA, RSU and, if applicable, PSA awards granted during the applicable year, computed in accordance with FASB ASC Topic 718 (“ASC 718”), which for PSAs means based on the probable outcome of applicable performance goals. For information on the assumptions used in calculating the amounts reported, see the “Stock-Based Compensation” footnotes in the Notes to the Consolidated Financial Statements included in our Annual Reports on Form 10-K for the years ended December 31, 2017, 2016 and 2015. Additional information about the awards reflected in this column is set forth in the notes to the 2017 Grants of Plan-Based Awards table and the Outstanding Equity Awards at 2017 Year-End table, below.

<sup>(2)</sup> Amounts represent the grant date fair values of performance stock options granted during the applicable fiscal year in accordance with ASC 718. For information on the assumptions used in calculating the amounts reported, see the “Stock-Based Compensation” footnote in the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.

<sup>(3)</sup> Represents the payouts of KCP bonuses for performance during the applicable year and paid early in the subsequent year. For 2017, KCP was funded based on the achievement of a pre-established adjusted net income target, and awards were adjusted based on the Compensation Committee’s exercise of negative discretion based on the Company’s performance relative to pre-established targets for Adjusted KCP EBITDA, collections and cost-to-collect and other factors deemed appropriate by the Compensation Committee, including individual performance. In accordance with SEC rules, the one-time Retention Cash Awards granted in 2017 are not reportable



under this column until earned (which will occur in equal installments on June 30, 2018, December 31, 2018, June 30, 2019 and December 31, 2019, subject to the executive's continued employment). Information about the Retention Restricted Cash Awards is set forth in the notes to the 2017 Grants of Plan-Based Awards table and the Outstanding Equity Awards at 2017 Year-End table, below.

(4) Amounts in this column include matching contributions to our 401(k) plan, contributions to Health Savings Accounts and matching contributions pursuant to charitable donation programs of the Company.

(5) Includes commuting expenses in the amount of \$110,160.

(6) Includes a housing allowance of \$25,000.

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## 2017 Grants Of Plan-Based Awards

The following table sets forth summary information regarding all grants of plan-based awards made to our NEOs during the fiscal year ended December 31, 2017.

|                                      | Grant Date | Estimated Possible Payouts Under Non-Equity Incentive Plan Awards |           |             | Estimated Future Payouts Under Equity Incentive Plan Awards |        |         | All Other                                   | Grant Date                        |
|--------------------------------------|------------|---|-----------|-------------|---|--------|---------|---|-----------------------------------|
|                                      |            | Threshold   | Target    | Maximum     | Threshold   | Target | Maximum | Stock Awards: Number of Shares or Units (#) | Exercise or Base Price (\$/Share) |
| Ashish Masih                         |            |   |           |             |   |        |         |   |                                   |
| Restricted Cash Award <sup>(2)</sup> |            |   | \$400,000 |             |   |        |         |   |                                   |
| KCP <sup>(3)</sup>                   |            | \$273,836   | \$547,671 | \$1,095,342 |   |        |         |   |                                   |
| RSA - Retention <sup>(4)</sup>       | 2/21/2017  |   |           |             |   |        | 11,816  |   | \$399,972                         |
| RSA <sup>(5)</sup>                   | 3/9/2017   |   |           |             |   |        | 9,693   |   | \$299,998                         |
| Option <sup>(6)</sup>                | 3/9/2017   |   |           |             | 26,285  |        |         | \$30.95                                     | \$299,999                         |
| RSU <sup>(7)</sup>                   | 6/22/2017  |   |           |             |   |        | 4,716   |   | \$190,998                         |
| Option <sup>(8)</sup>                | 6/22/2017  |   |           |             | 13,316  |        |         | \$40.50                                     | \$190,995                         |
| Jonathan C. Clark                    |            |   |           |             |   |        |         |   |                                   |
| Restricted Cash Award <sup>(2)</sup> |            |   | \$450,000 |             |   |        |         |   |                                   |
| KCP <sup>(3)</sup>                   |            | \$255,000   | \$510,000 | \$1,020,000 |   |        |         |   |                                   |
| RSA - Retention <sup>(4)</sup>       | 2/21/2017  |   |           |             |   |        | 13,293  |   | \$449,968                         |
| RSA <sup>(5)</sup>                   | 3/9/2017   |   |           |             |   |        | 15,347  |   | \$474,990                         |
| Option <sup>(6)</sup>                | 3/9/2017   |   |           |             | 41,617  |        |         | \$30.95                                     | \$474,988                         |
| Paul Grinberg                        |            |   |           |             |   |        |         |   |                                   |
| Restricted Cash Award <sup>(2)</sup> |            |   | \$450,000 |             |   |        |         |   |                                   |
| KCP <sup>(3)</sup>                   |            | \$292,250   | \$584,500 | \$1,169,000 |   |        |         |   |                                   |
| RSA - Retention <sup>(4)</sup>       | 2/21/2017  |   |           |             |   |        | 13,293  |   | \$449,968                         |

|                          |           |           |           |             |         |           |
|--------------------------|-----------|-----------|-----------|-------------|---------|-----------|
| RSA <sup>(5)</sup>       | 3/9/2017  |           |           |             | 15,347  | \$474,990 |
| Option <sup>(6)</sup>    | 3/9/2017  |           | 41,617    |             | \$30.95 | \$474,988 |
| Gregory L.               |           |           |           |             |         |           |
| Call                     |           |           |           |             |         |           |
| Restricted               |           |           |           |             |         |           |
| Cash                     |           |           |           |             |         |           |
| Award <sup>(2)</sup>     |           | \$318,300 |           |             |         |           |
| KCP <sup>(3)</sup>       |           | \$137,500 | \$275,000 | \$550,000   |         |           |
| RSA -                    |           |           |           |             |         |           |
| Retention <sup>(4)</sup> | 2/21/2017 |           |           |             | 9,403   | \$318,292 |
| RSA <sup>(5)</sup>       | 3/9/2017  |           |           |             | 9,289   | \$287,495 |
| Option <sup>(6)</sup>    | 3/9/2017  |           | 25,189    |             | \$30.95 | \$287,490 |
| Kenneth A.               |           |           |           |             |         |           |
| Vecchione                |           |           |           |             |         |           |
| Restricted               |           |           |           |             |         |           |
| Cash                     |           |           |           |             |         |           |
| Award <sup>(2)</sup>     |           | \$800,000 |           |             |         |           |
| KCP <sup>(3)</sup>       |           | \$475,150 | \$950,300 | \$1,900,600 |         |           |
| RSA -                    |           |           |           |             |         |           |
| Retention <sup>(4)</sup> | 2/21/2017 |           |           |             | 23,633  | \$799,977 |
| RSA <sup>(5)</sup>       | 3/9/2017  |           |           |             | 27,463  | \$849,980 |
| Option <sup>(6)</sup>    | 3/9/2017  |           | 74,474    |             | \$30.95 | \$849,996 |

(1) Amounts in this column represent the grant date fair value of equity awards, computed in accordance with FASB ASC Topic 718. For information on the assumptions used in calculating the amounts reported, see the "Stock-Based Compensation" footnote to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.

(2) Represents grants of Retention Restricted Cash Awards under the 2013 Plan. Subject to continued employment and the Company achieving certain predetermined strategic objectives relating to developing new business (which have been achieved as of the date hereof), the Retention Restricted Cash Awards vest in four equal installments on June 30, 2018, December 31, 2018, June 30, 2019 and December 31, 2019.

(3) Represents the potential payouts under the Company's KCP for 2017. The threshold level is 50% of target and the maximum level is set at 200% of target.

(4) Represents awards of Retention RSAs under the 2013 Plan. The Retention RSAs granted on February 21, 2017 vest 50% on December 31, 2018 and 50% on December 31, 2019 subject to continued employment.

(5) Represents awards of RSAs under the 2013 Plan. The RSAs granted on March 9, 2017 vest in three equal annual installments on each of March 9, 2018, March 9, 2019 and March 9, 2020 subject to continued employment.

(6) Represents awards of performance options under the 2013 Plan. Subject to continued employment, the performance options vest in equal annual installments over a three-year period if, within four years from the date of grant, the 20-trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to dividend-related adjustments) exceeds \$38.6875 per share (a 25% increase from the closing price on the date of grant). The 20-trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to dividend-related adjustments) exceeded \$38.6875 in June 2017, as such these performance options will now time vest in equal installments on March 9, 2018, March 9, 2019, and March 9, 2020, subject to continued employment.

- (7) Represents awards of RSUs under the 2017 Plan. The RSUs granted on June 22, 2017 vest in three equal annual installments on each of June 22, 2018, June 22, 2019 and June 22, 2020 subject to continued employment.
- (8) Represents awards of performance options under the 2017 Plan. Subject to continued employment, the performance options vest in equal annual installments on June 22, 2018, June 22, 2019, and June 22, 2020 if, within four years from the date of grant, the 20-trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to dividend-related adjustments) exceeds \$50.63 per share per share (a 25% increase from the closing price on the date of grant).

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth information concerning awards that were outstanding for each of our NEOs as of December 31, 2017. Mr. Vecchione resigned in 2017 and therefore did not hold any outstanding equity awards as of December 31, 2017.

|                   | Option Awards   |   |   |                       |                        | Stock Awards                        |   |  |  |
|-------------------|---|---|---|-----------------------|------------------------|-------------------------------------|---|--|--|
|                   | Number of Securities Underlying Unexercised Options Exercisable | Number of Securities Underlying Unexercised Options Not Exercisable | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options | Option Exercise Price | Option Expiration Date | Units of Stock That Have Not Vested | Stock That Have Not Vested <sup>(1)</sup> | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(1)</sup> | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(1)</sup> |
| Ashish Masih      | 40,000  | —   | —   | \$ 13.17              | 8/20/2019              |                                     |   |  |  |
|                   | 6,600   | —   | —   | \$ 17.90              | 2/25/2020              |                                     |   |  |  |
|                   | 4,166   | —   | —   | \$ 22.17              | 4/6/2022               |                                     |   |  |  |
|                   | —   | 26,285 <sup>(2)</sup>   | —   | \$ 30.95              | 3/9/2024               |                                     |   |  |  |
|                   | —   | —   | 13,316 <sup>(3)</sup>   | \$ 40.50              | 6/22/2024              |                                     |   |  |  |
|                   |   |   |   |                       |                        | 1,920 <sup>(4)</sup>                | \$ 80,832                                 |  |  |
|                   |   |   |   |                       |                        | 8,656 <sup>(5)</sup>                | \$ 364,418                                |  |  |
|                   |   |   |   |                       |                        | 11,816 <sup>(6)</sup>               | \$ 497,454                                |  |  |
|                   |   |   |   |                       |                        | 9,693 <sup>(7)</sup>                | \$ 408,075                                |  |  |
|                   |   |   |   |                       |                        | 4,716 <sup>(8)</sup>                | \$ 198,544                                |  |  |
|                   |   |   |   |                       |                        |                                     |   | 2,881 <sup>(9)</sup>   | \$ 121,290   |
|                   |   |   |   |                       |                        |                                     |   | 5,194 <sup>(10)</sup>  | \$ 218,667   |
|                   |   |   |   |                       |                        |                                     |   | 5,192 <sup>(11)</sup>  | \$ 218,583   |
| Jonathan C. Clark | —   | 41,617 <sup>(2)</sup>   | —   | \$ 30.95              | 3/9/2024               |                                     |   |  |  |
|                   |   |   |   |                       |                        | 3,228 <sup>(4)</sup>                | \$ 135,899                                |  |  |
|                   |   |   |   |                       |                        | 12,858 <sup>(5)</sup>               | \$ 541,322                                |  |  |
|                   |   |   |   |                       |                        | 13,293 <sup>(6)</sup>               | \$ 559,635                                |  |  |
|                   |   |   |   |                       |                        | 15,347 <sup>(7)</sup>               | \$ 646,109                                |  |  |
|                   |   |   |   |                       |                        |                                     |   | 4,842 <sup>(9)</sup>   | \$ 203,848   |
|                   |   |   |   |                       |                        |                                     |   | 7,715 <sup>(10)</sup>  | \$ 324,802   |
|                   |   |   |   |                       |                        |                                     |   | 7,714 <sup>(11)</sup>  | \$ 324,759   |
| Paul Grinberg     | 10,000  | —   | —   | \$ 22.17              | 4/6/2022               |                                     |   |  |  |
|                   | —   | 41,617 <sup>(2)</sup>   | —   | \$ 30.95              | 3/9/2024               |                                     |   |  |  |
|                   |   |   |   |                       |                        | 3,551 <sup>(4)</sup>                | \$ 149,497                                |  |  |
|                   |   |   |   |                       |                        | 14,113 <sup>(5)</sup>               | \$ 594,157                                |  |  |
|                   |   |   |   |                       |                        | 13,293 <sup>(6)</sup>               | \$ 559,635                                |  |  |

|            |       |                       |   |         |                       |                      |                       |            |
|------------|-------|-----------------------|---|---------|-----------------------|----------------------|-----------------------|------------|
|            |       |                       |   |         | 15,347 <sup>(7)</sup> | \$646,109            |                       |            |
|            |       |                       |   |         |                       |                      | 5,327 <sup>(9)</sup>  | \$ 224,267 |
|            |       |                       |   |         |                       |                      | 8,468 <sup>(10)</sup> | \$ 356,503 |
|            |       |                       |   |         |                       |                      | 8,468 <sup>(11)</sup> | \$ 356,503 |
| Gregory L. |       |                       |   |         |                       |                      |                       |            |
| Call       | 5,000 | —                     | — | \$22.17 | 4/6/2022              |                      |                       |            |
|            | —     | 25,189 <sup>(2)</sup> | — | \$30.95 | 3/9/2024              |                      |                       |            |
|            |       |                       |   |         |                       | 1,694 <sup>(4)</sup> | \$71,317              |            |
|            |       |                       |   |         |                       | 7,526 <sup>(5)</sup> | \$316,845             |            |
|            |       |                       |   |         |                       | 9,403 <sup>(6)</sup> | \$395,866             |            |
|            |       |                       |   |         |                       | 9,289 <sup>(7)</sup> | \$391,067             |            |
|            |       |                       |   |         |                       |                      | 2,542 <sup>(9)</sup>  | \$ 107,018 |
|            |       |                       |   |         |                       |                      | 4,516 <sup>(10)</sup> | \$ 190,124 |
|            |       |                       |   |         |                       |                      | 4,516 <sup>(11)</sup> | \$ 190,124 |
| Kenneth A  |       |                       |   |         |                       |                      |                       |            |
| Vecchione  | —     | —                     | — | —       | —                     | —                    | —                     | —          |

<sup>(1)</sup>Market value for awards was calculated using the closing price of \$42.10 per share for our common stock on December 31, 2017.

<sup>(2)</sup>Amounts represent outstanding performance options under the 2013 Plan. Subject to continued employment, the performance options vest in equal annual installments over a three-year period if, within four years from the date of grant, the 20-trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to dividend-related adjustments) exceeds \$38.6875 per share (a 25% increase from the closing price on the date of grant). The 20-trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to dividend-related adjustments) exceeded \$38.6875 in June 2017, as such these performance options will now time vest in equal installments on March 9, 2018, March 9, 2019, and March 9, 2020, subject to continued employment.

<sup>(3)</sup>Represents awards of performance options under the 2017 Plan. Subject to continued employment, the performance options vest in equal annual installments on June 22, 2018, June 22, 2019, and June 22, 2020 if, within four years from the date of grant, the 20-trading day average of the NASDAQ-reported closing price per share of the Company's common stock (subject to dividend-related adjustments) exceeds \$50.63 per share per share (a 25% increase from the closing price on the date of grant).

- (4) Amounts reported represent outstanding portions of RSAs granted pursuant to the 2013 Plan on March 9, 2015. The RSA vests in three equal annual installments. The first two installments vested on March 9, 2016 and March 9, 2017, respectively. The remaining and disclosed portion vested on March 9, 2018.
- (5) Amounts reported represent outstanding portions of RSAs granted pursuant to the 2013 Plan on March 9, 2016. The RSA vests in three equal annual installments. The first installment vested on March 9, 2017. The remaining and disclosed portion vested or is scheduled to vest in equal installments on March 9, 2018 and March 9, 2019, subject to continued employment.
- (6) Amounts reported represent outstanding portions of awards of Retention RSAs granted pursuant to the 2013 Plan on February 21, 2017. The Retention RSA award vests in two equal annual installments on each of December 31, 2018 and December 31, 2019, subject to continued employment.
- (7) Amounts reported represent outstanding portions of awards of RSAs granted pursuant to the 2013 Plan on March 9, 2017. The RSA award vests in three equal annual installments on each of March 9, 2018, March 9, 2019, and March 9, 2020, subject to continued employment.
- (8) Amounts reported represent outstanding portions of awards of RSUs granted pursuant to the 2017 Plan on June 22, 2017. The RSU award vests in three equal annual installments on each of June 22, 2018, June 22, 2019, and June 22, 2020, subject to continued employment.
- (9) Amounts reported represent outstanding portions of EPS PSAs granted pursuant to the 2013 Plan on March 9, 2015. The EPS PSAs vest over a three-year period based on the achievement of certain annual and three-year cumulative Adjusted EPS goals. Based on 2017 performance at below threshold levels, amount reported represents payout at threshold levels. Based on 2017 performance, these EPS PSAs did not vest and were cancelled in February 2018 after certification of 2017 performance by the Compensation Committee.
- (10) Amounts reported represent outstanding portions of EPS PSAs granted pursuant to the 2013 Plan on March 9, 2016. The PSAs vest over a three-year period based on the achievement of certain annual and three-year cumulative Adjusted EPS goals. Based on 2017 performance at below threshold levels, amount reported represents payout at threshold levels. If these amounts were calculated based on target level payouts, the amounts would be:

|                   |        |
|-------------------|--------|
| Ashish Masih      | 10,387 |
| Jonathan C. Clark | 15,430 |
| Paul Grinberg     | 16,936 |
| Gregory L. Call   | 9,032  |

- (11) Amounts reported represent outstanding portions of TSR PSAs granted pursuant to the 2013 Plan on March 9, 2016. The PSAs vest after a three-year performance period based on the Company's relative stockholder return performance compared to the component companies of the S&P SmallCap 600 Financial Sector Index. Based on 2017 performance at above target levels, amount reported represents payout at maximum levels. If these amounts were calculated based on target level payouts, the amounts would be:

|                   |       |
|-------------------|-------|
| Ashish Masih      | 2,596 |
| Jonathan C. Clark | 3,857 |
| Paul Grinberg     | 4,234 |
| Gregory L. Call   | 2,258 |

## 2017 option exercises and Stock Vested

The following table includes certain information with respect to stock option exercises and shares acquired on the vesting of stock awards for each of our NEOs during the fiscal year ended December 31, 2017.

| Name                 | Option Awards |                            | Stock Awards |                           |
|----------------------|---------------|----------------------------|--------------|---------------------------|
|                      | Number of     | Shares                     | Number of    | Shares                    |
|                      | Acquired      | Value Realized             | Acquired     | Value Realized            |
|                      | on Exercise   | on Exercise <sup>(1)</sup> | Vesting      | on Vesting <sup>(2)</sup> |
| Ashish Masih         | —             | —                          | 7,877        | \$ 243,793                |
| Jonathan C. Clark    | —             | —                          | 9,658        | \$ 298,915                |
| Paul Grinberg        | 6,666         | \$ 137,186                 | 13,619       | \$ 421,508                |
| Gregory L. Call      | —             | —                          | 6,690        | \$ 207,056                |
| Kenneth A. Vecchione | —             | —                          | 42,807       | \$ 1,328,877              |

<sup>(1)</sup> Amount represents the difference between the market value of the option shares on the exercise date and the option exercise price.

<sup>(2)</sup> Amount represents the market value of the vesting stock on the vesting date.



## POTENTIAL PAYMENTS UPON A TERMINATION OR CHANGE IN CONTROL

This section describes the payments that may be made to our NEOs upon separation under the Separation Plan (for Messrs. Masih, Clark and Call) or pursuant to an individual agreement (for Messrs. Vecchione and Grinberg) and, based on certain assumptions or the circumstances described below.

### Basic Assumptions

The tables presented in this section were prepared assuming each event triggering a payment or other benefit occurred on December 31, 2017 using the base salaries in effect and the share price of our common stock as of that day. Amounts for accrued but unpaid wages, accrued but unused paid-time off and reimbursable expenses payable upon separation are not reported in the "Salary" column because those are generally amounts that the employee is legally entitled to or amounts that all employees would be entitled to upon similar termination or resignation.

We note that because a change in control did not occur on December 31, 2017, and the executives were not terminated on that date, these tables are merely estimates intended to give the reader a general idea of possible payments upon a termination or change in control. There can be no assurance that a change in control would produce similar results to those described below if it were to occur in the future.

### Payments upon a Termination Without Cause, Resignation for Good Reason or a Termination in Connection with a Change in Control

Employment and Executive Separation Plan Arrangements. We do not have formal employment agreements with our NEOs; however, we entered into letter agreements with Mr. Vecchione and Mr. Grinberg. In addition, Messrs. Masih, Clark and Call are participants in the Company's Executive Separation Plan (the "Separation Plan"). As of December 31, 2017, the terms and conditions relating to our employment termination arrangements (whether or not in connection with a change in control) were as follows:

Under Mr. Vecchione's letter agreement, if he was terminated by the Company without Cause (as defined below) or he terminated his employment for Good Reason (as defined below), he would have been entitled to a payment equal to 200% of his base salary, plus 200% of the average of the three prior annual cash bonus payments, plus a prorated annual cash bonus for the year of his termination (if the performance goal for such bonus was achieved), plus two years of continued health benefits. In addition, his unvested equity awards granted in 2013 would have fully vested. In February 2017, the Company amended Mr. Vecchione's letter agreement to provide for continued vesting of his unvested equity awards for 12 months after his termination by the Company without Cause or by Mr. Vecchione for Good Reason, consistent with the treatment of equity awards provided to other NEOs participating in the Company's Separation Plan. Mr. Vecchione resigned from the Company in June 2017 and he was ineligible to receive any severance payments, nor did the Company make any severance payments to Mr. Vecchione, in connection with his resignation.

Under Mr. Grinberg's letter agreement, if he were terminated by the Company without Cause (defined below) or he terminated his employment for Good Reason (defined below), he would receive 150% of base salary paid in 12 equal installments in accordance with the regular payroll schedule, plus 100% of his target bonus, plus a prorated target bonus for the year of termination, plus 18 months of continued health benefits. Mr. Grinberg's letter agreement also provides that if he is terminated without Cause (defined below), any equity awards that would have vested during the 18-month period following the termination of employment would accelerate and vest on the termination date.

- The Separation Plan provides that if the executive is terminated without Cause or for Good Reason (both as defined in the Separation Plan), then the terminated executive would receive (1) two times his base salary, plus, (2) a pro rata bonus based on the number of months worked in the year of termination (if the applicable performance conditions are achieved) plus, (3) a lump sum cash payment equal to the estimated

value of two years of continued health benefits. In addition, the unvested equity awards of each terminated executive would continue to vest as if the executive were still an employee for 12 months after the date of termination of employment.

•The Separation Plan provides that if the executive is terminated without Cause in connection with a change of control of the Company or the executive terminates his employment for Good Reason in connection with a change in control, the terminated executive would receive (1) two times his base salary plus, (2) a prorated target bonus for the year of termination plus (3) the greater of 100% of his target bonus plus or 100% of his bonus that would have been paid assuming that actual year-to-date performance was annualized, plus (4) a lump sum cash payment equal to the estimated value of two years of continued health benefits. In addition, performance based equity awards would immediately vest pro rata (based on the amount of time employed during the performance period and based on the greater of target levels or to-date performance) and time based equity awards would immediately vest.

•Under the Company's standard RSA and PSA agreements with the NEOs, unvested awards vest (1) upon death or disability of the executive and (2) if the executive's employment is terminated without Cause (as defined in the award agreement) or if the executive resigns his employment for Good Reason (as defined in the award agreement), in either case, in connection with a Change of Control (as defined in the award agreement) or within 12 months after a Change of Control.

•Under the Company's option agreements with the NEOs, unvested awards vest (to the extent any performance conditions have been satisfied) (1) upon death or disability of the executive and (2) if the executive's employment is terminated without Cause (as defined in the award agreement) or if the executive resigns his employment for Good Reason (as defined in the award agreement), in either case, in connection with a Change of Control (as defined in the award agreement) or within 12 months after a Change of Control.

•Under the Company's Retention Restricted Cash Award agreements, unvested awards vest (1) upon death or disability of the executive and (2) if the executive's employment is terminated without Cause (as defined in the award agreement) or if the executive resigns his employment for Good Reason (as defined in the award agreement), in either case, in connection with a Change of Control (as defined in the award agreement) or within 12 months after a Change of Control. The Retention Restricted Cash Award agreements also state that the awards should be treated as "equity compensation" for purposes of the Separation Plan.

#### Adjustments to Payments and Timing of Payments.

Under the Separation Plan. The Separation Plan contains a "best net" provision, which provides that if a participant becomes subject to the excise tax imposed by IRC Section 4999, then the Company and the participant agree that the aggregate "parachute payment" will be subject to possible reduction to the extent necessary to avoid penalties assessed under IRC Sections 280G and 4999 if such reduction would result in the participant retaining on an after-tax basis an amount equal to or greater than the amount that the participant would have retained had he not been subject to the excise tax.

For Mr. Vecchione and Mr. Grinberg. Pursuant to their respective letter agreements, the timing of any payments to Mr. Vecchione or Mr. Grinberg are subject to the applicable requirements of IRC Section 409A and the related treasury regulations, and may be delayed as necessary to comply therewith. In addition, all severance payments and benefits payable under the letter agreements are subject to possible reduction to the extent necessary to avoid penalties assessed under IRC Sections 280G and 4999. Specifically, the letter agreements provide that if any payment or benefit received pursuant to a change in control of the Company or otherwise that would be subject to the excise tax under IRC Section 4999, then such payment will be reduced so that either (1) the largest portion of the payment that would result in no portion of the payment being subject to the excise tax or (2) the largest portion, up to and including the total, of the payment, whichever amount, after taking into account all applicable federal, state and local employment taxes, income taxes and the excise tax (all computed at the highest applicable marginal rate), results in his receipt, on an after-tax basis, of the greater amount of the payment.

Restrictive Covenants. As a condition to receiving the payments under the Separation Plan or the letter agreement and, as the case may be, the NEOs must agree to a broad release and waiver of claims and to maintain the confidentiality of Company information. The agreements also provide certain notice and related requirements that must be met. In addition, each executive is subject to the following obligations while he is receiving payments and other benefits under the agreement:

- non-disparagement of the Company;
- non-solicitation of our employees for 24 months following termination; and
- continued cooperation with all outstanding matters or issues relating to the Company.

Definitions. The term “Cause” is generally defined in the letter agreements with Mr. Vecchione and Mr. Grinberg as any one of the following reasons:

- failure to adhere to any legal written policy applicable to all our employees;
- repeated and consistent failure to substantially perform job duties;
- actual or attempted appropriation of material business opportunity of the Company, including attempting to secure or securing any personal profit in connection with any transaction entered into on behalf of the Company;
- actual or attempted misappropriation of our funds or property;
- conviction of or guilty or no-contest plea to a felony or an equivalent crime, a crime of moral turpitude or a crime involving possible imprisonment;
- conduct materially injurious to our reputation or business; or
- willful misconduct.

The term “Cause” for purposes of the Separation Plan is defined as any of the following reasons:

- a conviction of the participant of – or the plea of guilty or nolo contendere to – (1) a felony or (2) a misdemeanor involving moral turpitude;
- a willful misconduct or gross negligence by the participant;
- failure by the participant to carry out the lawful and reasonable directions of the Board or the participant’s immediate supervisor, as the case may be;
- refusal to cooperate or non-cooperation by the participant with any government regulatory authority; or
- fraud, embezzlement, theft or dishonesty by the participant against the Company or any subsidiary or a material violation by the participant of a policy or procedure of the Company or the Company’s Standards of Business Conduct, resulting, in any case, in harm to the Company or any subsidiary.

The term “Good Reason” is defined as any one of the following reasons:

- material reduction in the executive’s base compensation or target bonus;
- material reduction in the titles, authority, duties or responsibilities of the executive;
- change in the location at which the executive provides services for the Company, of more than 35 miles from the executive’s present office location or primary residence, without consent;
- in the case of the Separation Plan, any failure of the Company to obtain the assumption of its obligations under the Separation Plan by the acquirer within 45 days of a Change in Control;
- for Mr. Vecchione, a material reduction in the budget over which he retained authority;
  - for Mr. Grinberg, material reduction in his expense reimbursement entitlements; or
- for Mr. Grinberg, any voluntary termination, upon no less than 90 days prior written notice of such termination to the Company.

For situations where there is a termination in connection with a Change of Control, the term “Change of Control” is defined in equity award agreements as any one of the following (the Separation Plan has a substantially similar definition, but includes a change of a majority of the Board):

- any sale, lease, exchange or other transfer (in one transaction or series of related transactions) of all or substantially all the Company’s assets to any person (as defined in Section 3(a)(9) of the Exchange Act) or group of related persons (as such term is defined under Section 13(d) of the Exchange Act, “Group”);
- the Company’s stockholders approve and complete any plan or proposal for the liquidation or dissolution of the Company;
- any person or Group becomes the beneficial owner, directly or indirectly, of shares representing more than 50.1% of the aggregate voting power of the issued and outstanding stock entitled to vote in the election of directors of the Company and such person or Group has the power and authority to vote such shares; or
- the completion of a merger, reorganization, consolidation or other corporate transaction involving the Company in which holders of the Company’s stock immediately before the completion of the transaction hold, directly or indirectly, immediately after the transaction, 50% or less of the common equity interest in the surviving corporation or other entity resulting from the transaction.

The following table summarizes the amounts we estimate would be payable to the NEOs upon a termination without Cause or resignation for Good Reason as outlined in the letter agreements and Separation Plan for our NEOs and described above, assuming the triggering event occurred on December 31, 2017.

| Name                                | Severance Salary | Severance Bonus | Value of Unvested Restricted Cash Awards with Accelerated Vesting <sup>(3)</sup> | COBRA or Cash Payment for Health Benefits <sup>(4)</sup> | Fair Market   | Total        |
|-------------------------------------|------------------|-----------------|--|--|---|--------------|
|                                     |                  |                 |  |  | Value of Unvested Equity Awards with Accelerated Vesting <sup>(5)</sup> |              |
| Ashish Masih                        | \$ 1,300,000     | \$ 562,458      | \$ 200,000   | \$ 50,289  | \$ 920,990  | \$ 3,033,737 |
| Jonathan C. Clark                   | \$ 1,020,000     | \$ 523,770      | \$ 225,000   | \$ 30,418  | \$ 1,218,831  | \$ 3,018,020 |
| Paul Grinberg                       | \$ 900,000       | \$ 1,169,000    | \$ —   | \$ 23,616  | \$ 1,941,830 <sup>(6)</sup>   | \$ 4,034,446 |
| Gregory L. Call                     | \$ 800,000       | \$ 282,425      | \$ 159,150   | \$ 50,289  | \$ 746,759  | \$ 2,038,623 |
| Kenneth A. Vecchione <sup>(7)</sup> | \$ —             | \$ —            | \$ —   | \$ —   | \$ —  | \$ —         |

<sup>(1)</sup> Amounts represent amounts owed in a lump sum in excess of regular salary and other benefits payable through the last day of employment in accordance with our standard policies. Amounts include: (a) 200% of base salary for Messrs. Masih, Clark and Call and (b) 150% base salary for Mr. Grinberg.

<sup>(2)</sup> Severance bonus includes: (a) Messrs. Clark, Masih and Call, a lump sum cash payment equal to a pro rata annual bonus with respect to the year that separation occurs; (b) for Mr. Grinberg (i) 100% of his target annual bonus plus (ii) a pro rata target annual cash bonus with respect to the year that separation occurs.

<sup>(3)</sup> The Retention Restricted Cash Award agreements state that for purposes of the Separation Plan the awards should be treated as “equity compensation.” As such the unvested restricted cash awards of each terminated executive that is a participant in the Separation Plan would remain outstanding and continue to vest as if the executive were still an

employee for 12 months after the date of termination of employment. Mr. Grinberg is not a participant under the Separation Plan.

- (4) Amounts represent (a) for Messrs. Masih, Clark and Call the estimated value of two years of continued health benefits and (b) for Mr. Grinberg an estimate of 18 months COBRA continuation premiums for group health benefits, each based on each executive's estimated insurance coverage held, and cost premiums, as of December 31, 2017.
- (5) Fair market value is based on the closing price of \$42.10 per share for our common stock on December 31, 2017. Assumes no acceleration of vesting or payout for EPS PSAs, as those awards are not expected to vest. Assumes payout of TSR PSAs at target.
- (6) Amount would be zero if Mr. Grinberg terminates his employment for Good Reason. Mr. Grinberg's letter agreement does not provide for accelerated vesting of equity awards in connection with his termination of employment for Good Reason.
- (7) Mr. Vecchione resigned without Good Reason in June 2017. Accordingly, he was not eligible to receive any severance payments or equity acceleration in connection with his resignation.

The following table summarizes the amounts we estimate would be payable to the NEOs upon a termination following a change of control as outlined in the letter agreement, equity and restricted cash award agreements and Separation Plan for our NEOs and described above, assuming the triggering event occurred on December 31, 2017.

| Name                                | Salary Payments <sup>(1)</sup> | Bonus Payments <sup>(2)</sup> | Value of Unvested Restricted Cash Awards with Accelerated Vesting <sup>(3)</sup> | COBRA or Health Benefits <sup>(4)</sup> Cash Payment for | Fair Market Value of Unvested Equity Awards with Accelerated Vesting <sup>(5)</sup> | Total        |
|-------------------------------------|--------------------------------|-------------------------------|--|--|---|--------------|
| Ashish Masih                        | \$ 1,300,000                   | \$ 1,110,129                  | \$ 400,000   | \$ 50,289  | \$ 3,318,639  | \$ 6,179,057 |
| Jonathan C. Clark                   | \$ 1,020,000                   | \$ 1,033,770                  | \$ 450,000   | \$ 30,418  | \$ 3,566,673  | \$ 6,100,862 |
| Paul Grinberg                       | \$ 900,000                     | <sup>(6)</sup> \$ 1,169,000   | <sup>(6)</sup> \$ 450,000  | \$ 23,616  | <sup>(6)</sup> \$ 1,941,830   | \$ 4,484,446 |
| Gregory L. Call                     | \$ 800,000                     | \$ 557,425                    | \$ 318,300   | \$ 50,289  | \$ 2,145,298  | \$ 3,871,312 |
| Kenneth A. Vecchione <sup>(7)</sup> | \$ —                           | \$ —                          | \$ —   | \$ —   | \$ —  | \$ —         |

- (1) Amounts in this column represent amounts owed in a lump sum in excess of regular salary and other benefits payable through the last day of employment in accordance with our standard policies. Amounts include: (a) 200% of base salary for Messrs. Masih, Clark and Call and (b) 150% base salary for Mr. Grinberg.
- (2) Severance bonus includes: (a) for Messrs. Masih, Clark and Call, (i) a lump sum cash payment equal to a pro rata target bonus with respect to the year that separation occurs plus (ii) the greater of 100% of the executive's respective target bonus or 100% of the executive's respective bonus that would have been paid assuming that actual year-to-date performance was annualized; and (b) for Mr. Grinberg (i) 100% of his target annual bonus plus (ii) a pro rata target annual cash bonus with respect to the year that separation occurs.
- (3) Under the Retention Restricted Cash Award agreements, unvested awards vest if the executive's employment is terminated without Cause (as defined in the award agreement) or if the executive resigns his employment for Good Reason (as defined in the award agreement), in either case, in connection with a Change of Control (as defined in the award agreement) or within 12 months after a Change of Control.
- (4) Amounts represent (a) for Messrs. Masih, Clark and Call the estimated value of two years of continued health benefits and (b) for Mr. Grinberg an estimate of 18 months COBRA continuation premiums for group health benefits, each based on each executive's estimated insurance coverage held, and cost premiums, as of December 31, 2017.
- (5) Fair market value is based on the closing price of \$42.10 per share for our common stock on December 31, 2017. Payout of PSAs is calculated at target levels.
- (6) While Mr. Grinberg's letter agreement does not specifically address change in control situations, cash payments are included assuming a termination in connection with a change of control was a termination without cause or a resignation for good reason.
- (7) Mr. Vecchione resigned without Good Reason in June 2017. Accordingly, he would not be eligible to receive any severance payments or equity acceleration in connection with a change of control.

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The following table summarizes the amounts we estimate would be payable to the NEOs in the event of a death or disability of the NEO on December 31, 2017.

| Name                                | Severance                      |                | Value of Unvested Restricted Cash Awards with Accelerated Vesting <sup>(2)</sup> | COBRA or Cash Payment for Health Benefits <sup>(1)</sup> | Fair Market Value of Unvested Equity Awards with Accelerated Vesting <sup>(3)</sup> | Total       |
|-------------------------------------|--------------------------------|----------------|--|--|---|-------------|
|                                     | Salary Payments <sup>(1)</sup> | Bonus Payments |  |  |   |             |
| Ashish Masih                        | \$ —                           | \$ —           | \$ 400,000   | \$ —   | \$ 3,318,639  | \$3,718,639 |
| Jonathan C. Clark                   | \$ —                           | \$ —           | \$ 450,000   | \$ —   | \$ 3,566,673  | \$4,016,673 |
| Paul Grinberg                       | \$ —                           | \$ —           | \$ 450,000   | \$ —   | \$ 1,941,830  | \$2,391,830 |
| Gregory L. Call                     | \$ —                           | \$ —           | \$ 318,300   | \$ —   | \$ 2,145,298  | \$2,463,598 |
| Kenneth A. Vecchione <sup>(4)</sup> | \$ —                           | \$ —           | \$ —   | \$ —   | \$ —  | \$—         |

<sup>(1)</sup>There are no amounts payable in excess of regular salary and other benefits payable through the last day of employment in accordance with our standard policies.

<sup>(2)</sup>Under the Retention Restricted Cash Award agreements, unvested awards vest upon death or disability.

<sup>(3)</sup>Fair market value is based on the closing price of \$42.10 per share for our common stock on December 31, 2017. Payout of PSAs is calculated at target levels.

<sup>(4)</sup>Mr. Vecchione resigned without Good Reason in June 2017. Accordingly, he would not be eligible to receive any severance payments or equity acceleration in connection with his death or disability.



CEO PAY RATIO DISCLOSURE

As required by the Dodd-Frank Act and Item 402(u) of Regulation S-K, we are providing the following information regarding the ratio of the annual total compensation of Mr. Masih, our CEO, to that of the employee who has been identified as having annual compensation that is the median of all of our employees, excluding our CEO. We believe that the pay ratio disclosed below is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. SEC rules for identifying the median employee and calculating the pay ratio allow companies to apply various methodologies, estimates and assumptions and, as a result, the pay ratio reported by us may not be comparable to the pay ratio reported by other companies.

For 2017, our last completed fiscal year, the total annualized compensation of Mr. Masih was \$3,030,321 and the median employee's annual total compensation was \$22,720, resulting in a ratio of 133:1.

We identified the median employee by examining employees at the Company and its subsidiaries as of December 1, 2017. As of December 1, 2017, we had 8,429 employees of which 1,301 were United States employees and 7,128 were Non-United States employees. Under the de minimis exception we excluded all of our employees in each of the Philippines (163), Peru (121) and France (69), which in total are 353 employees, or 4.2% of our employee population as of December 1, 2017. As such, we determined our median employee based on 8,076 employees.

We identified our median employee by using a consistently applied compensation measure calculated as of December 1, 2017, which aggregated for each employee (a) annual base salary for salaried employees or hourly rate multiplied by work schedule for hourly employees and (b) target cash bonus. We annualized pay for our full-time or permanent employees who were employed by us for less than the entire fiscal year. Compensation amounts to be paid in foreign currencies were converted to U.S. dollars based on exchange rates in effect on December 1, 2017. We did not include long term incentive awards in the calculation of the median employee because only a small number of employees receive long term incentive awards and, as a result, inclusion would not affect the calculation of the median employee. The Company did not make any cost-of-living adjustments.

Once we identified our median employee, we identified and calculated the elements of that employee's compensation for 2017 in accordance with the requirements of 402(c)(2)(x) of Regulation S-K.

As previously discussed, Mr. Masih was appointed as CEO in June 2017. For purposes of this pay ratio disclosure, CEO compensation was calculated by annualizing the compensation earned by Mr. Masih for his service as CEO. For his annualized salary and long-term incentive awards, we used \$650,000 and \$1,300,000, respectively, which are the amounts set out in his CEO compensation letter agreement, which was filed with the SEC on June 20, 2017. For his non-equity incentive plan compensation (KCP bonus), we used his annualized KCP target amount of \$650,000 multiplied by his actual achievement percentage in 2017 of 102.7% for a total of \$667,550. We included, but did not annualize, his Retention RSA award as that was a one-time award that was not adjusted as a result of Mr. Masih becoming CEO. We also did not annualize his other compensation as that amount would not change as a result of Mr.

Masih becoming CEO.

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## Compensation Of Directors

We compensate our non-employee directors for their service on the Board with a combination of cash and equity awards. The Company believes that director compensation should be reasonable in light of what is customary for companies of similar size, scope and complexity. In December 2017, after consideration of market data (which included a review of peer company compensation practices, based on the same 2018 Peer Group that was used for review of 2018 executive compensation and disclosed elsewhere in this proxy statement), and based on the recommendation from the Compensation Committee and its independent compensation consultant, the Board made changes, effective January 2018, to the Company's cash compensation plan for non-employee directors. Based on our market review, our non-employee director compensation is at approximately the median level as compared to our peer group.

### Cash Retainers and Meeting Fees

In 2017, each non-employee director received an annual cash retainer for his or her service on the Board, as well as additional cash retainers if he or she serves as the Chairman of the Board, on a committee or as the chair of a committee. Annual retainers were paid quarterly and were prorated based on the non-employee director's service during the fiscal year. Non-employee directors were reimbursed for travel and other reasonable out-of-pocket expenses related to attendance at Board and committee meetings. The following table sets forth cash compensation for non-employee directors in effect during fiscal 2017 and as revised for fiscal 2018:

|   | 2017     | 2018     |
|---|----------|----------|
| Board Annual Retainer   | \$50,000 | \$60,000 |
| Chair Annual Retainers  |          |          |
| Non-Executive Chairman of the Board                           | \$50,000 | \$70,000 |
| Audit Committee Chair   | \$25,000 | \$25,000 |
| Consumer Experience and Compliance Committee Chair            | \$25,000 | \$25,000 |
| Compensation Committee Chair                                  | \$20,000 | \$20,000 |
| Nominating and Corporate Governance Committee Chair           | \$20,000 | \$20,000 |
| Risk and Information Security Committee Chair                 | \$20,000 | \$20,000 |
| Committee Service Annual Retainers (Per Committee)            | \$10,000 | \$10,000 |
| Cabot Board Service Annual Retainer <sup>(1)</sup>            | \$50,000 | \$50,000 |
| Additional Committee Service Fee (per meeting) <sup>(2)</sup> | \$1,000  | \$1,000  |

<sup>(1)</sup>Represents a retainer for non-employee directors that the Company has appointed as directors of its subsidiary, Cabot Credit Management.

<sup>(2)</sup>Non-employee directors receive an additional committee service fee of \$1,000 per meeting starting with the seventh meeting of a single committee in any one year, to ensure that their time is fairly recognized in periods of unusually high activity.

### Equity Compensation

**Initial Grant.** Each non-employee director who joins the Board receives an initial equity award with a grant-date fair market value of \$50,000 (granted as shares of Company common stock, to be granted on the fifth business day following the date the non-employee director becomes a member of the Board).

**Annual Grant.** Each non-employee director elected at an annual meeting receives an equity award with a grant-date fair market value of \$120,000 (granted as shares of Company common stock, to be granted on the on the fifth business day following the date of the annual meeting).

**Vesting.** Equity awards granted to our non-employee directors are fully vested on the date of grant.

#### Non-Employee Director Deferred Stock Compensation Plan

In prior periods, equity award retainers were granted as fully vested RSUs with underlying shares issued to the non-employee directors within 10 days from the date the non-employee director is no longer a member of the Board. In June 2016, the Company established a deferred compensation plan for non-employee directors that allows the deferral of cash payments and/or equity awards in the form of deferred stock units (“DSUs”). If a non-employee director elects to defer compensation, the Independent Director’s DSUs will be distributed to him or her in the form of Company common stock following his or her separation from service with the Board.

All directors have currently elected to receive their annual equity retainer in the form of DSUs. Certain directors have also elected to receive portions of their annual cash retainers in the form of DSUs. If the Company declares a dividend, Independent Directors will be paid a dividend in the same method and at the same time as other stockholders of the Company are paid such dividends.

**Stock Ownership Guidelines.** The Company has adopted equity ownership requirements to promote substantial equity ownership by the Company’s non-employee directors and thereby further align their interests with the interests of our stockholders. Under these requirements, each non-employee director is required to own equity equal to five times the annual Board cash retainer. Non-employee directors who have not yet met their equity ownership requirements are required to retain 100% of their after-tax shares until the share ownership requirement is met. All directors are in compliance with the stock ownership guidelines.

The following table sets forth the compensation earned by non-employee directors for service on our Board for the fiscal year ended December 31, 2017.

| Name                             | Fees Earned or              |                                |                                       | Total     |
|----------------------------------|-----------------------------|--------------------------------|---------------------------------------|-----------|
|                                  | Paid in Cash <sup>(1)</sup> | Stock Awards <sup>(2)(3)</sup> | All Other Compensation <sup>(4)</sup> |           |
| Ash Gupta                        | \$73,000                    | \$ 119,961                     | \$ 5,000                              | \$197,961 |
| Wendy G. Hannam                  | \$76,000                    | \$ 119,961                     | —                                     | \$195,961 |
| Michael P. Monaco <sup>(5)</sup> | \$101,000                   | \$ 119,961                     | —                                     | \$220,961 |
| Laura Newman Olle                | \$101,000                   | \$ 119,961                     | —                                     | \$220,961 |
| Francis E. Quinlan               | \$93,000                    | \$ 119,961                     | 10,550                                | \$223,511 |
| Norman R. Sorensen               | \$143,000                   | \$ 119,961                     | —                                     | \$262,961 |
| Richard J. Srednicki             | \$93,000                    | \$ 119,961                     | —                                     | \$212,961 |
| Willem Mesdag <sup>(6)</sup>     | \$152,111                   | \$ 119,961                     | —                                     | \$272,072 |

<sup>(1)</sup>Amounts reported in this column include amounts earned for service on the Board, Cabot’s Board of Directors and various committees for service during 2017. In 2017, Messrs. Gupta, Mesdag and Srednicki each elected to defer portions of cash retainers into DSUs pursuant to the Non-Employee Director Deferred Stock Compensation Plan. Mr. Gupta, Mr. Mesdag, and Mr. Srednicki received 1,893 DSUs, 3,411 DSUs, and 1,205 DSUs, respectively, in lieu of cash as a result of their elections to defer portions of their cash retainers.

<sup>(2)</sup>Amount represents the grant date fair value of equity awards to each of our non-employee directors computed in accordance with FASB ASC Topic 718. Each director received an annual equity award retainer of 2,962 DSUs. The grant date fair value may not reflect to the actual value ultimately recognized by the directors, which may be higher or lower based on a number of factors, including the Company’s performance and stock price fluctuations. For information on the assumptions used in calculating the amounts reported, see the “Stock-Based Compensation” footnote in the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.

<sup>(3)</sup>The aggregate number of shares underlying RSUs and DSUs for each of the non-employee directors as of December 31, 2017 was:

|                   |        |
|-------------------|--------|
| Ash Gupta         | 14,775 |
| Wendy G. Hannam   | 11,125 |
| Michael P. Monaco | 13,388 |

|                      |        |
|----------------------|--------|
| Laura Newman Olle    | 13,950 |
| Francis E. Quinlan   | 16,610 |
| Norman R. Sorensen   | 18,787 |
| Richard J. Srednicki | 16,144 |

<sup>(4)</sup> Amount represents a matching contribution pursuant to the charitable donations program of the Company.

<sup>(5)</sup> On November 1, 2017, the Board elected Mr. Monaco to the position of non-executive chairman of the Board. Mr. Monaco continued his position as chair of the Audit Committee.

<sup>(6)</sup> Mr. Mesdag resigned from the Board effective November 1, 2017.

Non-Binding Vote to Approve the Compensation of the Company's  
Named Executive Officers (Proposal No. 2)

Proposal

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires that we provide our stockholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC.

As described in detail under the heading "Compensation Discussion and Analysis," we seek to closely align the interests of our named executive officers with the interests of our stockholders. Our compensation programs are designed to reward our named executive officers for the achievement of short-term and long-term strategic and operational goals and the achievement of increased total stockholder return, while at the same time avoiding the encouragement of unnecessary or excessive risk-taking. We urge you to read the Compensation Discussion and Analysis, beginning on page 15 of this proxy statement, which discusses how the Company's executive compensation program reflects our compensation philosophy and describes in detail the decisions made by the Compensation Committee in 2017.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the overall compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC.

Accordingly, we ask our stockholders to vote on the following resolution at the annual meeting:

"RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's proxy statement for the 2018 annual meeting of stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure."

Required Vote

The vote is advisory, which means that the vote is not binding on the Company, our Board or the Compensation Committee of the Board. To the extent there is any significant vote against our named executive officer compensation as disclosed in this proxy statement, the Compensation Committee will evaluate whether any actions are necessary to address the concerns of stockholders.

The Board of Directors recommends a vote FOR, in a non-binding vote, the compensation of the  
Company's named executive officers.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

### Related Person Transaction Policy and Procedures

The Audit Committee of our Board has adopted a written policy and related procedures concerning “related person transactions.” Under our written policy, the Audit Committee continues to be responsible for the regular review and approval or disapproval of “related person transactions” between the Company or a subsidiary of the Company and certain “related persons.” The policy tracks the SEC rules with respect to defining who and which transactions are covered by the policy. A “related person” is a director, officer, nominee for director or 5% stockholder of the Company since the beginning of the last fiscal year and their immediate family members. Transactions covered by the policy are those in which the Company or a subsidiary of the Company is a participant, the amount involved exceeds \$120,000 and a related person has a direct or indirect material interest.

### Related Person Transactions

We have entered into indemnification agreements with certain of our officers and directors pursuant to which we agreed to indemnify each officer and director to the fullest extent authorized by law against certain expenses and losses arising out of claims related to the service by such person as an officer or member of our Board or in certain other capacities.



## SECURITY OWNERSHIP OF PRINCIPAL STOCKHOLDERS AND MANAGEMENT

The following table sets forth certain information concerning the beneficial ownership of our common stock as of April 23, 2018, by: (1) each director and director nominee; (2) each Named Executive Officer; (3) each person who is known by us to be the beneficial owner of more than five percent (5%) of our outstanding common stock; and (4) all directors and executive officers as a group. Calculations of beneficial ownership are based on 25,917,344 shares of our common stock outstanding on April 23, 2018. Except as otherwise indicated, we believe each person has sole voting and investment power, subject to community property laws.

| Name and Address of Beneficial Owner <sup>(1)</sup>       | No. of Shares                     | Percent                 |
|---|-----------------------------------|-------------------------|
|   | Beneficially Owned <sup>(2)</sup> | of Class <sup>(2)</sup> |
| BlackRock, Inc. <sup>(3)</sup>                            | 3,023,710                         | 11.67 %                 |
| 55 East 52nd Street                                       |                                   |                         |
| New York, New York 10022                                  |                                   |                         |
| Broad Run Investment Management, LLC <sup>(4)</sup>       | 2,884,689                         | 11.13 %                 |
| 1530 Wilson Blvd, Suite 1020                              |                                   |                         |
| Arlington, Virginia 22209                                 |                                   |                         |
| William Blair Investment Management, LLC <sup>(5)</sup>   | 2,791,729                         | 10.77 %                 |
| 150 North Riverside Plaza                                 |                                   |                         |
| Chicago, Illinois 60606                                   |                                   |                         |
| The Vanguard Group <sup>(6)</sup>                         | 2,417,487                         | 9.33 %                  |
| 100 Vanguard Blvd.  |                                   |                         |
| Malvern, Pennsylvania 19355                               |                                   |                         |
| RE Advisers Corporation <sup>(7)</sup>                    | 2,226,559                         | 8.59 %                  |
| 4301 Wilson Boulevard                                     |                                   |                         |
| Arlington, Virginia 22203                                 |                                   |                         |
| Allianz Global Investors U.S. Holdings LLC <sup>(8)</sup> | 1,911,505                         | 7.38 %                  |
| 1633 Broadway   |                                   |                         |
| New York, New York 10019                                  |                                   |                         |
| Invesco Ltd. <sup>(9)</sup>                               | 1,768,367                         | 6.82 %                  |
| 1555 Peachtree Street NE, Suite 1800                      |                                   |                         |
| Atlanta, Georgia 30309                                    |                                   |                         |

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T.Rowe Price Associates, Inc.<sup>(10)</sup> 1,583,201 6.11 %

100 E. Pratt Street

Baltimore, MD 21202

|   |         |        |
|---|---------|--------|
| Ashish Masih <sup>(11)</sup>                  | 118,261 | *      |
| Jonathan C. Clark <sup>(11)</sup>             | 43,301  | *      |
| Paul Grinberg <sup>(11)(12)</sup>             | 142,810 | *      |
| Gregory L. Call <sup>(11)</sup>               | 53,881  | *      |
| Ash Gupta <sup>(12)(13)</sup>                 | 8,396   | *      |
| Wendy G. Hannam <sup>(12)</sup>               | 13,625  | *      |
| Michael P. Monaco <sup>(12)</sup>             | 13,388  | *      |
| Laura Newman Olle <sup>(12)</sup>             | 13,950  | *      |
| Francis E. Quinlan <sup>(12)</sup>            | 16,810  | *      |
| Norman R. Sorensen <sup>(12)</sup>            | 20,787  | *      |
| Richard J. Srednicki <sup>(12)</sup>          | 16,144  | *      |
| Current directors and executive officers as a | 461,353 | 1.76 % |

group (11 persons)<sup>(11)(12)</sup>

\* Less than one percent.

<sup>(1)</sup>The address for all directors and executive officers of Encore Capital Group, Inc. is c/o Encore Capital Group, Inc., 3111 Camino Del Rio North, Suite 103, San Diego, California, 92108.

<sup>(2)</sup>The numbers and percentages shown include the shares of common stock beneficially owned as of April 23, 2018, as well as the shares of our common stock that the person or group had the right to acquire within 60 days of such date. In calculating the percentage of ownership, all shares of common stock that the identified person or group had the right to acquire within 60 days of April 23, 2018, upon the exercise of options or the settlement of RSAs or RSUs, including vested, deferred issuance RSUs and DSUs, are deemed to be outstanding for the purpose of computing the percentage of the shares of common stock owned by such person or group, but are not deemed to be outstanding for the purpose of computing the percentage of the shares of common stock owned by any other person.

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- (3) Information with respect to BlackRock, Inc. (“BlackRock”) is based solely on a Schedule 13G/A filed with the SEC on January 19, 2018 by BlackRock. BlackRock has sole voting power with respect to 2,963,983 shares and sole dispositive power with respect to 3,023,710 shares.
- (4) Information with respect to Broad Run Investment Management, LLC (“Broad Run”) is based solely on a Schedule 13G/A filed with the SEC on February 14, 2018 by Broad Run.
- (5) Information with respect to William Blair Investment Management, LLC (“WBIM”) is based solely on a Schedule 13G/A filed with the SEC on March 8, 2018 by WBIM. WBIM has sole voting power with respect to 2,435,603 shares and sole dispositive power with respect to 2,791,729 shares.
- (6) Information with respect to The Vanguard Group (“Vanguard”) is based solely on a Schedule 13G/A filed with the SEC on February 9, 2018. Vanguard has sole voting power with respect to 27,081 shares and sole dispositive power with respect to 2,388,382 shares. Vanguard has shared voting power with respect to 4,500 shares and shared dispositive power with respect to 29,105 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 24,605 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 6,976 shares as a result of its serving as investment manager of Australian investment offerings.
- (7) Information with respect to RE Advisors Corporation (“RE”) is based solely on a Schedule 13G/A filed with the SEC on February 13, 2018 by RE.
- (8) Information with respect to Allianz Global Investors U.S. Holdings LLC is based solely on a Schedule 13G filed with the SEC on February 15, 2018 by Allianz. Allianz Global Investors U.S. LLC has sole voting power with respect to 1,799,644 shares and sole dispositive power with respect to 1,908,719 shares. Allianz Global Investors GmbH has sole voting power with respect to 2,786 shares.
- (9) Information with respect to Invesco Ltd. is based solely on a Schedule 13G/A filed with the SEC on February 9, 2018 by Invesco Ltd.
- (10) Information with respect to T. Rowe Price Associates, Inc. (“T.Rowe”) is based solely on a Schedule 13G/A filed with the SEC on February 14, 2018. T.Rowe has sole voting power with respect to 229,760 shares and sole dispositive power with respect to 1,583,201 shares.
- (11) Includes the following number of shares of common stock that may be issued upon the exercise of options that are exercisable within 60 days of April 23, 2018:

|   |         |
|---|---------|
| Ashish Masih                                | 59,528  |
| Jonathan C. Clark                           | 13,873  |
| Paul Grinberg                               | 13,873  |
| Gregory L. Call                             | 13,397  |
| Directors and executive officers as a group | 100,671 |

- (12) Includes the following number of fully vested deferred issuance RSUs and DSUs:

|   |         |
|---|---------|
| Ash Gupta                                   | 3,396   |
| Wendy G. Hannam                             | 11,125  |
| Michael P. Monaco                           | 13,388  |
| Laura Newman Olle                           | 13,950  |
| Francis E. Quinlan                          | 16,610  |
| Norman R. Sorensen                          | 18,787  |
| Richard J. Srednicki                        | 16,144  |
| Paul Grinberg                               | 120,000 |
| Directors and executive officers as a group | 213,400 |

For the directors, these RSUs and DSUs were issued as director compensation for Board service and the underlying shares will be distributed when the director is no longer a member of the Board.

<sup>(13)</sup> Amount does not include 11,379 DSUs that were issued as director compensation for Board service. The distribution of the underlying shares of common stock will occur within 10 business days following the fifth anniversary of the date Mr. Gupta is no longer a member of the Board.

## EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information about our existing equity compensation plans (including individual compensation arrangements) as of December 31, 2017.

| Plan category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column) |            |
|--|---|---|---|------------|
|  |   |   | (1)   | (2)        |
| Equity compensation plans approved by security holders     | 1,594,547   | (1) \$ 28.43  | (2) 6,243,838   | (3)        |
| Equity compensation plans not approved by security holders | —   | —   | —   | —          |
| <b>Total</b>   | <b>1,594,547</b>  | <b>(1) \$ 28.43</b>   | <b>(2) 6,243,838</b>  | <b>(3)</b> |

(1) Includes (a) 1,038,272 unvested RSAs, RSUs, PSAs, Performance Stock Units (“PSUs”), (b) 223,987 deferred RSUs or DSUs that are vested but for which the underlying shares have not been issued, and (c) 332,288 outstanding stock options, in each case as of December 31, 2017. Assumes a payout at maximum level with respect to the PSAs and PSUs.

(2) The calculation of the weighted average exercise price includes only stock options and does not include outstanding RSAs, RSUs, PSAs, PSUs or DSUs.

(3) The aggregate number of securities available for issuance under the 2017 Plan will be reduced by 2.12 shares for each share delivered in settlement of any full value award and by one share for each share delivered in settlement of any stock option or stock appreciation right.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors and persons who beneficially own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. We assist most of our directors and officers by monitoring transactions and completing and filing Section 16 reports on their behalf. Based solely on a review of the copies of Section 16 reports in our possession and on written representations from reporting persons, we believe that during 2017 all required reports for our directors, executive officers and persons who beneficially own more than 10% of our common stock were filed on a timely basis, except one Form 4 with respect to the exercise of options and sale of stock on December 26, 2017 by Mr. Grinberg was filed late as a result of an administrative error.

Ratification of Selection of Independent Registered  
Public Accounting Firm  
(Proposal No. 3)

Proposal

We have selected BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018, and we are submitting our selection of BDO USA, LLP for ratification by stockholders at the annual meeting. BDO USA, LLP began auditing our consolidated financial statements with the fiscal year ended December 31, 2001.

Stockholder ratification of the selection of BDO USA, LLP as our independent registered public accounting firm is not required. If our stockholders fail to ratify the election, the Audit Committee and the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee and the Board in their discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such an appointment would be in our best interest and that of our stockholders.

Required Vote

Approval of this proposal requires the affirmative vote of the holders of a majority of the votes cast in person or by proxy and entitled to vote at the meeting.

The Board of Directors recommends a vote FOR the ratification of the selection of BDO USA, LLP as our independent registered public accounting firm for 2018.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We expect representatives of BDO USA, LLP to be available telephonically at the annual meeting and they will be given an opportunity to make a statement if they desire to do so and to respond to appropriate questions regarding BDO USA, LLP 's audit of our consolidated financial statements and records for the fiscal year ended December 31, 2017.

## Audit and Non-Audit Fees

The following table presents fees billed for professional audit services rendered by BDO USA, LLP as our independent registered public accounting firm for the audit of our annual financial statements for the fiscal years ended December 31, 2017 and 2016, and fees billed for other services rendered by BDO USA, LLP during those periods:

|                                   | 2017                       | 2016                       |
|-----------------------------------|----------------------------|----------------------------|
| Audit Fees <sup>(1)</sup>         | \$2,978,424 <sup>(2)</sup> | \$1,989,489 <sup>(2)</sup> |
| Audit-Related Fees <sup>(3)</sup> | \$15,821                   | \$15,652                   |
| Tax Fees                          | —                          | —                          |
| All Other Fees                    | —                          | —                          |
| Total                             | \$2,994,245                | \$2,005,141                |

<sup>(1)</sup> Audit fees include fees and related expenses for professional services rendered by our independent accountant for the annual audit of our financial statements and of our internal control over financial reporting, the quarterly review of our financial statements, review of other documents filed with the SEC and audits of certain subsidiaries and business for statutory, regulatory and other purposes.

<sup>(2)</sup> Includes \$1,707,581 in 2017 and \$1,060,960 in 2016 in fees and expenses relating to the Company's operations in the United Kingdom. In 2017, \$478,938 related to fees and expenses relating to the potential initial public offering of Cabot Credit Management.

<sup>(3)</sup> Audit-related fees consist of fees and related expenses for assurance and related services rendered by our independent registered public accounting firm for fees associated with the audits of our 401(k) plans.

## Approval of Independent Registered Public Accounting Firm Services and Fees

The Audit Committee has adopted a policy requiring pre-approval of all audit, review and attest engagements and engagements for permitted non-audit services provided by the independent registered public accounting firm to the Company and any of our affiliates. The Audit Committee may pre-approve predictable and recurring services by category on an annual basis. The Audit Committee may delegate pre-approval authority to one or more of its members who are independent directors of the Company, provided that such decisions made by the delegated director are presented to the full Audit Committee during its regularly scheduled meetings.

In accordance with applicable SEC regulations, permitted non-audit services may be performed without pre-approval if: (1) the services were not recognized by the Company at the time of engagement to be non-audit services; (2) the aggregate amount of fees for all such services provided constitutes no more than 5% of the total amount of revenues paid by the Company to the independent registered public accounting firm during a fiscal year; (3) the services are brought promptly to the attention of the Audit Committee; and (4) the approval is given prior to the completion of the audit. The CFO is responsible for bringing to the attention of the Audit Committee any such services that were not pre-approved because they were not recognized by the Company at the time of engagement to be non-audit services. The Audit Committee or a delegated representative pre-approved 100% of the audit-related services provided by our independent registered public accounting firm for the fiscal years ended December 31, 2017 and 2016.





Report of the Audit Committee

In accordance with our written charter, the Audit Committee assists the Board in oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company. We currently are composed of four members, each of whom has been determined by the Board to be an independent director, as independence is defined by the listing rules of The NASDAQ Stock Market and the rules and regulations of the SEC.

BDO USA, LLP, the Company's independent registered public accounting firm, has unrestricted access to the Audit Committee. The Audit Committee may invite other members of the Board to attend Audit Committee meetings based upon their expertise, familiarity with the Company and its industry and other factors. In performing our oversight function, we have reviewed the Company's audited consolidated financial statements for the fiscal year ended December 31, 2017 and met with both management and BDO USA, LLP to discuss those consolidated financial statements. Management has represented to us that the consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America. We have also (i) received from, and discussed with, BDO USA, LLP the matters required to be discussed by Public Company Accounting Oversight Board ("PCAOB") Auditing Standard No. 1301 (Communications with Audit Committees); and (ii) with and without management present, discussed and reviewed the results of BDO USA, LLP's audit of: (A) the Company's consolidated financial statements; and (B) the effectiveness of internal control over financial reporting. In addition, we have received the written disclosures and the letter from BDO USA, LLP required by the applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence and have discussed with BDO USA, LLP its independence.

Based on these reviews and discussions, and subject to the limitations on the role of the Audit Committee and the Audit Committee's responsibility described in the Audit Committee's written charter, the Audit Committee recommended to the Board that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Audit Committee:

Michael P. Monaco, Chairman

Wendy G. Hannam

Laura Newman Olle

Norman Sorensen

## STOCKHOLDER PROPOSALS AND NOMINATIONS

Pursuant to SEC Rule 14a-8, "Stockholder Proposals," proposals to be considered for inclusion in our proxy materials for the 2019 annual meeting, must be received at our principal executive offices by December 31, 2018 if our 2019 annual meeting is held within 30 days of June 21, 2019. If, however, our 2019 annual meeting is more than 30 days before or after June 21, 2019, proposals for the meeting must be received by a reasonable time before we print and mail our proxy statement for that meeting. Such proposals may be included in our proxy materials if they comply with requirements as to form and substance established by the SEC.

Under our Bylaws, a stockholder who wishes to nominate directors or bring other business before the 2019 annual meeting of stockholders without including the proposal in our proxy materials for that meeting must notify us no earlier than February 21, 2019 and no later than March 23, 2019, unless, for purposes of a stockholder proposal, the date of the 2019 annual meeting of stockholders is called for a date that is not within 30 days before or after June 21, 2019 (in which event the stockholder must notify us by the tenth day following the day on which the notice of the date of the annual meeting is mailed or public disclosure of the date of the annual meeting is made, whichever first occurs). If the stockholder fails to give notice by this date, then the persons named as proxies in the proxies solicited by the Board for the 2019 annual meeting may exercise discretionary voting power regarding any such proposal.

Additional requirements with respect to stockholder proposals and director nominations are set forth in our Bylaws.

## ADDITIONAL INFORMATION

### Annual Report on Form 10-K

We are providing with this proxy statement a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which includes financial statements, schedules and a list of Exhibits. Any stockholder of record who wishes to receive an additional copy of the annual report or this proxy statement or any of the Exhibits may (1) call Encore at 858-309-6442 or call toll free at 1-800-579-1639 or (2) mail a request to: Encore Capital Group, Inc., 3111 Camino Del Rio North, Suite 103, San Diego, CA 92108, Attention: Corporate Secretary, and we will promptly deliver the requested materials to you upon your request.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on June 21, 2018

Our proxy statement and Annual Report on Form 10-K are available at the following website address:  
[www.proxyvote.com](http://www.proxyvote.com)

Other Matters

As of the date of this proxy statement, the Board does not intend to present at the annual meeting any matters other than those described herein and does not presently know of any matters that will be presented by other parties. If any other matter is properly brought before the meeting for action by stockholders, proxies in the enclosed form returned to us will be voted in accordance with the recommendation of the Board or, in the absence of such a recommendation, in accordance with the judgment of the proxy holder.

ENCORE CAPITAL GROUP, INC.

Ashish Masih

President and Chief Executive Officer

April 30, 2018

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. .KEEP THIS PORTION FOR YOUR RECORDS .DETACH AND RETURN THIS PORTION ONLY .TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: .Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date .To withhold authority to vote for any .individual nominee(s), mark "For All .Except" and write the number(s) of the .nominee(s) on the line below. .0 0 0 .0 0 0 .0 0 0 .0000381940\_1 R1.0.1.17 .For Withhold For All .All All Except .The Board of Directors recommends you vote FOR .the following: .1. Election of Directors .Nominees .01 Michael P. Monaco 02 Ashwini Gupta 03 Wendy G. Hannam 04 Laura Newman Olle 05 Francis E. Quinlan .06 Norman R. Sorensen 07 Richard J. Srednicki 08 Ashish Masih .ENCORE CAPITAL GROUP, INC. .3111 CAMINO DEL RIO NORTH .SUITE 103 .SAN DIEGO, CA 92108 .VOTE BY INTERNET - www.proxyvote.com .Use the Internet to transmit your voting instructions and for electronic delivery of .information up until 11:59 P.M. Eastern Time the day before the cut-off date or .meeting date. Have your proxy card in hand when you access the web site and .follow the instructions to obtain your records and to create an electronic voting .instruction form. .ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS .If you would like to reduce the costs incurred by our company in mailing proxy materials, .you can consent to receiving all future proxy statements, proxy cards and annual reports .electronically via e-mail or the Internet. To sign up for electronic delivery, please follow .the instructions above to vote using the Internet and, when prompted, indicate that you .agree to receive or access proxy materials electronically in future years. .VOTE BY PHONE - 1-800-690-6903 .Use any touch-tone telephone to transmit your voting instructions up until 11:59 .P.M. Eastern Time the day before the cut-off date or meeting date. Have your .proxy card in hand when you call and then follow the instructions. .VOTE BY MAIL .Mark, sign and date your proxy card and return it in the postage-paid envelope we have .provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, .NY 11717. .The Board of Directors recommends you vote FOR proposals 2 and 3. For Against Abstain .2 Non-binding vote to approve the compensation of the Company's named executive officers. .3 Ratification of selection of BDO USA, LLP as independent registered public accounting firm for the fiscal year .2018. .NOTE: This Proxy, when properly executed will be voted as specified above. If no specification is made, this Proxy .will be voted FOR the election of the above-listed nominees, FOR (in a non-binding vote) PROPOSAL 2 and FOR .PROPOSAL 3. This proxy also confers discretionary authority to vote on such other matters as may come before the .annual meeting. The undersigned hereby revokes any proxy or proxies heretofore given to vote such shares at such .meeting or at any adjournment or postponement thereof. .Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, .please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or .partnership, please sign in full corporate or partnership name by authorized officer..0000381940\_2 R1.0.1.17.

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com). ENCORE CAPITAL GROUP, INC. ANNUAL MEETING OF STOCKHOLDERS, JUNE 21, 2018. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. The undersigned acknowledges receipt of the notice of annual meeting of Stockholders to be held on June 21, 2018 and the proxy statement and appoints Ashish Masih and Jonathan C. Clark, or either of them, the proxy of the undersigned, with full power of substitution, to vote all shares of common stock of Encore Capital Group, Inc. that the undersigned is entitled to vote, either on his or her own behalf or on behalf of an entity or entities, at the annual meeting of Stockholders of Encore to be held at Park Hyatt Hotel, 153 West 57th Street, New York, New York 10019, on June 21, 2018, at 8:00 a.m. Eastern time, and at any adjournment or postponement thereof, and to vote in their discretion on such other business as may properly come before the annual meeting and any postponement or adjournment thereof. This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations. Continued and to be signed on reverse side.