

HERTZ GLOBAL HOLDINGS, INC.
GOVERNANCE COMMITTEE CHARTER
(Last updated as of December 11, 2023)

Pursuant to duly adopted Bylaws and Corporate Governance Guidelines, the Board of Directors (the “Board”) of Hertz Global Holdings, Inc. (the “Company”) has determined that the Governance 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:

- To review the size, structure, composition and functioning of the Board and its committees to determine whether it may be appropriate to add or remove individuals;
- To assist the Board in identifying qualified candidates for membership on the Board and recommending nominees for approval by the Board;
- To review and evaluate current directors for re-nomination to the Board or reappointment to any Board committee;
- To review and assess the adequacy of the Company’s corporate governance-related documents;
- To oversee the Company’s practices, policies and activities related to environmental, social and governance (“ESG”) matters; and
- To oversee the orientation and continuing education for 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 from a search firm to be used to identify director candidates 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 search firm or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for the payment of any search firm or any other advisors.

Membership

For so long as the Company’s common stock is listed on The Nasdaq Stock Market LLC (“Nasdaq”), the Committee shall consist of at least two directors, subject to any applicable exemption under Nasdaq rules. Each Committee member shall meet all independence requirements of Nasdaq. Committee members will be appointed, and may be removed, by the Board in accordance with the Bylaws 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 Nasdaq requirements, as applicable, the Board or the Committee may delegate any of its responsibilities to subcommittees comprised of one or more members of the Committee.

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. Board/Committee Matters.

a. The Committee shall oversee searches for and identify qualified individuals for membership on the Board. The Committee shall consider the skills and characteristics outlined in the corporate governance guidelines in its assessment of director candidates.

b. The Committee shall recommend to the Board the candidates for all directorships to be filled by the Board or by stockholders at an annual or special meeting. In making recommendations for Board and Board committee membership, the Committee shall:

i. review candidates' qualifications for membership on the Board based on the criteria set forth in the corporate governance guidelines;

ii. in evaluating current directors for re-nomination to the Board or reappointment to any Board committees, assess the performance and independence of such directors;

iii. annually review the composition and leadership structure of the Board in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering the criteria set forth in the corporate governance guidelines;

iv. annually review the composition of the various Board committees and recommend to the Board members and committee chairs for each Board committee;

v. if an incumbent director submits his or her resignation as a result of changes in circumstances as required by the corporate governance guidelines, review and recommend to the Board whether the resignation should be accepted; and

vi. consider any other factors that are set forth in the Company's corporate governance guidelines or are deemed appropriate by the Committee or the Board.

c. If the Chairperson of the Board is not an independent director, the Committee shall annually review and recommend to the independent directors of the Board a director who should be elected as independent lead director.

2. Evaluating the Board and its Committees.

a. At least annually, the Committee shall assist the Board in coordinating a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on any proposed changes to such process to the Board.

b. At least annually, the Committee shall evaluate its own performance and compliance with this Charter and report to the Board on such evaluation.

c. At least annually, the Committee shall review the size, structure and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

3. *Corporate Governance Matters.*

a. The Committee shall monitor developments in corporate governance and keep other members of the Board informed of material developments.

b. At least annually, the Committee shall review the Company's corporate governance guidelines and recommend any proposed changes to the Board.

c. At least annually, the Committee shall review the Company's standards of business conduct and recommend any proposed changes to the Board.

d. The Committee shall review, as appropriate, other governance documents, including, but not limited to, the Company's certificate of incorporation and bylaws, and recommend any proposed changes to the Board.

e. The Committee shall review and advise the Board regarding proposals submitted by the stockholders of the Company for inclusion in the Company's proxy statement.

4. *ESG Matters.*

a. The Committee shall monitor developments related to ESG matters, and the Company's relationships and visibility as a corporate citizen both locally and globally. The Committee shall receive periodic (no less than annually) reports from management related to ESG-related developments and initiatives.

b. The Committee shall report periodically, but no less than once a year, to the Board on ESG matters affecting the Company.

c. The Committee shall recommend to the Board any action on ESG matters, including with respect to determining the best oversight structure for the Company's ESG matters, that may be required or considered advisable.

5. *Director Orientation and Continuing Education.*

a. The Committee shall oversee the orientation and continuing education for directors.

b. The Committee shall confirm that procedures are in place and resources are made available to:

i. provide new directors with a comprehensive orientation with respect to their responsibilities and duties as directors and the business of Company, including items set forth in the Company's corporate governance guidelines;

ii. at least annually, cause the Board to be provided an update on emerging corporate governance and other legal issues pertinent to public company boards of directors; and

iii. provide all directors with appropriate continuing education opportunities so that individuals may maintain or enhance their skills and abilities as directors.

6. *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.

7. *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 Bylaws 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.