

**HERTZ GLOBAL HOLDINGS, INC.**  
**AMENDED AND RESTATED FINANCE COMMITTEE CHARTER**  
**Effective as of September 22, 2016**

Pursuant to duly adopted By-Laws and Corporate Governance Guidelines, the Board of Directors (the “Board”) of Hertz Global Holdings, Inc. (formerly known as Hertz Rental Car Holding Company, Inc. and referred to herein as the “Company”) has determined that the Finance 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. This charter amends, restates, replaces and supersedes any and all charters of the Committee previously adopted by the Board.

**Purpose**

The primary purpose of the Committee shall be to assist the Board in its oversight of the Company’s financing policies, and to report regularly to the Board on matters pertaining to the Company’s financial structure, short and long-term financing in both the public and private market, and related matters.

**Membership**

The Committee shall consist of at least three directors, one of whom shall be appointed as Chairman of the Committee. A majority of the members of the Committee shall satisfy the independence requirements of the New York Stock Exchange and applicable law, and shall be considered “outside directors” as determined pursuant to Section 162(m) of the Internal Revenue Code and any regulations issued thereunder and “non-employee directors” for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended. 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.

**Powers and Responsibilities**

1. The Committee shall have and may exercise the power and authority of the Board to act upon and approve the following:
  - a. the Company’s and its subsidiaries’ capital markets and financing plans, including with respect to the Company’s debt, equity or other financing arrangements (including refinancings);
  - b. the material terms and conditions of the Company’s long-term debt financings and its subsidiaries’ long-term debt and equity issuances, including with respect to bank loans, letter of credit facilities, securitization facilities (including medium term note issuances and variable funding note issuances), collateral security or pledge agreements, promissory notes, commercial paper, and guarantees;
  - c. review the Company’s dividend policy and approve the amount and frequency of dividends (if any);

- d. review and approve the Company's decision to enter into swaps and other derivatives transactions that are exempt from exchange-execution and clearing under "end-user exception" regulations established by the Commodity Futures Trading Commission, and review and approve the Company's policies governing the Company's use of swaps and other derivatives transactions subject to the end-user exception; and
  - e. review with management the financial considerations relating to the Company's pension and retirement plans.
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 should have 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 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 Specified 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.