

**The Companies Act 1985, 1989 and 2006
Public Company Limited by Shares**

**Ordinary Resolution
of
DTZ Holdings plc
(passed on 16 September 2011)**

At an Annual General Meeting of the Company held at 125 Old Broad Street, London, EC2N 2BQ on 16 September 2011 the following Resolution was duly passed as an ORDINARY RESOLUTION of the Company

ORDINARY RESOLUTION

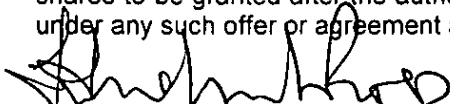
That

in substitution for all existing authorities the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to

- (i) allot shares (as defined in section 540 of the 2006 Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £4,458,697 86, and
- (ii) allot equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £8,917,395 73 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (i) of this Resolution (5)) in connection with an offer by way of a rights issue
 - (A) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
 - (B) to holders of other equity securities (as defined in section 560(1) of the 2006 Act) as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of the Company's next annual general meeting after this Resolution is passed (or, if earlier, until the close of business on 31 October 2012) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted, or rights to subscribe for, or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired


Chairman

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17/09/2011

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