

HERTZ GLOBAL HOLDINGS, INC.

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

(Restated as of June 30, 2021)

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 Compensation Committee of the Board (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby 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 and Authority

The primary purposes of the Committee shall include:

- Discharge the responsibilities of the Board relating to Developing and overseeing the Company’s management compensation and benefits policies and programs generally;
- Coordinating an annual evaluation of the performance of the Chief Executive Officer of the Company (“CEO”) and recommending to the Board compensation based on performance;
- Evaluating the performance, and recommending or approving compensation based on performance of (i) the CEO’s direct reports at the Executive Vice President level and above, (ii) any other officers who are designated as Section 16 officers and (iii) any other officers that the Committee requests be included (collectively, the “Senior Management Group”);
- Producing an annual report on executive compensation for public disclosure in the Company’s proxy statement or otherwise, as required by applicable securities laws and the rules and regulations promulgated thereunder;
- Reviewing the Company’s management succession plan; and
- Reviewing and recommending to the Board the form and amount of compensation to be paid to the Company’s directors.

In discharging its duties under this Charter, the Committee shall have the authority, in its sole discretion, to select, retain, terminate and obtain the advice of any compensation consultant, legal counsel or other advisors as it deems necessary or appropriate to fulfill its duties and responsibilities. The Committee shall approve the terms of any engagement, including compensation, and oversee the work, of any such compensation consultant, legal counsel or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to its compensation consultants, legal counsel and any other advisors.

Membership

For so long as the Company's common stock is listed on the New York Stock Exchange ("NYSE") or The Nasdaq Stock Market LLC ("Nasdaq"), as applicable, the Committee shall consist of at least three directors, each of whom shall be determined by the Board to be "independent" under the rules of the NYSE or Nasdaq, as applicable, and shall be a "non-employee director" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). 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 and NYSE requirements or Nasdaq requirements, as applicable, the Board or the Committee may delegate any of its responsibilities to a subcommittee comprised of two or more members of the Committee, the Board or members of management.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or equity or equity-based incentives to any non-Section 16 officer of the Company under the Company's incentive compensation plans or other equity-based plans as the Committee may deem appropriate and in accordance with the terms of such plans; provided that such delegation is in compliance with the applicable plan and the laws of state of the Company's jurisdiction. In the event of such delegation, at each meeting of the Committee, the delegated officer(s) shall report to the Committee the awards made since the prior meeting.

Powers and Responsibilities

The powers and responsibilities of the Committee 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. *Overall Compensation Philosophy.* Review the Company's overall compensation philosophy and compensation plans and guidelines for the Senior Management Group, and report its conclusions to the Board. Such review includes plans and administration of plans relative to base salary, short-term incentives, long-term incentives, and all executive benefits and perquisites.

2. *CEO Evaluation and Compensation.* Annually review and recommend to the Board to approve Company goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and recommend to the Board to determine and approve the annual salary, bonus, equity and equity-based incentives and other benefits, direct or indirect, of the CEO based on this evaluation. When recommending the long-term incentive component of the CEO's compensation to the Board, the Committee shall consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar rewards to CEOs at comparable companies and awards given to the Company's CEO in past years. Such determination will be reported to the Board for approval in advance of its approval by the Committee.

3. *Other Senior Management Group Evaluation and Compensation.*

a. Review and recommend to the Board to approve the CEO's recommendations for compensation, including base salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, for all members of the Senior Management Group other than the CEO who were (i) named executive officers in the Company's proxy statement filed with the SEC in connection with the Company's most recent annual meeting of stockholders or (ii) are likely to be the Company's named executive officers in the Company's next proxy statement filed with the SEC in connection with the Company's next annual meeting of stockholders (the "SMG NEO's"). Annually review with the CEO the performance scores and compensation of such members of the Senior Management Group, and present its findings to the Board.

b. Review and approve, or recommend to the Board to approve, the CEO's recommendations for compensation, including base salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, for all members of the Senior Management Group other than the CEO who are not SMG NEO's. Annually review with the CEO the performance scores and compensation of such members of the Senior Management Group, and present its findings to the Board.

4. *Other Executive Compensation Components.* Review and approve, or recommend to the Board, (i) all other incentive awards and opportunities, including both cash-based and equity-based awards, (ii) employment agreements, post-employment consulting agreements and any other severance arrangements, (iii) change-in-control arrangements, severance protection plans and change-in-control provisions affecting any elements of compensation and benefits or (iv) any special or supplemental compensation or benefits, in each case, for members of the Senior Management Group and individuals who formerly served as members of the Senior Management Group, including supplemental retirement benefits and perquisites provided to them during and after employment, subject in the case of any such agreement or arrangement with the CEO, if so directed by the Board, to final approval by a majority of the Board members meeting the independence requirements of the NYSE or Nasdaq, as applicable.

5. *Peer Groups.* Establish and monitor a peer group of comparable companies and target competitive positioning or range for the Company's executive compensation program and individual components.

6. *Employee Benefit Plan Matters.* Review and approve management proposals concerning amendments to existing employee benefit plans, proposals for new employee benefit plans or for the termination or discontinuance of existing employee benefit plans and all other compensation proposals that are subject to the approval of the Board. Oversee the administration of the employee benefit plans and the employee stock purchase plan and discharge any responsibilities imposed on the Committee by any such plans. Within the confines, if any, established under such employee benefit plans, the Committee may delegate such powers and authority as it may determine appropriate. The Committee may delegate such powers and authority under the employee stock purchase plan as it may determine appropriate.

7. *Compensation Discussion and Analysis and Compensation Committee Report.* Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. In addition, the Committee shall produce a report of the Committee for inclusion in the Company's proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (the "SEC"), in accordance with SEC rules and regulations.

8. *Oversight of Shareholder-Related Matters Related to Compensation.* Manage the Board's relations with shareholders on executive compensation matters and oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules or Nasdaq rules, as applicable, that, with limited exceptions, shareholders approve equity compensation plans.

9. *Compensation Risk Assessment.* Annually review the Company's compensation practices, policies and programs for the Senior Management Group and other employees to ensure that such practices, policies and programs do not encourage unnecessary or excessive risk taking and annually assess whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.

10. *Management Succession Planning.* Annually review the Company's management succession plan and report to the Board, which will include succession planning in the case of the incapacitation, retirement or removal of the CEO.

11. *Director Compensation.* Annually review the form and amount of compensation paid to the Company's directors and make recommendations to the Board with respect thereto, as well as review and recommend to the Board other director compensation programs and policies.

12. *Stock Ownership Guidelines.* Review and make recommendations to the Board from time to time with respect to the adoption of officer and non-employee director stock ownership guidelines and monitor compliance with any adopted stock ownership guidelines.

13. *Outside Advisors and Independence.*

a. The Committee may select a compensation consultant, legal counsel (other than the Company's in-house counsel) or other advisor only after taking into consideration all factors relevant to such consultant's, counsel's or other advisor's independence from the Company's management, including the specific factors required to be considered under Rule 10C-1 under the Exchange Act and NYSE Rule 303A.05(c)(iv) or Nasdaq Rule 5605(d)(3)(D), as applicable. The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor of the Committee's choosing, including any such advisor that is not independent, after considering such factors. The Committee is not required to assess the independence of any compensation consultant, legal counsel or other advisor that acts in a role limited to (1) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or (2) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or other advisor, and about which the compensation consultant or other advisor does not provide advice.

b. The Committee shall review on at least an annual basis the services provided or to be provided by any compensation consultant to determine whether the provision of such services has given rise to an actual conflict of interest taking into account such factors as required by the SEC and applicable law and such other factors as the Committee determines are relevant and, if so, how the conflict should be addressed.

14. *Self-Evaluation.* At least annually, the Committee shall evaluate its own performance and compliance with this Charter and report to the Board's Governance Committee on such evaluation.

15. *Review of Charter.* At least annually, the Committee shall review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

16. *Other Assignments.* Perform such other responsibilities as are consistent with the purpose of the Committee and as the Board or Committee deems appropriate.

Meetings and Procedures

The meetings and other actions of the Committee shall be governed by the provisions 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. The Chair, 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. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee. 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.

The Committee can transact business when a majority of the members are in attendance at a meeting, which will constitute a quorum. The action of a majority of those members present at a meeting, at which a quorum is present, shall be the action of the Committee. 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. The Committee may also take action by unanimous written consent.

The Committee will meet in executive session as often as necessary, but at least once per calendar year.

The Chair of the Committee shall make reports concerning Committee meetings to the Board.