

CUSHMAN & WAKEFIELD PLC COMPENSATION COMMITTEE CHARTER

August 2018

Purpose

The Compensation 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 to assist the Company’s Board of Directors (the “Board”) in meeting its overall responsibilities, primarily relating to the compensation and benefits and related matters applicable to the Company’s Chief Executive Officer (“CEO”), the Company’s executive officers (together with the CEO, the “Executive Leadership Team” or “ELT”) and the Company’s non-employee members of the Board.

Membership

The Committee members shall be appointed by the Board and shall meet the independence requirements of applicable law, the requirements for compensation 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 Company 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, dated August 6, 2018, by and among the Company and the shareholders party thereto (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. CEO Compensation. The Committee shall annually review and approve the annual and long-term performance goals and objectives applicable to the CEO's compensation and shall assess the CEO's performance and achievement with respect to such goals and objectives. The Committee shall make recommendations to the Board with respect to approval of the CEO's compensation on the basis of such assessment and shall consider such factors as it deems appropriate, including Company performance, shareholder return, risk management, chief executive officer compensation levels at comparable companies and the prior compensation awarded to the CEO. The CEO shall not be present during any such deliberations or for any vote of the Committee relating to CEO compensation.
2. Other ELT and Non-Employee Director Compensation. The Committee shall annually review and approve the compensation of the members of the ELT other than the CEO and shall from time to time, as the Committee in its sole discretion deems necessary and appropriate, review and approve the compensation of the non-employee members of the Board. In determining the compensation of the ELT other than the CEO, the Committee shall consider the recommendations of the CEO and such other factors as it deems appropriate, including Company performance, shareholder return, risk management, the compensation levels of similar executives at comparable companies and the prior compensation awarded to the ELT member. The Committee shall review and approve the annual and long-term performance goals and objectives of the ELT.
3. Peer Companies. The Committee shall annually review and approve the group of companies used by the Company for peer comparisons of pay and/or performance.
4. Individual Arrangements. The Committee shall review and approve any employment agreement, severance arrangements, post-termination, change-in-control provisions, employment terms, and/or offer letter related to the CEO and the ELT.
5. Equity and Cash Incentive Plans. The Committee shall establish, amend, review and administer the Company's equity and other incentive plans, and review and approve grants made to the ELT and the non-employee directors thereunder. The Committee shall recommend adoption of the Company's equity plans to the Board. In the event that any member of the Committee does not qualify as a "non-employee director" for purposes of Section 16 ("Section 16") of the Securities Exchange Act of 1934, as amended, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board or a sub-committee made up of members of the Committee who qualify as non-employee directors.
6. Director Remuneration Report and Director Remuneration Policy. The Committee shall, on an annual basis, prepare the director remuneration report that shall be presented by the Board to members for approval, which shall be prepared in accordance with the relevant requirements of the Companies Act 2006. In addition, the Committee shall, at least every three years (or earlier, if so directed by the Board), prepare the director remuneration policy that shall be presented by the Board to members for approval, which shall also be prepared in accordance with the relevant requirements of the Companies Act 2006.
7. Other Benefit Plans and Remuneration Programs. The Committee shall establish, amend and review the Company's benefit plans, including its retirement plans, deferred compensation plans and welfare benefit plans. Establish, amend, review and administer the Company's other remuneration programs applicable to its ELT, including the Company's global mobility and relocation programs.

8. Oversight of Committees Administering Other Benefit Plans. The Committee may, at its discretion, choose to oversee the activities of any sub-committee(s) administering the Company's benefit plans.
9. Compensation Policies. The Committee shall review and approve policies and guidelines related to the compensation of the ELT and the non-employee directors, including any stock ownership requirements, and periodically monitor compliance.
10. Proxy Proposals. The Committee shall review and make recommendations with respect to management and shareholder proposals relating to compensation matters within its purview, as requested by the Nominating and Corporate Governance Committee.
11. Compensation Disclosure and Annual Committee Report. The Committee shall review the Compensation Discussion and Analysis section proposed for inclusion in the Company's annual proxy statement, and based on such review, recommend to the Board whether or not such section should be so included. Annually, the Committee shall also prepare a report for inclusion in the Company's annual proxy statement.
12. Risk Oversight. The Committee shall review the Company's incentive compensation arrangements and assess whether they encourage excessive risk taking. Review and discuss annually the relationship between risk management practices and policies and compensation, and consider controls or changes that could mitigate risk.
13. Succession. The Committee shall, with the assistance of the CEO, identify, evaluate, and recommend to the Board potential successors to the CEO and Executive Leadership Team. The Committee shall report annually to the Board regarding CEO and Executive Leadership Team succession.
14. 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.
15. 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.
16. Consultants and Advisers; Resources. The Committee may retain, in its sole discretion, the advice of a compensation consultant, 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.
17. 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.
18. 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.

19. Other Duties. The Committee shall perform any such additional duties or responsibilities as the Board may delegate.