

HERTZ GLOBAL HOLDINGS, INC.
COMPENSATION COMMITTEE CHARTER

Last updated on December 11, 2024

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 Compensation Committee of the Board (the “Committee”) shall assist the Board in fulfilling certain of its oversight responsibilities primarily related to the review and determination of executive compensation. 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:

- discharging 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 the CEO’s compensation;
- evaluating the performance and recommending or approving compensation of the Company’s Section 16 officers (as identified pursuant to Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), and (to the extent determined by the Board) other significant employees of the Company. The group of employees whose compensation is overseen by the Committee in any fiscal year is referred to in this Charter as the “Senior Leadership Team”;
- 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 Nasdaq Stock Market LLC ("Nasdaq"), the Committee shall consist of at least two directors, each of whom shall be determined by the Board to be "independent" under the rules of Nasdaq, subject to any applicable exemption under Nasdaq rules. 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, and subject to the following sentence, the Board or the Committee may delegate any of its responsibilities to a subcommittee comprised of two or more independent members of the Committee, the Board or members of management. Members of the Committee are not required to meet the requirements of a "non-employee director" for purposes of Rule 16b-3 under the Exchange Act; provided, however, that with respect to any action required to be taken under Section 16 by a committee of at least two "non-employee directors" or the full Board, to the extent the Committee or a subcommittee thereof does not satisfy such standard, the Committee shall recommend any such action to the full Board for approval.

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 employee who is not a member of the Senior Leadership Team 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 the 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 Leadership Team 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 awards to CEOs at comparable companies and awards given to the Company's CEO in past years. The CEO may not be present during voting or deliberations on his or her compensation.

3. *Senior Leadership Team 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 Leadership Team other than the CEO who (i) were 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 "NEOs").

b. Review and approve, or if requested by the Board, 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 Leadership Team other than the CEO who are not NEOs.

c. Annually review with the CEO the performance and compensation of each member of the Senior Leadership Team and present its findings to the Board.

4. *Other Executive Compensation Components.* Review and approve, and in the case of NEOs recommend to the Board, (a) all other incentive awards and opportunities, including both cash-based and equity-based awards, (b) employment agreements, post-employment consulting agreements and any other severance arrangements, (c) change-in-control arrangements, severance protection plans and change-in-control provisions affecting any elements of compensation and benefits and (d) any special or supplemental compensation or benefits, in each case, for members of the Senior Leadership Team and individuals who formerly served as members of the Senior Leadership Team, 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 Nasdaq.

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 material amendments to existing material employee benefit plans, proposals for new material employee benefit plans or for the termination or discontinuance of existing material employee benefit plans and all other compensation proposals that are subject to the approval of the Board. Oversee the administration of employee benefit plans and any 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 any 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 Stockholder-Related Matters Related to Compensation.* Manage the Board's relations with stockholders on executive compensation matters and oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under Nasdaq rules, that, with limited exceptions, stockholders approve equity compensation plans.

9. *Compensation Risk Assessment.* Annually review the Company's compensation practices, policies and programs for the Senior Leadership Team 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 leadership development and succession plan for members of the Senior Leadership Team 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 Nasdaq Rule 5605(d)(3)(D). 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 (i) 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 (ii) 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 be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

c. 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 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 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.