


**Hertz Global Holdings, Inc.**

HTZ NYSE

Rails / Roads - Passengers

Market Capitalization USD:

\$3,706.80 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Mark P. Frissora**Age: 56****CEO Since: 2006**

	2009	2010	2011
Base Salary	\$975,769	\$1,131,250	\$1,187,500
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$2,200,000	\$2,657,968	\$3,834,848
Benefits and Perquisites	\$256,985	\$402,159	\$496,730
TOTAL ANNUAL COMPENSATION	\$3,432,754	\$4,191,377	\$5,519,078
Increase in Post-Retirement Benefits	\$198,200	\$979,200	\$1,082,200
Stock Option Awards	\$0	\$2,938,491	\$2,955,619
Stock Awards	\$5,586,936	\$2,972,420	\$4,945,727
TOTAL COMPENSATION	\$9,217,890	\$11,081,488	\$14,502,624
Median of Other Named Executive Officers Total Compensation	\$4,243,264	\$2,869,529	\$2,963,665
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$1,077,688	\$5,344,396	\$7,747,429
TOTAL REALIZED EQUITY COMPENSATION	\$1,077,688	\$5,344,396	\$7,747,429

Proxy Date: 5 Apr 2012

Annual Meeting Date: 24 May 2012

Equity Reserves: 9.18%

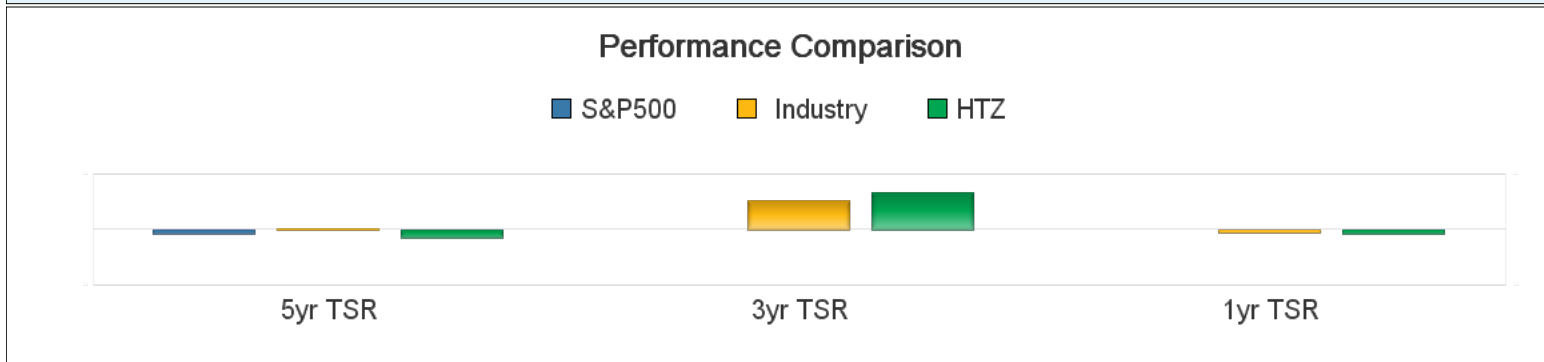
Stock Option Run Rate: 0.51%

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Peer Comparisons (TRBC) = Industrials

Ticker	Company Name	Total Summary CEO Compensation			Market Cap
		2009	2010	2011	
HTZ	Hertz Global Holdings, Inc.	\$9,217,890	\$11,081,488	\$14,502,624	\$3,706,800,533
NAV	Navistar International Corporation	\$8,181,126	\$10,382,469	\$15,167,755	\$2,330,990,541
NDSN	Nordson Corporation	\$7,565,640	\$4,140,168	\$4,515,269	\$2,711,085,451
NOC	Northrop Grumman Corporation	\$17,937,340	\$22,849,412	\$26,242,444	\$14,506,217,204
OC	Owens Corning	\$7,631,594	\$9,729,956	\$9,278,252	\$2,675,948,850
PCAR	PACCAR Inc.	\$4,198,201	\$7,732,673	\$12,579,410	\$12,361,758,289
IRM	Iron Mountain Incorporated	\$1,676,456	\$1,420,217		\$6,350,440,960

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Air Products and Chemicals Inc., Automatic Data Processing Inc., Avery Denison Corp., Ball Corp., BJ's Wholesale Club, Inc., Cablevision Systems Corp., Campbell Soup Co., Carnival Corp., CBS Corp., CH Robinson Worldwide Inc., ConAgra Foods Inc., CSX Corp., Darden Restaurants Inc., Dean Foods Co., Eastman Kodak Co., Eaton Corp., eBay Inc., Ecolab Inc., Fortune Brands Inc., Goodrich Corp., Great Atlantic & Pacific Tea Co. Inc. (The), Heinz (HJ) Co., Hormel Foods Corp., Huntsman Corp., ITT Corp., Jacobs Engineering Group Inc., KBR Inc., Kellogg Co., Lear Corp., Marriott International Inc., Masco Corp., McGraw-Hill Companies (The), MeadWestvaco Corp., Monsanto Co., Mosaic Company (The), Navistar International Corp., Newmont Mining Corp., Norfolk Southern Corp., Office Depot Inc., Oshkosh Corp, Owens-Illinois Inc., Parker-Hannifin Corp., PPG Industries Inc., Praxair Inc., R.R. Donnelley & Sons Co., SAIC Inc., Sherwin-Williams Co. (The), Southwest Airlines Co., Starbucks Corp., Textron Inc.,

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Barrv H. Beracha	Chairman	70	Male	6	Outside
Carl T. Berquist	Member	61	Male	6	Outside
Linda Favne Levinson	Member	70	Female	0	Outside

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