

**CUSHMAN & WAKEFIELD PLC
NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE CHARTER**

August 2018

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors of Cushman & Wakefield plc (together with its direct and indirect subsidiaries, the “Company”).

The purpose of the Committee is (i) to identify individuals qualified to become members of the Board; (ii) to recommend director nominees for each annual meeting of shareholders of the Company; (iii) to recommend nominees for election to fill any vacancies on the Board; (iv) to recommend directors for membership on committees of the Board; (v) to develop and recommend to the Board corporate governance guidelines applicable to the Company; and (vi) to address any related matters, including any related matters required by the federal securities laws or rules of any applicable exchanges, in each case, taking into account the requirements of the Shareholders Agreement, dated August 6, 2018, by and among the Company and the shareholders party thereto (as such agreement has been or may be amended from time to time, the “Shareholders Agreement”) and the Company’s Articles of Association (as such articles have been or may be amended from time to time, the “Articles”, and together with the Shareholders Agreement, the “Governance Agreements”). The Committee shall also lead the annual review of the performance of the Board and each of its standing committees, and shall oversee the Company’s annual evaluation of the performance of management.

Membership

The Committee members shall be appointed by the Board and shall meet the independence requirements of applicable law, the requirements for nominating and governance committee members as set forth in the listing rules of the New York Stock Exchange (“NYSE”) and applicable policies of the Board, provided that, for so long as the Company qualifies as and avails itself of the “controlled company” exemption pursuant to the listing rules, one or more members of the Committee may not meet some or all of the independence standards as permitted by that exemption. The Committee shall consist of at least three members and the Board shall designate a Committee chairperson.

Members of the Committee shall be appointed by the Board annually. Existing members may be removed and new members may be appointed at any time in the Board’s discretion by an affirmative majority vote, provided that the composition of the Committee shall always follow the principles set forth in the preceding paragraph.

Meetings

The Committee shall establish a schedule of meetings each year. Additional meetings may be scheduled as required. The chairperson of the Committee shall be responsible for establishing an agenda for meetings of the Committee. Prior to each meeting, the applicable agenda and materials relating to the subject matter of the meeting shall be sent to the Committee members. Minutes documenting the Committee’s discharge of its responsibilities shall be prepared and approved for each meeting of the Committee. Meetings of the Committee may be held in person or telephonically. The chief executive officer of the Company, other members of management of the Company and any directors not on the

Committee shall be invited to meetings of the Committee as deemed necessary. The general counsel of the Group Companies or his or her designee shall act as secretary to the Committee.

A majority of the members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by the affirmative vote of a simple majority of its members present at a meeting duly called and held (or where only two members are present and constitute a quorum, by unanimous vote). Each Committee member shall be entitled to one vote on any matter presented to the Committee. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee (including by means of electronic transmission) shall be as fully effective as if such decision or determination had been made at a meeting duly called and held.

For so long as each of TPG, PAG and OTPP (each, as defined in the Shareholders Agreement) have the right to designate at least one (1) director for nomination to the Board under the Shareholders Agreement, each of TPG, PAG and OTPP is entitled, in accordance with the Shareholders Agreement, to appoint an observer to the Committee if such Sponsor (as defined in the Shareholders Agreement) (i) has not appointed a representative to the Committee or (ii) is prohibited by applicable laws or NYSE rules from having a representative appointed to the Committee.

Responsibilities

The Committee has the following responsibilities delegated to it by the Board:

1. Director Selection Criteria. The Committee shall develop and recommend to the Board criteria to be considered in selecting director nominees for the Board, which shall reflect, at a minimum, any requirements of applicable law or listing rules, and the terms of the Governance Agreements, as well as a candidate's integrity, strength of character, judgment, business experience, specific areas of expertise, ability to devote sufficient time to attendance at and preparation for Board meetings, factors relating to the composition of the Board (including its size and structure) and principles of diversity.
2. Director Recruitment. The Committee shall identify (in consultation with the Chairman of the Board and the Chief Executive Officer) and screen potential nominees to fill positions on the Board. The Committee shall consider potential director candidates recommended by shareholders of the Company in accordance with the procedures set forth in the Company's Corporate Governance Guidelines, the Governance Agreements and applicable law. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Board. The Committee shall also oversee the nomination of director candidates by shareholders in accordance with the Governance Agreements and applicable law.
3. Consideration of Incumbent Directors for Further Term. In connection with its annual recommendation of director nominees, the Committee shall assess the contributions of incumbent directors eligible for nomination for a further term, including in light of the criteria for director nominees adopted by the Board, the requirements of the Governance Agreements and other perceived needs of the Board.
4. Recommendation to Board. The Committee shall recommend to the Board all nominees to be proposed by the Company for election to the Board, as well as actions with respect to individuals proposed for nomination by any other parties. The Committee shall also recommend to the Board

whether to accept any resignation tendered by a director, as required by the Company's Corporate Governance Guidelines.

5. Governance Guidelines. The Committee shall recommend to the Board corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board and its Committees, including its oversight of management and consultations with management. The corporate governance guidelines shall be reviewed from time to time, not less than every three years by the Committee, and the Committee shall make recommendations to the Board with respect to changes to the guidelines.
6. Charter. The Committee shall obtain the Board's approval of this Charter, reassess this Charter from time to time (not less than every three years), provide recommendations to the Board regarding amendments the Committee deems necessary or appropriate and obtain the Board's approval of any revised Charter.
7. Advice as to Committee Membership and Operations. The Committee shall advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board, taking into account the requirements of the Governance Agreements. The Committee shall also make recommendations to the Board regarding which directors should serve on the various committees, and which directors should be appointed as chairpersons of such committees.
8. Evaluation of Board. The Committee shall recommend to the Board procedures for annual evaluations of the performance of the Board and its standing committees, and shall lead the process implemented for conducting such evaluations. The Committee chairperson shall report the Committee's conclusions to the Board and may make recommendations to the Chairman of the Board regarding changes that the Committee deems appropriate for consideration by the Board.
9. Review of Shareholder Proposals. The Committee shall review and make recommendations to the Board with respect to any proposal properly presented by a shareholder for inclusion in the Company's annual proxy statement.
10. Committee Performance Evaluation. The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. The Committee chairperson shall report the Committee's conclusions to the Board and may make recommendations for improvement to the Board.
11. Funding. The Committee shall have the authority to determine the appropriate funding (which shall be supplied by the Company at the request of the Committee) for the payment of compensation to any Consultants engaged by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
12. Consultants and Advisers; Resources. The Committee may retain, in its sole discretion, consultants, legal counsel or other advisers, and be responsible for the appointment, termination, compensation and oversight of the work of any such adviser. The Company must provide for funding, as determined by the Committee, for the payment of fees to any such adviser. In retaining an adviser, the Committee must evaluate the adviser's independence and any potential conflict of interest taking into account such factors as it considers appropriate or as may be

required by the listing rules of NYSE or applicable law. At least annually, the Committee shall review the independence, conflicts of interest and performance of each adviser. The Committee shall have the resources provided by the Company and authority appropriate to discharge its duties and responsibilities, including full access to all books, records, facilities and personnel of the Company.

13. Delegation. When appropriate and as permitted under applicable law and listing standards and any policy of the Board, the Committee may delegate any of its responsibilities to (i) a subcommittee consisting of two or more members of the Committee or the Board of Directors or (ii) one or more members of management, acting separately or together as a management committee. Any responsibilities so delegated shall include a requirement to periodically report back to the Committee on their execution.
14. Other Duties. The Committee shall perform any such additional duties or responsibilities as the Board may delegate.