

## **CUSHMAN & WAKEFIELD LTD.**

### **COMPENSATION COMMITTEE CHARTER**

**November 2025**

#### **Purpose**

The Compensation Committee (the “Committee”) is a standing committee of the Board of Directors of Cushman & Wakefield Ltd. (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 Section 16 officers (as that term is defined under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) and the Company’s directors (such directors and officers collectively, the “Section 16 Persons”).

#### **Membership**

The Committee members shall be appointed by the Board and shall meet the independence requirements of applicable law, and 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. 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 virtually. The chief executive officer of the Company (the “CEO”), 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 Chief Legal Officer of the Company or his or her designee shall act as secretary to the Committee. The Committee shall meet as needed in executive session without members of management.

A quorum shall consist of fifty percent (50%) or more of the members of the Committee. 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 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.

#### **Responsibilities**

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

1. CEO Compensation. The Committee shall annually review and recommend to the Board the performance goals and objectives applicable to the CEO’s compensation. Further, on an annual basis the Committee shall assess the CEO’s performance and achievement with respect to such goals and

objectives. On the basis of such assessment, the Committee shall make recommendations to the Board with respect to its approval of the CEO's compensation and in doing so shall consider such additional factors as it deems appropriate, including Company performance, shareholder return, risk management, chief executive officer compensation levels at peer companies and the prior compensation awarded to the CEO. The Committee may also consider the results of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote"). The CEO shall not be present during any such deliberations or for any vote of the Committee relating to CEO compensation.

2. Other Section 16 Officer's Compensation. The Committee shall annually review and approve (or, if newly hired or promoted, then upon the offering of the role) the compensation of the Company's Section 16 officers other than the CEO. In determining the compensation of the Section 16 officers, other than the CEO, the Committee shall consider the recommendations of the CEO and such other factors as it deems appropriate, including performance against established goals, objectives, and values, Company performance, shareholder return, risk management, the compensation levels of similar executives at peer companies and the prior compensation awarded to the officer. The Committee may also consider the results of the most recent Say on Pay Vote.
3. Non-Employee Director Compensation. From time to time, as the Committee in its sole discretion deems necessary and appropriate, the Committee shall review and approve the compensation of the non-employee members of the Board.
4. Peer Companies/Philosophy. The Committee shall annually review and approve the group of companies used by the Company for peer comparisons of pay and/or performance. In addition, in advance of its disclosure in the annual proxy statement, the Committee shall set, and periodically review, the Company's executive compensation philosophy and ensure continued appropriateness.
5. Individual Arrangements. The Committee shall review and approve any employment-related compensation agreements or arrangements with respect to any Section 16 officer including but not limited to employment offers and terms, annual cash incentive payments and the terms thereof, mobility, relocation, severance, post-termination terms or conditions, change-in-control provisions, perquisites, etc.
6. Cash Incentive Plans. The Committee shall establish, amend, and oversee any cash incentive plan to the extent it impacts the compensation paid to Section 16 officers.
7. Equity Incentive Plans. The Committee shall establish, amend, regularly review and administer the Company's equity incentive plans, and it shall review and approve grants made to the Section 16 Persons thereunder, including any performance criteria applicable thereto. Subject to the limitations set forth herein and in accordance with the 2018 Omnibus Management Share and Cash Incentive Plan (as the same may be amended from time to time), the Committee may delegate to the CEO the ability to approve grants to employees who are not Section 16 Persons.

As needed, the Committee shall review and certify the degree of achievement of applicable performance criteria. In the event that any member of the Committee does not qualify as a "non-employee director" for purposes of Section 16 of the Exchange Act, then all compensation that is intended to be exempt thereunder shall also be approved by the Board or a sub-committee made up of members of the Committee who qualify as non-employee directors.

8. Compensation Policies. The Committee shall regularly review and approve policies and guidelines related to the compensation of Section 16 Persons, including any stock ownership requirements, clawback policy, equity granting policy, executive severance and change-in-control policies, perquisites policy, etc. The Committee shall monitor compliance with such policies and enforce them when needed.
9. Annual Proxy Disclosures. Prior to filing, the Committee shall review and discuss with management the Company's disclosures under the "Compensation Discussion and Analysis" section of the proxy statement and based on such review and discussion, recommend to the Board that it be included in

the proxy statement. In addition, the Committee shall review and approve the Committee's report, required by the rules of the Securities and Exchange Commission, to be included in the proxy statement.

10. Proxy Proposals. The Committee shall oversee the Company's response to proposals submitted by shareholders addressing matters under the Committee's purview. The Committee shall consider and recommend to the Board the frequency of the Say on Pay Vote.
11. Risk Oversight. On an annual basis the Committee shall review the Company's incentive compensation arrangements and assess whether they encourage excessive risk taking. The Committee shall review and discuss the relationship between risk management practices and policies, and compensation, and consider controls or changes that could mitigate risk.
12. Charter. The Committee shall obtain the Board's approval of this Charter, and thereafter on an annual basis review the Charter and provide recommendations to the Board for its approval regarding amendments the Committee deems necessary or appropriate.
13. Committee Performance Evaluation. On an annual basis, the Committee shall evaluate its performance in accordance with the process prescribed by the Company's Nominating and Corporate Governance Committee. The Committee chairperson shall report the Committee's conclusions to the Board and may make recommendations for improvement to the Board.
14. 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.
15. 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.
16. 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 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.
17. Other Duties. The Committee shall perform any such additional duties or responsibilities as the Board may delegate.

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