

HERC HOLDINGS INC.

COMPENSATION COMMITTEE CHARTER

Effective as of May 18, 2017

The Board of Directors (the “Board”) of Herc Holdings Inc. (referred to herein as the “Company”) has determined that the Compensation Committee of the Board 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 Compensation Committee (the “Committee”).

Purpose

The primary purposes of the Committee shall be:

- To oversee the Company’s compensation and benefits policies generally.
- To evaluate the performance of the Chief Executive Officer of the Company (“CEO”), including as it relates to all elements of compensation, and (i) the CEO’s direct reports at the Senior Vice President level and above, (ii) Section 16 officers and (iii) any other officers that the CEO may deem to be part of the group at his discretion (collectively, the “Senior Management Group”).
- To approve and recommend to the Board all compensation plans for the Senior Management Group.
- To approve the short-term compensation of the Senior Management Group (subject, in the case of the CEO, and if so directed by the Board to the final approval of a majority of the Board members meeting the independence requirements of the New York Stock Exchange (“NYSE”)); and to approve and authorize grants under the Company’s incentive plans, including all equity plans and long-term incentive plans, to the Senior Management Group.
- To review and comment on the “Compensation Discussion and Analysis,” and prepare the report on executive compensation required by the rules and regulations of the United States Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement or annual report on Form 10-K filed with the SEC.
- To review the Company’s management succession plan.

Membership

The Committee shall consist of at least three directors. Each Committee member shall meet all independence requirements of the NYSE and applicable law, and shall be an “outside director” as determined pursuant to Section 162(m) of the Internal Revenue Code and any regulations issued thereunder, and a “non-employee director” 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. When appropriate, as permitted under applicable law and NYSE requirements, 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.

Powers and Responsibilities

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

1. Compensation Matters

- Review management proposals regarding compensation philosophy and compensation plans and guidelines for the Senior Management Group, and report its conclusions to the Board. Such review includes plans and administration of plans relative to base salary, short-term incentives, long-term incentives, and all executive benefits and perquisites.
- Evaluate the performance of the CEO, including as it relates to all elements of compensation, and present its findings to the Board.
- Review and approve Company goals and objectives relevant to the CEO's compensation and establish and approve an appropriate compensation level, pertaining to all elements of compensation for the CEO, based on a review of compensation practices for CEOs in the equipment rental industry and other appropriate industries, the Company's compensation philosophy, goals, objectives, and the CEO's performance. When determining the long-term component of the CEO's compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar rewards to CEOs at comparable companies and awards given to the Company's CEO in past years. Such determination will be reported to the Board and, if so directed by the Board, subject to final approval by a majority of the Board members meeting the independence requirements of the NYSE.
- Annually review with the CEO the performance scores and compensation of the other members of the Senior Management Group, and present its findings to the Board.
- Review the CEO's recommendation for compensation, including base salary, short term incentive, and long term incentive and equity, for all members of the Senior Management Group other than the CEO and make determinations with respect to the same.
- Review employment agreements, post-employment consulting agreements, and any other severance arrangements, change-in-control arrangements or supplemental benefits for members of the Senior Management Group, and approve the same, subject in the case of any such agreement or arrangement with the CEO and if so directed by the Board, to final approval by a majority of the Board members meeting the independence requirements of the NYSE.
- Review management proposals and make decisions concerning amendments to existing employee benefit plans, proposals for new employee benefit plans or for the termination or discontinuance of existing employee benefit plans and all other compensation proposals requiring the approval of the Board. Oversee the administration of the employee benefit plans and the employee stock purchase plan and discharge any responsibilities imposed on the Committee by any such plans. Within the confines, if any, established under such employee benefit plans, the Committee may delegate such powers and authority as it may determine appropriate. The Committee may delegate such powers and authority under the employee stock purchase plan as it may determine appropriate.

- Oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. In addition, the Committee shall produce a report of the Committee for inclusion in the Company's proxy statement or annual report on Form 10-K filed with the SEC, in accordance with SEC rules and regulations.
- Review the risk profile of the Company's compensation policies and practices on an annual basis and report out the Committee's findings to the Board.

2. *Succession Planning*

- The Committee shall review and report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement or removal of the CEO. In connection with this planning, the Committee may ask the CEO to recommend and evaluate potential successors and to review any development plans recommended for such individuals.

3. *Outside Advisors*

- The Committee shall possess the authority, in its sole discretion, to select, retain and obtain the advice of any compensation consultant, legal counsel or other advisor as it deems necessary or appropriate to fulfill its duties and responsibilities. The Committee shall set the compensation, and oversee the work, of any such compensation consultant, legal counsel or other advisor. The Company will provide appropriate funding, as determined by the Committee, for the payment of compensation to its compensation consultants, legal counsel and any other advisors.
- The Committee may select a compensation consultant, legal counsel (other than the Company's in-house counsel) or other advisor only after taking into consideration all factors relevant to such consultant's, counsel's or other advisor's independence from the Company's management, including the specific factors required to be considered under Rule 10C-1 under the Exchange Act and NYSE Rule 303A.05(c)(iv). The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor of the Committee's choosing, including any such advisor that is not independent, after considering such factors. The Committee is not required to assess the independence of any compensation consultant, legal counsel or other advisor that acts in a role limited to (1) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or (2) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or other advisor, and about which the compensation consultant or other advisor does not provide advice.

- At least annually, the Committee shall assess the independence of any compensation consultant, legal counsel (other than the Company's in-house counsel) or other advisors retained by or to be retained by the Committee and evaluate whether any such compensation consultant, legal counsel or advisor has any conflicts of interests that would require disclosure under applicable SEC rules and regulations.

4. 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 compensation, succession planning 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.