

The Companies Act 1989
Company Limited by Shares

SPECIAL RESOLUTION
of
DTZ HOLDINGS PLC
(passed on 6 September 2007)

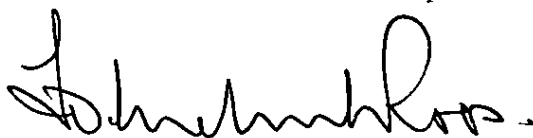
At an Annual General Meeting of the Company held at One Curzon Street, London W1A 5PZ on 6 September 2007 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company

SPECIAL RESOLUTION

That the directors be and they are hereby generally empowered in pursuance of Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) of the Company for cash pursuant to the authority conferred by Resolution 6 as if Section 89(1) of the Act did not apply to such allotment provided that this power conferred by the Resolution

- a) shall expire (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this Resolution or at the conclusion of the next AGM of the Company following the passing of this Resolution, whichever first occurs, but the directors may make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement, and
- b) shall be limited to
 - i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with such offering as they deem necessary or expedient,
 - a) to deal with equity securities representing fractional entitlements, and
 - b) to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or any other matter whatsoever, and
 - ii) other allotments of equity securities for cash up to an aggregate nominal amount of £143,240

The power conferred on the directors by this Resolution 7 shall also apply to a sale of treasury shares, which is an allotment of equity securities by virtue of section 94(3A) of the Act but with the omission of the words "pursuant to the authority conferred by Resolution 6"



Chairman



A42

07/09/2007

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COMPANIES HOUSE