

HERTZ GLOBAL HOLDINGS, INC.
CORPORATE GOVERNANCE GUIDELINES

Last updated on December 11, 2024

The Board of Directors (the “Board”) of Hertz Global Holdings, Inc., a Delaware corporation (the “Company”), has adopted these Corporate Governance Guidelines (the “Guidelines”) as a flexible framework for the governance of the Company. These Guidelines are intended to serve as a flexible framework, rather than as a set of binding legal obligations, through which the Board may conduct its business and provide oversight. The Board will review and update these Guidelines as it deems necessary and appropriate.

I. Overall Purpose and Responsibilities of the Board

The overall purpose of the Board is to oversee the Company’s efforts to create long-term value for its stockholders, as well as other stakeholders. As part of this purpose, the Board adheres to what it believes to be sound governance principles, as set forth in these Guidelines. In its oversight role, the Board maintains a sense of responsibility to the Company’s stockholders, customers, employees, suppliers and the communities in which it operates. The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company.

In order to create long-term value for stockholders and other stakeholders, the Board’s core responsibilities include:

- identifying, reviewing and, where appropriate, approving the financial and business strategies and major corporate actions of the Company and monitoring their implementation and results;
- regularly monitoring the effectiveness of management policies and decisions, including the execution of the Company’s strategies;
- identifying, selecting, evaluating and compensating the Chief Executive Officer (the “CEO”) and reviewing management succession planning;
- providing oversight as to major risks facing the Company and strategies for their management and mitigation;
- overseeing corporate culture and management’s efforts to align culture with the Company’s purpose and values;
- overseeing efforts to ensure that the Company’s business is conducted with the highest standards of ethical conduct and in compliance with applicable laws and regulations;
- overseeing the Company’s financial statements and financial reporting process and internal controls; and

- shaping effective corporate governance, including nominating the Company’s director candidates and appointing committee members and overseeing the Company’s environmental, social and governance practices, policies and activities.

II. Board Composition

A. *Independence*

The Board will be composed of a majority of directors who qualify as independent directors (the “Independent Directors”) under the listing standards of The Nasdaq Stock Market (“Nasdaq”). The independence definition under Nasdaq rules includes a series of objective tests, such as the director is not an employee of the Company. In addition, no director will be deemed independent unless the Board affirmatively determines that the director has no relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the director’s responsibilities.

B. *Selection of Director Nominees and Requisite Skills and Characteristics*

The Governance Committee will consider and make recommendations to the Board regarding the size, structure, composition and functioning of the Board. The Governance Committee is responsible for identifying and recommending to the Board qualified candidates for Board membership, based primarily on the following criteria:

- the highest personal and professional ethics, integrity and values;
- prominence and reputation in the candidate's profession;
- skills, knowledge, experience, and expertise (including business or other relevant experience) useful and appropriate to the effective oversight of the Company's business;
- elements of diversity, including professional experience, skills and background, gender, race, ethnicity, age and any other personal characteristics;
- availability to devote sufficient time to the affairs of the Company;
- determinations of independence, when applicable, including taking into account (1) the enhanced independence, financial literacy and financial expertise standards that may be required under law or Nasdaq rules for audit committee membership purposes and (2) the enhanced independence standards that may be required under law or Nasdaq rules for compensation committee membership purposes; and
- for those individuals currently serving as a member of the Board, their performance since last elected or appointed to the Board.

The Board is committed to actively seeking out female and minority candidates as well as candidates with diverse backgrounds, experiences and skills as part of each director search the Board undertakes.

C. *Board Size*

Subject to the Company's Bylaws, the Board may consider expanding or reducing its size from time to time as it deems appropriate. The Governance Committee will annually review the size of the Board and recommend any proposed changes to the Board.

D. *Term Limits and Retirement*

The Board believes in the importance of balancing tenure and refreshment in its membership. The Board does not have a limit on the number of years that a director may serve on the Board. The Board believes that, rather than being bound by a strict term limit, the Governance Committee should evaluate the qualifications and performance of each incumbent director before recommending the nomination of that director for an additional term. Absent a waiver by the Board, no director should be nominated to serve as a director after that person has reached the age of 76.

III. Board Leadership

The Board believes it is important to periodically review its leadership structure and to modify it as needed from time to time.

A. *Chairperson of the Board and CEO*

The Board believes it is important to retain flexibility to allocate the responsibilities of the offices of the Chairperson of the Board and CEO in any way that is in the best interests of the Company at a given point in time.

B. *Lead Director*

Whenever the Chairperson of the Board is not an Independent Director, the Governance Committee shall provide its recommendation to the full Board as to which Independent Director should be elected to serve as the Lead Director. The Lead Director has the following responsibilities (in addition to any other responsibilities approved by the Board):

- presiding at all meetings of the Board at which the Chairperson of the Board or any Vice Chairperson is not present, including the executive sessions of Independent Directors;
- approving meeting schedules, agendas and information to be provided to the Board and ensuring that there is sufficient time to discuss all agenda items;
- acting as a liaison between the Independent Directors and the Chairperson of the Board as he or she deems appropriate, including by providing the Chairperson with feedback from executive sessions of Independent Directors and with respect to meeting schedules, agendas and information to be provided to the Board; and
- if requested by major shareholders, ensuring that he or she is available for consultation and direct communication.

IV. Duties of Directors

A. *Director Responsibilities*

As part of their duty to exercise their business judgment to act in a manner they reasonably believe to be in the best interest of the Company and its stockholders, directors are expected to be active and engaged in discharging this duty by:

- devoting sufficient time and effort to learn, and keep themselves informed about, the business and operations of the Company and the industries in which it operates;
- making every effort to attend meetings of the Board and the committees on which they serve and to spend the time needed to prepare for these meetings, including reviewing all materials that are provided in advance of the meetings;
- ensuring other existing and future commitments do not materially interfere with their service as a director; and
- meeting as frequently as necessary to discharge their responsibilities.

B. *Simultaneous Service on Other Boards of Public Companies*

The Company recognizes that directors benefit from service on boards of other companies, so long as such service does not conflict with the interests of the Company. It is expected that, without the approval of the Governance Committee, directors should not serve on the board of directors of more than five public companies (including the Company's Board). In addition, directors who serve as CEO of a public company should generally not serve on more than two outside public company boards (including the Company's Board).

Directors should advise the Chairperson of the Board and the Chair of the Governance Committee before accepting membership on another public company board of directors or any other assignment on the audit committee (or comparable committee) of another public company board of directors, or establishing any significant relationship with any business, institution or other governmental or regulatory entity.

C. *Retirement and Resignation Policies*

In addition to having a mandatory retirement age as discussed above, the Board believes it is in the best interests of the Company that:

- any management director whose employment at the Company terminates for any reason (including normal retirement) is expected to promptly resign from the Board, unless expressly agreed otherwise in advance; and
- any director whose affiliation or position of principal employment changes substantially after election to the Board or who has any other significant change in other circumstances that would impede the director's ability to carry out his or her responsibilities or any Independent Director who ceases to qualify as independent after election to the Board will be expected to offer to submit a resignation as a director promptly for consideration by the Board. A director should also advise the Chair of the Governance Committee of any other material change in circumstance or relationship that may impact a director's independence or the ability of the director to continue to serve on the Board.

D. *Director Orientation and Continuing Education Program*

Management, with oversight from the Governance Committee, will make available director orientation materials for all newly elected directors to familiarize them with the Company and its business, which may be customized as appropriate to the needs and prior experience of each new Board member. As appropriate, management will coordinate additional educational sessions for directors on matters relevant to the Company and its business. Directors are also encouraged to participate in educational programs relevant to their responsibilities, including programs conducted by third parties.

E. *Director Access to Management and Independent Advisors*

To assist in fulfilling their duties, directors are entitled to direct access to the management and employees of the Company as well as its outside counsel and auditors, and, as necessary and appropriate and at the Company's expense, independent legal, financial or other advisors.

The Board may establish a protocol for initiating meetings or contact with management or employees, but absent an established protocol, each director (or any designee(s) of a director subject to a confidentiality obligation to the Company directly or through an affiliated entity) may initiate any meetings or contacts that a director (or designee) wishes to initiate with a member of the Company's senior management team or such member's designee.

F. *Standards of Business Conduct*

Directors will comply with the Company's Standards of Business Conduct (the "Standards of Business Conduct"), which affirm the Company's high standards of business conduct and ethics. The Standards of Business Conduct are part of the Company's continuing effort to comply with all applicable laws, provide an effective program to prevent and detect violations of law, and conduct its business with fairness, honesty and integrity. In the unlikely event of a request for a waiver from compliance, any such request of waiver will be subject to approval by the Board (any director requesting a waiver will not be entitled to vote on such request) and such waiver will be promptly disclosed to stockholders as required by law.

V. Board Compensation

Directors are entitled to receive reasonable compensation for their services, as well as reimbursement of reasonable expenses incurred on Company business or in attending in person Board or committee meetings. The Board believes that a significant portion of director compensation should be provided in equity interests to align directors' interests with our stockholders. The Compensation Committee, with the assistance of a compensation consultant, will annually review the form and amount of director compensation and make a recommendation to the full Board for approval. Only non-employee directors will receive compensation for serving on the Board.

VI. Board Meetings

A. *Meetings*

The Chairperson of the Board will determine the frequency and length of Board meetings, in consultation as appropriate with the Lead Director (if one has been elected). The number of scheduled Board meetings (or action to be taken by unanimous consent) will vary with circumstances, but the Board shall meet at least quarterly. Special meetings will be called as necessary. Board meetings will be run by the Chairperson of the Board and will be conducted in a manner that ensures open communication,

meaningful participation and timely resolution of issues. The proceedings and deliberations of the Board are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

B. *Board Agendas and Meeting Materials*

The Chairperson of the Board will set the agenda for each Board meeting, in consultation as appropriate with the Lead Director (if one has been elected). Each director may suggest the inclusion of additional items on an agenda. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting are, to the extent practical, to be distributed to directors sufficiently in advance of the meeting and directors are expected to review those materials prior to the meeting. The Board acknowledges that certain materials are of an extremely sensitive nature and the distribution of materials on these matters prior to the Board or committee meetings may not be appropriate.

C. *Management Participation*

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.

D. *Meetings of Independent Directors*

The Company's independent directors will meet at regularly scheduled executive sessions in which management does not participate. It is contemplated that executive sessions will occur at least twice a year, and perhaps more frequently, in conjunction with regularly scheduled Board meetings. If the Chairperson of the Board is an Independent Director, then the Chairperson of the Board shall set the agenda for, and chair, such executive sessions. If the Chairperson of the Board is not an Independent Director, then the Lead Director will set the agenda for, and chair, executive sessions of Independent Directors.

VII. Board Committees

A. *Committee Structure and Charters*

The Board currently has three standing committees: Audit Committee, Compensation Committee, and Governance Committee. The Board may establish additional committees as necessary or appropriate. Committee members and chairpersons will be appointed by the Board upon the recommendation of its Governance Committee. Each committee will have its own charter setting forth the purpose, membership requirements, responsibilities and procedures of the committee, which shall include an annual self-evaluation.

B. *Committee Meetings and Agendas*

The Chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the charter of each respective committee. Committee meetings will be run by the Chair of each committee and will be conducted in a manner that ensures open communication, meaningful participation and timely resolution of issues. The Chair of each committee shall develop meeting agendas that are based on the

responsibilities and duties set forth in the charter of each respective committee, as well as input provided by committee members and management. Directors may also attend meetings of committees on which they do not serve. The Board believes that as a practice all directors should receive notice of each committee meeting and receive a copy of the minutes of each committee meeting.

VIII. Evaluation and Succession

A. *Annual Board Performance Evaluation*

It is expected that the Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. It is expected that this process will also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board, with performance criteria for each committee established on the basis of its charter.

B. *CEO Evaluation*

The Compensation Committee will coordinate an annual review of the CEO's performance and report to the Board, including making a recommendation for the CEO's compensation based on the annual review. The Board will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Company. The evaluation should be based on criteria including performance of the business, accomplishment of long-term strategic objectives, handling of extraordinary events, development of management and performance on any other specific annual or long-term goals.

C. *Management Succession*

The Compensation Committee will coordinate an annual review of a leadership development and management succession plan and report to the Board, which should include succession planning in the case of the incapacitation, retirement or removal of the CEO. In connection with this planning, the Board may ask the CEO to recommend and evaluate potential successors and to review any development plans recommended for such individuals. The CEO will also provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected emergency.

IX. Other

A. *Stockholder Communications*

The Board believes that communication and engagement with the Company's stockholders and other interested parties is an essential component of the Company's corporate governance practices. Stockholders and other interested parties who wish to contact our directors may send written correspondence to Hertz Global Holdings, Inc., 8501 Williams Road, Estero, Florida 33928, Attention: Corporate Secretary. Communications addressed to directors that discuss business or other matters relevant to the activities of the Board will be preliminarily reviewed by the office of the Corporate Secretary and then distributed either in summary form or by delivering a copy of the communication to the director, or group of directors, to whom they are addressed. Items that are unrelated to the duties and responsibilities of the Board will not be forwarded.

B. *Review of Corporate Governance Guidelines*

The Governance Committee will review these Guidelines at least annually and make recommendations to the Board to update them, if appropriate.