

**HERTZ GLOBAL HOLDINGS, INC.**  
**TECHNOLOGY COMMITTEE CHARTER**  
**Effective as of July 14, 2016**

Pursuant to duly adopted By-Laws and Corporate Governance Guidelines, the Board of Directors (the “Board”) of Hertz Global Holdings, Inc. (the “Company”) has determined that the Technology Committee of the Board (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board adopts this charter to establish the governing principles of the Committee.

**Purpose**

The primary purpose of the Committee shall be to assist the Board in its oversight of the Company’s technology policies and strategy generally, and to review and recommend to the Board matters pertaining to the Company’s technology capabilities, infrastructure and related systems. The Committee shall make recommendations to ensure the Company’s technology systems are competitive, capable, efficient, resilient and secure and can effectively support the Company’s needs and objectives.

**Membership**

The Committee shall consist of at least three directors. Each Committee member shall meet all independence requirements of the New York Stock Exchange (“NYSE”) and applicable law. Committee members will be appointed, and may be removed, by the Board in accordance with the By-Laws of the Company. Committee members shall serve for such term or terms as the Board may determine. When appropriate, as permitted under applicable law, the Board or the Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee, the Board or members of management.

**Powers and Responsibilities**

The Committee’s powers and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time.

1. The Committee shall review, discuss and make recommendations to the Board regarding the following:
  - a. Periodically evaluate technology-related systems architecture to assure its consistency with the organizational structure, strategy and business objectives of the Company.
  - b. Periodically evaluate the progress of major technology-related projects and systems architecture alternatives to ensure that they are in support of the overall business strategy.
  - c. Periodically evaluate the capacity, performance, reliability and competitiveness of the Company’s technology-related systems.

- d. Review the technology budget for alignment with Company strategy and goals and make recommendations to the Board with respect to technology-related investments that require Board approval.
  - e. Periodically evaluate the effectiveness of technology systems relative to customer service capability and performance.
  - f. Periodically monitor and evaluate the quality and effectiveness of the Company's technology security, capabilities for disaster recovery, data protection, cyber threat detection and cyber incident response, and management of technology-related compliance risks.
2. The Committee shall report regularly to the Board with respect to its activities, including reviewing and advising the Board of any developments that the Committee believes merit Board consideration.
  3. The Committee shall have the resources and the authority to discharge its responsibilities, including the authority to obtain advice and assistance from internal or external legal, accounting, consulting or other advisors.
  4. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
  5. The Committee shall annually review its own performance.

## **Procedures**

The meetings and other actions of the Committee shall be governed by the provisions of Article III of the Company's By-Laws applicable to meetings and actions of the committees of the Board. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. Meetings of the Committee may be called by the Chairman of the Board or any member of the Committee. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. Committee members shall be given notice of a meeting at least 24 hours in advance by telephone, facsimile or electronic transmission (as defined in the Company's By-Laws). Any such notice need not be given to any Committee member who attends such meeting without protesting the lack of notice to him or her, prior to or at the commencement of such meeting, or to any member who submits a signed waiver of notice, whether before or after such meeting. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board, subject to applicable law.