

**HERC HOLDINGS INC.**  
**FINANCING COMMITTEE CHARTER**  
**Effective as of August 18, 2016**

The Board of Directors (the “Board”) of Herc Holdings Inc. (the “Company”) has determined that the Financing Committee of the Board (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board adopts this charter to establish the governing principles of the Committee.

**Purpose**

The primary purpose of the Committee shall be to assist the Board in its oversight of the Company’s financing policies, and to review and recommend to the Board matters pertaining to the Company’s financial structure, short and long-term financing in both the public and private market, and related matters. The Committee shall also make recommendations to the Board regarding any proposed spin-offs of businesses or operations of the Company with respect to the capital structure and related matters regarding any business or operations proposed to be spun-off or distributed to stockholders.

**Membership**

The Committee shall consist of at least three directors, one of whom shall be appointed as Chair of the Committee. A majority of the members of the Committee shall satisfy the independence requirements of the NYSE and applicable law, and shall be considered “outside directors” as determined pursuant to Section 162(m) of the Internal Revenue Code and any regulations issued thereunder, and “non-employee directors” for purposes of Rule 16b-3 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 By-Laws of the Company. Committee members shall serve for such term or terms as the Board may determine.

**Powers and Responsibilities**

1. The Committee shall review and approve the following:
  - a. the Company’s and its subsidiaries’ capital markets and financing plans, including with respect to the Company’s debt, equity or other financing arrangements (including refinancings) and any such matters regarding any business or operations of the Company proposed to be spun-off or distributed to stockholders; and
  - b. the material terms and conditions of the Company’s long-term debt financings and its subsidiaries’ long-term debt and equity issuances, 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.

2. On at least an annual basis, the Committee shall (i) review and approve or ratify, if determined appropriate by the Committee, decisions by Company's management to enter into derivative transactions on a cleared or a non-cleared basis, and (ii) review the policies and processes of the Company related thereto and other matters pertaining to the Company's derivatives transactions and hedging strategy.
3. Review the Company's dividend policy and make recommendations to the Board regarding the amount and frequency of dividends (if any).
4. The Committee shall report regularly to the Board with respect to its activities, including reviewing and advising the Board of any developments that the Committee believes should have Board consideration.
5. The Committee shall have the resources and the authority to discharge its responsibilities, including the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
6. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. The Committee shall annually review its own performance.

### **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. 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. 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.