

HERC HOLDINGS INC.

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER Adopted as of August 18, 2016

The Board of Directors (the “Board”) of Herc 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. The Board hereby adopts this Charter to establish the governing principles of the Committee.

Purpose and Authority

The primary function of the Committee is to serve as an independent and objective party to assist the Board in fulfilling its oversight responsibilities by overseeing and monitoring:

- a) the accounting, financial, and external reporting policies and practices of the Company;
- b) the integrity of the Company’s financial statements;
- c) the independence, qualifications and performance of the Company’s independent auditor;
- d) the performance of the Company’s internal audit function;
- e) the management information system and operational policies and practices that affect internal control;
- f) the Company’s compliance with legal and regulatory requirements; and
- g) the preparation of the report of the Committee required to be included in the Company’s annual Proxy Statement under the rules of the Securities and Exchange Commission (the “SEC”).

In discharging its duties under this Charter, the Committee shall have the authority, to the extent it deems necessary, to retain 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 advisor, otherwise engaged by the Company for any other purpose.

Membership

The Committee shall consist of at least three directors. To the extent relevant, as determined by the Company's registrant status with the SEC or other regulatory body, or the listing standards of the New York Stock Exchange or any other applicable exchange, the membership of the Committee must satisfy any and all applicable independence and experience requirements. 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. The Committee shall have the authority to delegate any of its responsibilities to subcommittees consisting of one or more members as the Committee may deem appropriate, provided the subcommittees are composed entirely of directors satisfying the foregoing independence standards.

Each member of the Committee shall be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee shall have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment, to qualify as an "Audit Committee Financial Expert" under applicable law and listing standards. The Company will make available to the members of the Committee continuing education in evolving audit committee concepts and responsibilities, including updates on important accounting, auditing, finance and legal developments, and annually (during a regularly scheduled meeting of the Committee) provide to the members of the Committee presentations by internal and/or external experts on current industry and company-specific developments and specialized issues (whether legal, accounting or operational).

No Committee member shall simultaneously serve on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee. Unless a Chairman is appointed by the Board, the Committee may designate a Chairman by majority vote of the Committee.

Responsibilities

The Committee's duties and responsibilities shall 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.

Financial Reporting and Disclosure Responsibilities

- 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 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 Form 10-K.
- e) In the event that the Company publishes one, review the "Report of Management" in the Annual Report to Shareholders.
- f) Review and approve the "Report of Audit Committee" and its inclusion in any other document, including in the Annual Report to Shareholders and in the annual Proxy Statement.
- g) Receive information from management 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.
- 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 personnel 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 Form 10-K.
- 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.

Responsibilities for Oversight of Independent Auditor

- a) Possess sole responsibility for the appointment (subject to shareholder ratification as determined by the Board), 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. 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 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) Review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence.
- k) Review periodic reports from management and 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.
- l) Confirm that none of the audit partners earn or receive compensation based on procuring engagements with the Company for providing products or services, other than audit review or attest services.
- m) 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.
- n) 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.
- o) Establish policies 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.
- p) Review and discuss with the CEO and 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.

- q) On an annual basis, obtain assurance from the independent auditor that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended.
- r) At least annually, discuss with the independent auditor, out of the presence of management if deemed appropriate, the matters required to be discussed by Auditing Standard 16, as it may be modified or supplemented, relating to the conduct of the audit.

Responsibilities for Oversight of Internal Audit

- a) Review and discuss with management the results of the annual corporate-wide risk assessment and risk management and the related corporate guidelines and policies and commitment of internal audit resources.
- b) Discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing.
- c) Review internal audit results and management's response at least quarterly.
- d) Periodically review internal audit policies.
- e) The senior internal auditing executive shall report directly to the Committee.
- f) Review and participate in the appointment, replacement, reassignment or dismissal of the senior internal auditing executive.

Committee Self-evaluation Responsibilities

- a) Review annually the adequacy of this Charter and submit it, together with any proposed changes, to the Board for approval.
- b) Annually review the Committee's own performance.

Compliance Matters and Other Responsibilities

- a) Conduct any investigation that the Committee deems appropriate, with full access to all of the Company's records, facilities, personnel and outside advisors. As it deems appropriate, retain outside counsel, auditors and other consultants to advise the Committee for that purpose or others.
- b) 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.

- c) Report regularly to the full Board on all matters charged to the responsibility of the Committee.
- d) Meet in separate executive sessions with the CEO and other officers of the Company, the internal auditors and the independent auditor periodically as needed.
- e) Regularly review reports of the General Counsel on material litigation, any material reports or inquiries received by the Company from regulators or governmental agencies, and other matters.
- f) Review an annual report from the General Counsel or Chief Compliance Officer regarding the status of compliance with the Company's code of conduct, laws, regulations and general corporate ethics.
- g) At least annually, the Committee shall review and assess the adequacy of the Company's code of conduct and approve changes as it deems appropriate. The Committee shall also review and consider any requests for waivers of the Company's code of conduct, and shall have the authority to grant such waivers or, at its election, may make a recommendation to the Board with respect to such request for a waiver.
- h) Periodically review the annual agenda of the Committee to assess whether the Committee is addressing all material matters related to its responsibilities delegated from the Board.

Procedures

The meetings and other actions of the Committee shall be governed by the provisions of Article III 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. Meetings of the Committee may be called by the Chair of the Committee or any member of the Committee. The Chair of the Committee, 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. Committee members shall be given notice of a meeting at least 24 hours in advance by telephone, facsimile or Approved Electronic Transmission (as defined in the Company's By-Laws). Any such notice need not be given to any Committee member who attends such meeting without protesting the lack of notice to him or her, prior to or at the commencement of such meeting, or to any member who submits a signed waiver of notice, whether before or after such meeting. 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.