

HERTZ GLOBAL HOLDINGS, INC.

AUDIT 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 Audit Committee of the Board (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities with respect to the accounting and financial reporting processes and the audits of the Company’s financial statements. The Board hereby adopts this Audit Committee Charter (the “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 purpose of the Committee is to assist the Board in overseeing:

- the accounting, financial, and external reporting policies and practices of the Company and the audit of the Company’s financial statements;
- the integrity of the Company’s financial statements;
- the effectiveness of the Company’s internal controls, including operational policies and practices;
- the independence, qualifications and performance of the Company’s independent auditor;
- the authority, scope, access and performance of the Company’s internal audit function;
- the Company’s compliance with legal and regulatory requirements;
- treasury and finance matters; and
- enterprise risk management process, including cybersecurity and other technology risks.

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 independent legal, accounting, 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 independent legal, accounting, or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent accountants for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any accounting, legal or other consultant retained by the Committee may, but need not, be, in the case of an outside accountant, the same accounting firm employed by the Company for the purpose of rendering or issuing an audit report on the Company’s annual financial statements or, in the case of an outside legal or other advisors, otherwise engaged by the Company for any other purpose.

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 three directors, each of whom shall be determined by the Board to be "independent" under the rules of Nasdaq, as applicable, and Rule 10A-3(b)(1) 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 Bylaws of the Company. Committee members shall serve for such term or terms as the Board may determine. When appropriate, as permitted under applicable Nasdaq requirements, the Board or the Committee may delegate any of its responsibilities to subcommittees consisting of one or more members of the Committee.

Each member of the Committee must be able to read and understand fundamental financial statements, including a Company's balance sheet, income statement, and cash flow statement. At least one member of the Committee shall be financially sophisticated and qualify as an "Audit Committee Financial Expert" under applicable rules of the Securities and Exchange Commission (the "SEC") and Nasdaq. In addition, each member of the Committee must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

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. Oversight of Financial Reporting, Disclosure and Internal Controls.*
 - a. Review any significant additions or changes to the Company's existing policies or practices as they apply to accounting, financial reporting, external reporting, and asset-safeguarding.
 - b. Discuss generally the Company's earnings reports, as well as any written financial information and earnings guidance provided to analysts and ratings agencies. The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
 - c. Review and discuss with management and the independent auditor the quarterly, unaudited financial statements, including disclosures made in management's discussion and analysis of financial condition and results of operations, major underlying issues and the results of the independent auditor's review prior to filing each quarterly report on Form 10-Q.
 - d. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis of financial condition and results of operations, and major underlying issues prior to filing each annual report on Form 10-K.
 - e. Review and discuss with the Chief Executive Officer (the "CEO") and the Chief Financial Officer (the "CFO") the procedures undertaken in connection with the CEO and CFO certifications in periodic reports, including their evaluation of the Company's disclosure controls and procedures and internal controls.
 - f. Prepare the report required by the rules of the SEC to be included in the Company's annual Proxy Statement.

g. Receive information from management and internal audit about any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting that could adversely affect the Company's ability to record, process, summarize and report financial data and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting. This includes receiving reports on all matters of significance arising from work performed by other providers of financial and internal control assurance to senior management and the Board.

h. Review and discuss quarterly reports from the independent auditor on all critical accounting policies and practices to be used; all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

i. Review and discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

j. Review and discuss with management and the independent auditor any significant changes to the Company's auditing and accounting principles and practices suggested by the independent auditor, internal audit or management.

k. Review and discuss with management and the independent auditor management's internal control report prepared in accordance with rules promulgated by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act and the independent auditor's attestation report prior to the filing of the Company's annual report on Form 10-K, and consider whether any changes are appropriate in light of these reports.

l. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as any significant off-balance sheet commitments, arrangements and structures (if any) on the Company's financial statements.

m. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

n. Resolve any disagreements between management and the independent auditor regarding financial reporting.

2. Oversight of Independent Auditor.

a. Possess sole responsibility for the appointment, retention, termination, compensation (including the fees, terms and conditions for the performance of audit or non-audit services), evaluation and oversight of the work of the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditor shall report directly to the Committee.

b. Before the engagement of an independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the

Committee regarding the relationships between the auditor and the Company that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and obtain the written affirmation from the auditor of its independence.

c. Review the proposed audit scope for adequacy of coverage.

d. Review the conduct and results of the audit of the consolidated financial statements and solicit concerns from the independent auditor, including any audit problems, difficulties encountered in the course of audit work, including any restrictions on the scope of activities or access to requested information, disagreements with management and management's response and communications between the audit team and the audit firm's national office with respect to difficult auditing or accounting issues presented by the engagement.

e. Review with the independent auditor the Company's internal controls and the responsibilities, budget and staffing of the Company's internal audit function, including any "management" or "internal control" letter issued or proposed to be issued by such auditor to the Company. With respect to any such letter, obtain management's response and corrective action plan.

f. Review and evaluate the lead partner of the independent auditor, and ensure proper rotation of audit partner, lead partner and concurring partner. Consider whether it is appropriate to adopt a policy of rotating the independent auditor on a regular basis.

g. Obtain and review a report from the independent auditor at least annually detailing: (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Company.

h. Actively engage in a dialogue with the independent auditor regarding any disclosed relationships or services that may impact the objectivity and independence of the independent auditor. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. Review periodic reports from the independent auditor regarding the auditor's independence (including the auditors' fees billed for audit services, audit-related fees, tax fees, and all other non-audit services, respectively, for each fiscal year), discuss such reports with the auditor, and if so determined by the Committee, recommend that the Board take appropriate action regarding the independence of the auditor. Ensure procedures are in place for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company's financial statements to ensure the independent auditor's independence under applicable law and listing standards. The Committee shall present its conclusions with respect to the independent auditor to the full Board.

i. Pre-approve all audit and permitted non-audit services and fees as required by any regulatory or listing agency; provided, however, that the Committee may delegate pre-approval authority to subcommittees comprised of one or more of its independent members, who must then provide a report to the full Committee at its next scheduled meeting. When pre-approving non-audit services by the independent auditor, the Committee shall consider whether their provision is consistent with maintaining the independent auditor's independence.

j. As appropriate, discuss with the national office of the independent auditor issues on which they were consulted by the Company's audit team and matters of audit quality and consistency.

k. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.

l. On an annual basis, obtain assurance from the independent auditor that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.

m. At least annually, discuss with the independent auditor, out of the presence of management if deemed appropriate, the matters required to be discussed by the applicable auditing standards adopted by the Public Company Accounting Oversight Board.

3. Oversight of Internal Audit.

a. Review and participate in the appointment, replacement, reassignment, performance review and compensation, or dismissal of the chief audit executive (the "CAE"), who shall report directly to the Committee and meet with the Committee without management present at least quarterly.

b. Discuss with the CAE internal audit department responsibilities and approve the budget and resource plan, including making inquiries, as appropriate, of management and the CAE to determine if there are any inappropriate scope or resource limitations.

c. Review, in consultation with the CAE, the annual internal audit scope and risk-based plan, performance related to the plan and any changes required during the year.

d. At least quarterly, review internal audit results, including any difficulties encountered in the course of internal audit activities, and management's responses thereto.

e. At least annually, review the internal audit charter and approve any changes thereto. Develop and approve an authorization, which may be included in the internal audit charter, that the activity will have free and unrestricted access to all functions, records, property, and personnel pertinent to carrying out any engagement, subject to accountability for confidentiality and safeguarding of records and information.

f. Review the results of internal audit's quality assurance and improvement program as well as the results of independent external quality assurance reviews, when performed (every five years).

4. Oversight of Compliance, Legal and Regulatory Matters.

a. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. This includes overseeing management's arrangements for the prevention and deterrence of fraud.

b. Conduct any investigation that the Committee deems appropriate, with full access to all of the Company's records, facilities, personnel and outside advisors. This includes ensuring that appropriate action is taken against known perpetrators of fraud or related misconduct.

c. At least annually, review the Company's overall compliance program and its components to ensure that it is consistent with applicable guidelines, including but not limited to the United States Department of Justice and Federal Sentencing Guidelines' requirements for "Effective Compliance and Ethics Programs."

d. At least annually, review the results from the Company's Standards of Business Conduct Disclosure Survey to review and assess the status of compliance with the Company's Standards of Business Conduct, applicable laws and regulations and general corporate ethics. The Committee shall also review and consider any requests for waivers of the Standards of Business Conduct pertaining to any executive officer or a director and shall make a recommendation to the Board with respect to any such request for a waiver (any director requesting a waiver will not be entitled to vote on such request).

e. Review and approve all related person transactions, as defined in the Company's related person transaction policy and procedures.

f. Regularly review reports on material litigation, any material reports or inquiries received by the Company from regulators or governmental agencies, and other matters.

5. *Oversight of Treasury and Finance Matters.*

a. Review, as appropriate, the Company's and its subsidiaries' capital markets and financing plans consistent with the prior approvals of the Board, including with respect to the Company's debt, equity or other financing arrangements (including re-financings);

b. Review, as appropriate, the material terms and conditions of the Company's long-term debt financings and its subsidiaries' long-term debt and equity issuances consistent with the prior approvals of the Board, 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, as appropriate, the Company's dividend policy and recommend to the Board 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 consistent with the prior approvals of the Board, 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.

e. Review, as appropriate, with management the financial considerations relating to the Company's pension and retirement plans; and

f. Review, as appropriate, with management (on a quarterly basis if requested by the Committee) the Company's performance against its annual budget plan.

6. *Oversight of Risk.*

a. Oversee, review and discuss with management, including the CAE, the Company's enterprise-wide risk management process including management's implementation and maintenance of an appropriate risk governance structure, risk assessment and risk management practices and guidelines.

b. Oversee, review and discuss with management, including the senior technology officer, the quality, effectiveness and matters related to the Company's security of information technology systems, capabilities for disaster recovery, data protection, cyber threat detection and cyber incident response, and management of technology-related compliance risks.

c. Provide oversight on significant risk exposures and control issues, including fraud risks, governance issues, and other matters needed or requested by senior management and the

Board. This includes considering the effectiveness of the Company's control framework, including information technology security and control.

d. Provide oversight of the adequacy of the combined assurance being provided.

e. Oversee, review and provide advice on the risk management processes established and maintained by management and the procedures in place to ensure that they are operating as intended.

7. *Self-Evaluation and Review of Charter.*

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

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

8. *Other Assignments.* The Committee shall 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, but shall meet at least quarterly. 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 at least quarterly and during these sessions the Committee will meet separately with the independent auditor, CFO, and the CAE.

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