



**CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
(Updated April 2015)**

I. Purpose of Corporate Governance Committee

The purpose of the Corporate Governance Committee is to carry out the responsibilities delegated by the Board of Directors (the “Board”) of Avis Budget Group, Inc. (the “Corporation”) relating to (a) the Corporation’s director nominations process and procedures, developing and maintaining the Corporation’s corporate governance policies, and any related matters required by the federal securities laws; (b) the oversight of diversity metrics and benchmarks of the Corporation; and (c) the oversight of compensation and evaluation of the Board.

II. Organization of Corporate Governance Committee

The Corporate Governance Committee shall consist of three or more directors, each of whom shall be “independent” in accordance with the applicable rules of the NASDAQ Stock Market (“NASDAQ”).

The members of the Corporate Governance Committee shall be elected annually to one-year terms by a majority vote of the Board.

Vacancies on the Corporate Governance Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. The members of the Corporate Governance Committee may be removed by a majority vote of the independent directors then in office.

The Corporate Governance Committee may form and delegate authority to subcommittees as appropriate and in accordance with applicable law, regulation or NASDAQ listing requirement.

III. Authority and Responsibilities of Corporate Governance Committee

To fulfill its responsibilities, the Corporate Governance Committee shall:

A. Board Candidates and Nominees

1. Identify individuals qualified to become members of the Board, which shall be consistent with the Board's criteria for selecting new directors. Such criteria include consideration of such individual’s background, diversity, attributes, age, skills and experience so as to enhance the Board's ability to manage and direct the affairs and business of the Corporation, including, when applicable, to enhance

- the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NASDAQ listing requirement.
2. Conduct a review in respect of such individuals it wishes to recommend to the Board as director nominees and recommend that the Board select the director nominees for the next annual meeting of shareholders.
 3. Review the suitability for continued service as a director of each Board member when his or her term expires or when he or she has a significant change in status, including but not limited to an employment change, and recommend whether or not the director should be re-nominated to the Board or continue as a director.
 4. Recommend to the Board whether to accept or reject a director resignation, or whether other action should be taken, where an incumbent director fails to receive a majority vote at an annual meeting of stockholders, as specified by and in accordance with the Corporation's By-Laws and Corporate Governance Guidelines.

B. Board and Committee Composition and Procedures

1. Review at least annually with the Board the size and composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of background, diversity, age, skills and experience required for the Board as a whole and contains at least the minimum number of independent directors required by NASDAQ and satisfies any other legal or regulatory requirements.
2. Make recommendations to the Board with respect to size and composition of committees of the Board, including the Corporate Governance Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Corporate Governance Committee.
3. Make recommendations on the frequency and structure of Board meetings.
4. Monitor and evaluate the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees and committee assignments.
5. Make recommendations concerning any other aspect of the procedures of the Board that the Corporate Governance Committee considers warranted, including, but not limited to, procedures with respect to the waiver by the Board of any company rule, guideline, procedure or corporate governance principle.
6. Maintain an orientation program for new directors and continuing education programs for directors.

C. Evaluation

1. Oversee the evaluation of the Board as a whole, including the overall effectiveness of the organization of the Board.
2. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
3. Review and evaluate the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Corporate Governance Committee.
4. Review its own performance annually.

D. Corporate Governance

1. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Corporation. Review and evaluate the adequacy of such guidelines at least annually and recommend to the Board any changes deemed appropriate by the Corporate Governance Committee.
2. Perform any other activities consistent with this Charter, the Corporation's By-Laws and governing law, as the Corporate Governance Committee or as the Board deems appropriate.

E. Director Compensation

1. Review and approve annual retainer and meeting fees for the Board of Directors and committees of the Board and fix the terms and awards of stock compensation for members of the Board. The Corporate Governance Committee's review will include an examination of both direct and indirect forms of compensation to the Company's directors, including charitable contributions to organizations in which a director is affiliated, and consulting or similar arrangements.

IV. Meetings of Corporate Governance Committee

The Corporate Governance Committee shall meet regularly prior to, or following, meetings of the Board.

The Corporate Governance Committee shall report regularly to the Board, at a minimum, after each meeting of the Corporate Governance Committee, and shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Corporation.

The Board shall designate a member of the Corporate Governance Committee as the chair who will preside at each meeting of the Corporate Governance Committee and, in

consultation with the other members of the Corporate Governance Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. A majority of the members of the Corporate Governance Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. In addition, at the first meeting of the Corporate Governance Committee and at each first meeting held in each successive year, the chair, in consultation with the other members of the Corporate Governance Committee, shall propose a list of items to be addressed by the Corporate Governance Committee during the coming year.

The Corporate Governance Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Corporate Governance Committee, attend any meeting of the Corporate Governance Committee to provide such pertinent information as the Corporate Governance Committee requests.

The chair shall ensure that the agenda for each upcoming meeting of the Corporate Governance Committee is circulated to each member of the Corporate Governance Committee in advance of the meeting. The chair, subject to the approval of a majority of the members of the Corporate Governance Committee, shall have the authority to change the agenda to respond to any matters that warrant attention.

V. Resources of Corporate Governance Committee

The Corporate Governance Committee may retain and terminate, as it deems necessary or appropriate, any search firm or other professionals and any legal or other advisors (each, an “Advisor”) to advise the Corporate Governance Committee and assist in fulfilling its duties and responsibilities. The Corporate Governance Committee has the sole authority to retain or terminate any such Advisor and to approve the fees to be paid to such Advisor and all other retention terms.