

HERC HOLDINGS INC.
AMENDED AND RESTATED
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
Adopted as of August 18, 2016

The Board of Directors (the “Board”) of Herc Holdings Inc. (the “Company”) has determined that the Nominating and Governance 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

The primary purposes of the Committee shall be:

- To assist the Board in determining the skills and qualities of individuals being recommended for membership on the Board.
- To review the composition of the Board and its committees to determine whether it may be appropriate to add or remove individuals.
- To review and evaluate current directors for re-nomination to the Board or reappointment to any Board committee.
- To review and assess the adequacy of the Company’s corporate governance guidelines and directors’ code of business conduct and ethics.
- To oversee the orientation and continuing education for directors.

Membership

The Committee shall consist of at least three directors. Each Committee member shall meet all independence requirements of the New York Stock Exchange (“NYSE”) and applicable law. 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. When appropriate, as permitted under applicable law, the Board or the Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee, the Board or members of management.

The Committee will require that each member of the Board inform the Committee in writing of material developments regarding his or her employment status or membership on the board of directors of any other public company, including any termination of employment, change of title, material change of responsibilities,

appointment to any outside board of directors or removal or resignation from any such board.

Powers and Responsibilities

The powers and responsibilities of the Committee include the following matters:

1. Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend to the Board individuals for membership on the Board and its committees. In making recommendations for Board and Board committee membership, the Committee shall:
 - review candidates' qualifications for membership on the Board or a committee of the Board based on the criteria approved by the Board and taking into account (1) the enhanced financial literacy and financial expertise standards that may be required under law or NYSE rules for audit committee membership purposes and (2) the enhanced independence standards that may be required under law or NYSE rules for compensation committee membership purposes;
 - in evaluating current directors for re-nomination to the Board or reappointment to any Board committees, assess the performance and independence of such directors;
 - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, skills, background, experience and independence;
 - consider rotation of Board committee members and Board committee Chair; and
 - consider any other factors that are set forth in the Company's corporate governance guidelines or are deemed appropriate by the Committee or the Board.
- The Committee may retain or terminate, as it deems necessary or appropriate, a search firm to be used to identify director candidates or

other advisors. The Committee has the sole authority to retain or terminate any such search firm and to approve the fees to be paid to such search firm and all other retention terms.

2. *Evaluating the Board and its Committees*

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.
- The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

3. *Corporate Governance Matters*

- At least annually, the Committee shall review and assess the adequacy of the Company's corporate governance guidelines and directors' code of business conduct and ethics and recommend any proposed changes to the Board.
- The Committee shall periodically review the independence of each member of the Board pursuant to the Company's definition of independence, applicable law and NYSE listing standards.
- The Committee shall be responsible for any tasks assigned to it in the Company's corporate governance guidelines.
- The Committee shall oversee compliance with the Company's corporate governance guidelines and directors' code of business conduct and ethics and report on such compliance to the Board. The Committee shall review and recommend to the Board the necessary actions and procedures to facilitate compliance with the Company's corporate governance guidelines and directors' code of business conduct and ethics. The Committee shall also review and consider any requests for waivers of the directors' code of business conduct and ethics, 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.

- The Committee shall, as and when requested by the Board, review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.
- The Committee shall review and advise the Board regarding proposals submitted by the shareholders of the Company for inclusion in the Company's proxy statement.
- The Committee shall review and approve each transaction that involves the Company or any of its affiliates, on one hand, and (directly or indirectly) a director or a member of his or her family or any entity managed by any such person, on the other hand, unless the Committee determines that the approval or ratification of such transaction should be considered by all of the disinterested members of the Board.
- The Committee shall review issues related to corporate social responsibility and the Company's relationships and visibility as a corporate citizen both locally and globally. At least annually, management of the Company will report on corporate social responsibility initiatives to the Committee.

4. Compensation of Directors

- The Committee shall periodically 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.

5. Director Orientation and Continuing Education

- The Committee shall oversee the orientation and continuing education for directors.
- The Committee shall confirm that procedures are in place and resources are made available to:
 - provide new directors with an orientation with respect to their responsibilities and duties as directors and the business of Company;
 - at least annually, cause the Board to be provided an update on emerging corporate governance and other legal issues pertinent to public company boards of directors by a recognized expert in the relevant field; and

- provide all directors with appropriate continuing education opportunities so that individuals may maintain or enhance their skills and abilities as directors and attend continuing education opportunities at least one time every three years.

6. Reporting to Board

- The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or Board committee nominees or membership, Board performance, corporate governance, continuing education or other matters that the Committee deems appropriate or is requested to be included by the Board.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

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.