

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

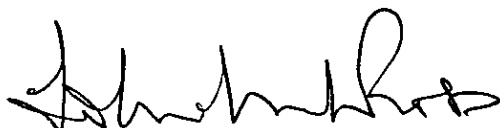
**Special Resolution  
of  
DTZ Holdings plc  
(passed on 16 September 2011)**

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 a SPECIAL RESOLUTION of the Company

**SPECIAL RESOLUTION**

That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of shares of 5 pence each in the capital of the Company ("shares"), provided that

- a) the maximum aggregate number of shares authorised to be purchased is 13,511,205 (representing 5% of the issued share capital),
- b) the minimum price which may be paid for a share is 5 pence,
- c) the maximum price which may be paid for a share is an amount equal to 105% of the average of the middle-market quotations for a share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased,
- d) this authority expires (unless previously renewed, varied or revoked by the Company in a general meeting) on 31 October 2012 or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever first occurs, and
- e) the Company may make a contract or contracts to purchase shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of shares in pursuance of any such contract or contracts



Chairman

SATURDAY



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17/09/2011

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COMPANIES HOUSE