

GOVERNANCE COMMITTEE CHARTER

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.

GOVERNANCE COMMITTEE CHARTER

AS ORIGINALLY ADOPTED BY THE BOARD OF DIRECTORS ON JULY 23, 1998, AND AMENDED ON MAY 25, 2000, MARCH 21, 2003, SEPTEMBER 27, 2002, NOVEMBER 21, 2003, MARCH 24, 2004, DECEMBER 3, 2004 AND FEBRUARY 2, 2006.

Members of Committee

John C. Pope, Chairman
Molly Shi Boren
Edward L. Wax
Thomas P. Capó, ex officio

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC. GOVERNANCE COMMITTEE CHARTER

I. Membership and Goals

A. Members. The Governance Committee (the "Committee") shall consist of three or more directors each of whom is "independent" (as defined by the New York Stock Exchange and Securities and Exchange Commission rules in effect from time to time). Committee members and the chairman will be approved by the Board of Directors (the "Board") of Dollar Thrifty Automotive Group, Inc. (the "Company") following recommendations from the Committee (which recommends the membership and chairmanship of all committees of the Board).

B. Goals. The goals of the Committee are to (i) regularly seek to identify qualified nominees for election to the Board, and (ii) monitor developments in corporate governance and recommend changes to Board committee charters and the corporate governance policy of the Company (the "Corporate Governance Policy").

II. Function

A. Director Nominees. The Committee is charged with the responsibility for making recommendations to the Board of qualified nominees for election or re-election as directors of the Company. The Committee is also charged with the responsibility of reviewing, evaluating and considering qualified nominees recommended by shareholders for election as directors of the Company.

B. Committee Memberships and Chairmanships. The Committee is responsible for recommending for approval to the Board all Board committee memberships and chairmanships.

C. Evaluation of Performance. The Committee is also charged with establishing a system for, and monitoring the process of, performance reviews for the Board and its committees.

D. Corporate Governance Policy. The Committee will also annually review and recommend to the Board any changes to the Corporate Governance Policy.

E. Board Committee Charters. The Committee will annually review and recommend to the Board any changes to Board committee charters.

III. Scope

The Committee was formed by the Board and remains subject to the direction and control of the Board.

IV. Duties

A. Director Nominees. In accordance with the Corporate Governance Policy, (i) identify and recommend to the Board nominees for election as directors by shareholders at the annual meeting, (ii) identify and recommend to the Board nominees for election as directors to fill vacancies that may occur between annual meetings of shareholders and (iii) review, evaluate and consider qualified nominees for election as directors recommended by shareholders. The Committee may also retain

and terminate any search firm to be used to identify director candidates, as well as approve the search firm's fees and other retention fees.

B. Committees of the Board. On an annual basis, recommend to the Board the duties, functions and membership of the committees of the Board.

C. Qualifications of Board Members. On an annual basis, recommend to the Board changes to the criteria set forth in the Corporate Governance Policy regarding personal qualifications for directors of the Company.

D. Board Composition, Size and Proportion. On an annual basis, review and recommend to the Board any changes to the criteria set forth in the Corporate Governance Policy regarding composition and size of the Board.

E. Tenure of Directors. On an annual basis, recommend to the Board changes to the criteria set forth in the Corporate Governance Policy regarding the tenure of directors.

F. Evaluations. On an annual basis, approve the form of Board and Board committee (including the Committee) performance evaluations, review the results and report to the Board. The Committee will also receive reports regarding remedial measures to be taken for any deficient performance evaluations and monitor implementation of such remedial measures.

G. Resignation of Directors. On an annual basis, recommend to the Board changes to the criteria set forth in the Corporate Governance Policy regarding the resignation of a director.

H. Corporate Governance Policy. Review on an annual basis and recommend to the Board any changes to the Corporate Governance Policy.

I. Board Committee Charters. Review on an annual basis and recommend to the Board any changes to Board committee charters.

J. Continuing Education. Review from time to time various seminars and conferences of interest to the Board and actively promote the continuing education of directors.

K. Orientation. Review the orientation process for any new directors.

L. Attendance. On an annual basis, review attendance of the directors at Board and committee meetings.

M. Stock Ownership. On an annual basis, review compliance with stock ownership guidelines by directors and executives of the Company, if any.

N. Corporate Governance Ratings. On an annual basis, review relevant corporate governance ratings for the Company.

O. Certificate of Incorporation and Bylaws. Review on an annual basis the adequacy and suitability of the Company's Certificate of Incorporation and Bylaws and recommend to the Board any proposed amendments.

P. Independence Issues. Consider questions of independence, possible conflicts of interest of the directors and compensation committee interlocks, if such questions arise.

V. Legal Responsibilities

A. Authority. The members of the Committee shall act within the scope of their authority and in accordance with all applicable laws.

B. Good Faith and Loyalty. The members of the Committee shall exercise their authority in good faith and with utmost loyalty to the Company and the Company's shareholders.

C. Informed Decisions. The members of the Committee shall exercise their authority with rational, independent and informed business judgment.

VI. General Provisions

A. Restrictions.In the performance of its responsibilities, the Committee shall be subject to the Certificate of Incorporation and By-Laws of the Company, as amended from time to time, together with all other relevant provisions of the Delaware General Corporation Law, as amended.

B. Reports.The Chairman of the Committee shall (i) see that appropriate records of all meetings of the Committee are kept, and (ii) report actions of the Committee to the Board.

C. Changes.This Charter shall not be amended or modified without the approval of the Board. This Charter shall be reviewed at least annually by the Committee to assess the Committee's performance of its responsibilities hereunder and to determine if changes should be made to this Charter.

D. Summary.This Charter is intended only to be a summary of the duties and responsibilities of the Committee and should not be relied upon as a complete governing instrument of the Committee.