AVIS BUDGET GROUP, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS (Updated April 2013)

I. Purpose of the Compensation Committee

The Board of Directors (the " Board") of Avis Budget Group, Inc. (the "Company") has constituted and established a Compensation Committee (the "Compensation Committee") with authority, responsibility, and specific duties as described in this Compensation Committee Charter (this "Charter") relating to the review and determination of executive compensation.

II. Composition of the Compensation Committee

The Compensation Committee shall consist of not less than three members. Each member of the Compensation Committee shall be appointed by the Board upon the recommendation of the Nominating/Corporate Governance Committee and shall satisfy the independence requirements for members of the Compensation Committee of the Company under the rules of the NASDAQ Stock Market ("NASDAQ").

Members of the Compensation Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws. The Compensation Committee may form and delegate authority to subcommittees (which may consist of one or more members of the Compensation Committee) as appropriate and in accordance with applicable law, regulation or NASDAQ listing requirement.

Vacancies on the Compensation 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 Compensation Committee may be removed by a majority vote of the Board.

III. Authority and Responsibilities of the Compensation Committee

The Compensation Committee shall have the following authority and responsibility:

- Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer consistent with the Company's compensation strategy and objectives, evaluate the Chief Executive Officer's performance in light of these goals and objectives, determine and approve, either as a Compensation Committee or together with the other independent directors, the Chief Executive Officer's compensation level based on this evaluation. The Chief

Executive may not be present during voting or deliberations on his or her compensation.

- Review and approve the individual elements of total compensation for executive officers of the Company other than the Chief Executive Officer, including corporate goals and objectives relevant to such compensation consistent with the Company's compensation strategy and objectives.

- Produce a compensation committee report on executive officer compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC. Review and discuss with management the Company's Compensation Discussion and Analysis and other disclosures required by Item 402 of Regulation S-K.

- Review and approve the Company's incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans.

- Review and approve all grants of stock options and other equity awards.

- Assess the results of the Company's most recent advisory vote on executive compensation.

- Evaluate whether compensation arrangements for executive officers incentivize unnecessary risk-taking.

In addition, the Compensation Committee shall have such other duties and responsibilities (i) as may be assigned to the Compensation Committee, from time to time, by the Board and/or the Chairman of the Board, (ii) as set forth in the By-Laws of the Company, or (iii) as designated in the plan documents of any Company plan.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Compensation Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

IV. Meetings of the Compensation Committee

The Compensation Committee will meet as often as necessary to carry out its responsibilities. Reports of meetings of the Compensation Committee shall be made to the Board at its next regularly scheduled meeting following the Compensation Committee meeting accompanied by any recommendations to the Board approved by the Compensation Committee.

The Board shall designate a member of the Compensation Committee as the chair whom will preside at each meeting of the Compensation Committee and, in consultation with the other members of the Compensation 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 Compensation 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 regularly scheduled meeting of the Compensation Committee and no later than the second meeting held in each year, the chair, in consultation with the other members of the Compensation Committee, shall propose a list of items to be addressed by the Compensation Committee during the coming year.

The chair shall ensure that the agenda for each upcoming meeting of the Compensation Committee is circulated to each member of the Compensation Committee in advance of the meeting, and that the list of items to be addressed by the Compensation Committee during the coming year is circulated to each member of the Compensation Committee in a timely manner. The chair, subject to the approval of a majority of the members of the Compensation Committee, shall have the authority to change the agenda to respond to any matters that warrant attention.

V. Evaluation of the Compensation Committee

The Committee will annually evaluate its performance and report to the Board on that evaluation. The Committee will also annually review this Charter and recommend to the Board any amendments the Committee deems necessary or appropriate.

VI. Investigations and Studies; Outside Advisers

The Compensation Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall set the compensation, and oversee the work, of the compensation consultant. The Compensation Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Compensation Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Compensation Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Compensation Committee must take into consideration the conflict of interest factors specified in Rule 10C-1(b)(4) of the Securities and Exchange Act of 1934, as amended. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to 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 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 advisor, and about which the consultant or advisor does not provide advice.

The Compensation Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Compensation Committee may conduct or authorize investigations into or studies of matters within the Compensation Committee’s scope of responsibilities, and may retain, at the Company’s expense, such independent counsel or other advisers as it deems appropriate, including sole authority to approve the fees and other retention terms for such persons.