UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2021

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to .

Commission File Number 001-38611

Cushman & Wakefield plc

(Exact name of registrant as specified in its charter)

England and Wales		**98-1193584**
(State or other jurisdiction of incorporation or organization)		**(I.R.S. Employer Identification Number)**
125 Old Broad Street		
London	**United Kingdom**	**EC2N 1AR**
(Address of principal executive offices)	**(Country)**	**(Zip Code)**

+ 44 20 3296 3000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Ordinary Share, $0.10 par value	**CWK**	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: N.A.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐ .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report Yes ☒ No ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the registrant's ordinary shares at June 30, 2021 (based upon the closing sale price of the common stock on the New York Stock Exchange on June 30, 2021) held by those persons deemed by the registrant to be non-affiliates was approximately $2.4 billion. Ordinary shares held by each executive officer and director of the registrant and by each entity or person that, to the registrant's knowledge, owned 10% or more of the registrant's outstanding common stock as of June 30, 2021 or had a contractual right to nominate a director have been excluded from this number in that these persons may be deemed affiliates of the registrant. This determination of possible affiliate status is not necessarily a conclusive determination for other purposes.

As of February 23, 2022, the number of ordinary shares outstanding was 224,547,712.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the registrant's 2022 Annual General Meeting of Shareholders are incorporated by reference in Part III of this Annual Report on Form 10-K. The proxy statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

CUSHMAN & WAKEFIELD plc

ANNUAL REPORT ON FORM 10-K

TABLE OF CONTENTS

PART I

Item 1. Business Overview

Cushman & Wakefield plc (together with its subsidiaries, *"Cushman & Wakefield,"* "*the Company*," *"we," "ours" and "us"*) is a leading global commercial real estate services firm with an iconic brand and approximately 50,000 employees led by an experienced executive team. We operate from over 400 offices in approximately 60 countries, managing over 4.8 billion square feet of commercial real estate space on behalf of institutional, corporate and private clients. We serve the world's real estate owners and occupiers, delivering a broad suite of services through our integrated and scalable platform. Our business is focused on meeting the increasing demands of our clients through a comprehensive offering of services including (i) Property, facilities and project management, (ii) Leasing, (iii) Capital markets, and (iv) Valuation and other services. In 2021, 2020 and 2019, we generated revenues of $9.4 billion, $7.8 billion and $8.8 billion, respectively, and service line fee revenue of $6.9 billion, $5.5 billion and $6.4 billion, respectively.

Since 2014, we have built our company organically and through various mergers and acquisitions, giving us the scale and global footprint to effectively serve our clients' multinational businesses. The result is a global real estate services firm with the iconic Cushman & Wakefield brand, steeped in over 100 years of leadership. In 2021, 2020 and 2019, we were named in the top three in our industry's leading brand study, the Lipsey Company's Top 25 Commercial Real Estate Brands.

Our recent history has been a period of rapid growth and transformation for our company. Our experienced management team has been focused on integrating companies, driving operating efficiencies, realizing cost savings, attracting and retaining talent and improving financial performance. In August 2018, Cushman & Wakefield successfully completed an initial public offering (the "IPO"), listing the firm on the New York Stock Exchange (NYSE: CWK).

Today, Cushman & Wakefield is one of the top three real estate services providers as measured by revenue and workforce. We have made significant investments in technology and workflows to support our growth strategy to improve our productivity and drive better outcomes for our clients. We have built a scalable platform that is well positioned to execute our growth strategy focused on: (i) participating in further industry consolidation; (ii) meeting the growing outsourcing and service needs of our target customer base; and (iii) leveraging our strong competitive position to increase our market share. Our proven track record of strong operational and financial performance leaves us well-positioned to capitalize on the attractive and growing commercial real estate services industry.

Our Principal Services and Regions of Operation

We have organized our business, and report our operating results, through three geographic segments: the Americas; Europe, Middle East and Africa ("EMEA"); and Asia Pacific ("APAC") representing 75%, 12% and 13% of our 2021 total revenue and 71%, 14% and 15% of our 2021 service line fee revenue, respectively. Within those segments, we operate the following service lines: Property, facilities and project management; Leasing; Capital markets; and Valuation and other, representing 46%, 27%, 20% and 7% of our 2021 service line fee revenue, respectively.

Our Geographical Segments

Our global presence and integrated platform enables us to provide a broad base of services across geographies. We hold leading positions in all of our key markets. This global footprint, complemented with a full suite of service offerings, positions us as one of a small number of providers able to respond to complex global mandates from large multinational occupiers and owners.

By revenue, our largest country was the United States, representing 72%, 69% and 67% of revenue in the years ended December 31, 2021, 2020 and 2019, respectively, followed by Australia, representing 5%, 6% and 6% of revenue in the years ended December 31, 2021, 2020 and 2019, respectively.

Our Service Lines

Property, Facilities and Project Management. Our largest service line includes property management, facilities management, facilities services and project and development services. Revenues in this service line are recurring in nature, many through multi-year contracts with relatively high switching costs.

For occupiers, we offer integrated facilities management, project and development services, portfolio administration, transaction management and strategic consulting. These services are offered individually, or through our global occupier services offering, which provides a comprehensive range of bundled services resulting in consistent quality of service and cost savings.

For owners, we offer a variety of property management services, which include client accounting, engineering and operations, lease compliance administration, project and development services and sustainability services.

In addition, we offer self-performed facilities services globally to both owners and occupiers, which include janitorial, maintenance, critical environment management, landscaping and office services.

Fees in this service line are generally based on a fixed recurring fee or a variable fee, which may be based on hours incurred, a percentage mark-up on actual costs incurred or a percentage of monthly gross receipts. As such, this service line has a large component of revenue that consists of us contracting with third-party providers (engineers, landscapers, etc.) and then passing these expenses on to our clients.

***Leasing*.** Our second largest service line, Leasing, consists of two primary sub-services: owner representation and tenant representation. In owner representation leasing, we typically contract with a building owner on a multi-year agreement to lease their available space. In tenant representation leasing, we are typically engaged by a tenant to identify and negotiate a lease for them in the form of a renewal, expansion or relocation. We have a higher degree of visibility into Leasing services fees due to contractual renewal dates, leading to renewal, expansion or new lease revenue. In addition, Leasing fees are less cyclical as tenants need to renew or lease space to operate in all economic conditions.

Leasing fees are typically earned after a lease is signed and are calculated as a percentage of the total value of payments over the life of the lease.

***Capital Markets*.** We represent both buyers and sellers in real estate purchase and sales transactions, and arrange financing supporting purchases. Our services include investment sales and equity, debt and structured financing. Fees generated are linked to transactional volume and velocity in the commercial real estate market.

Our Capital markets fees are transactional in nature and generally earned at the close of a transaction as a percentage of the total value of the transaction.

***Valuation and other*.** We provide valuations and advice on real estate debt and equity decisions to clients through the following services: appraisal management; investment management; valuation advisory; portfolio advisory; diligence advisory; dispute analysis and litigation support; financial reporting and property and/or portfolio valuation.

Fees are earned on both a contractual and transactional basis and are generally fixed based on the scope of the engagement.

Coronavirus Pandemic (COVID-19)

The COVID-19 pandemic has left an extraordinary impact on the world and its effects are still being realized across sectors and industries. Our commitment during this unprecedented time remains to our clients and to our 50,000 people who are working tirelessly to continue to deliver exceptional service and maintain operations in buildings we manage. We recognize all our employees for their dedication, but especially those janitors, tradespeople and building managers who continue to ensure buildings are clean, safe and operational during the pandemic.

As a result of Company-wide efforts, such as our COVID-19 executive task force, we have not experienced significant disruptions to date in our operations or ability to service our clients. In addition, the Company has been able to respond quickly to our customers’ changing business demands related to the COVID-19 pandemic. However, the circumstances surrounding COVID-19 at a global level remain fluid, especially given the uncertainty of potential future variants of the virus. We continue to monitor the circumstances in different regions across the globe and we may take future actions that could affect our business operations and performance.

Refer to Item 1A. "Risk Factors" and Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional information.

Industry Overview and Market Trends

We operate in an industry where the increasing complexity of our clients' real estate operations drives demand for high quality services providers. The sector is fragmented among regional, local and boutique providers.

Key drivers of revenue growth for the largest commercial real estate services providers are expected to include:

Occupier Demand for Real Estate Services. Occupiers are focusing on their core competencies and choosing to outsource commercial real estate services. Multiple market trends like globalization and changes in workplace strategy are driving occupiers to seek third-party real estate services providers as an effective means to reduce costs, improve their operating efficiency and maximize productivity. We believe large corporations generally prefer outsourcing to global firms with fully developed platforms that can provide all the commercial real estate services needed. Today, only three firms, including Cushman & Wakefield, are sufficiently positioned to meet those expectations.

Institutional Investors Owning a Greater Proportion of Global Real Estate. Institutional owners, such as real estate investment trusts (known as REITs), pension funds, sovereign wealth funds and other financial entities, are acquiring more real estate assets and financing them in the capital markets.

Increased institutional ownership drives demand for services in three ways:

- *Increased demand for property management services* - Institutional owners self-perform property management services at a lower rate than private owners, outsourcing more to services providers.
- *Increased demand for transaction services* - Institutional owners execute real estate transactions at a higher rate than private owners.
- *Increased demand for advisory services* - Because of a higher transaction rate, there is an opportunity for services providers to grow the number of ongoing advisory engagements.

Owners and Occupiers Continue to Consolidate Their Real Estate Services Providers. Owners and occupiers continued to consolidate their services provider relationships on a regional, national, and global basis to obtain more consistent execution across markets and to benefit from streamlined management oversight of "single point of contact" service delivery.

Global Services Providers Create Value in a Fragmented Industry. The global services providers with larger operating platforms can take advantage of economies of scale. Those few firms with scalable operating platforms are best positioned to drive profitability as consolidation in the highly fragmented commercial real estate services industry is expected to continue.

Increasing Business Complexity Creates Opportunities for Technological Innovation. Organizations have become increasingly complex and are relying more heavily on technology and data to manage their operations. Large global commercial real estate services providers with leading technological capabilities are best positioned to capitalize on this trend by better serving their clients' complex real estate services needs and gaining market share from smaller operators. In addition, integrated technology platforms can lead to margin improvements for the larger global providers with scale.

Our Competitive Strengths

We believe we are well positioned to capitalize on the growth opportunities and globalization trends in the commercial real estate services industry, even in these uncertain economic times brought forth by the COVID-19 pandemic. We attribute our position to the following competitive strengths:

Global Size and Scale. We believe multinational clients prefer to partner with real estate services providers with the scale necessary to meet their needs across multiple geographies and service lines. Often, this scale is a prerequisite to compete for complex global service mandates. We are one of three global real estate services providers able to deliver such services on a global basis. We have built a platform by investing in our people and technology to enable our approximately 50,000 employees to offer our clients services through an extensive network of over 400 offices across approximately 60 countries. This scale provides operational leverage, translating revenue growth into increased profitability.

Breadth of Our Service Offerings. We offer our clients a fully integrated commercial real estate services experience across Property, facilities and project management, Leasing, Capital markets, and Valuation and other services. These services can be bundled into regional, national and global contracts and/or delivered locally for individual assignments to meet the needs of a wide range of client types. Regardless of a client's assignment, we view each interaction with our clients as an opportunity to deliver an exceptional experience by offering a full platform of services, while deepening and strengthening our relationships. Our comprehensive service offerings extend across all asset types including logistics, office, retail, healthcare, life sciences and multifamily. Our investment in Greystone further enhances our multifamily platform, offering our clients a full-service advisory experience. In addition, our investment in WeWork enhances our ability to service clients' flexible-space requirements, as well as providing technology offerings around tenant experience, giving our clients access to leading data and insights.

Comprehensive Technology Strategy. Our technology strategy focuses on (i) delivering high-value client outcomes, (ii) increasing employee productivity and connectedness and (iii) driving business change through innovation. We have invested significantly in our technology platform over the last several years. This has improved service delivery and client outcomes. We have deployed enterprise-wide financial, human capital and client relationship management systems, such as Workday and Salesforce, to increase global connectivity and productivity. We are focused on innovative solutions that improve the owner and occupier experience.

Our Iconic Brand. The history of our franchise and brand is one of the oldest and most respected in the industry. Our founding predecessor firm, DTZ, traces its history back to 1784 with the founding of Chessire Gibson in the U.K. Our brand, Cushman & Wakefield, was founded in 1917 in New York. Today, this pedigree, heritage and continuity of brand continues to be recognized by our clients, employees and the industry. From 2018 to 2021, we were named in the top three in our industry's leading brand study, the Lipsey Company's Top 25 Commercial Real Estate Brands. In addition, according to leading industry publications, we hold a top position in real estate sectors like U.S. industrial brokerage, U.S. retail brokerage and U.K. office brokerage, and have been consistently ranked among the International Association of Outsourcing Professionals' top 100 outsourcing professional service firms. Forbes named Cushman & Wakefield a Best Employer for Women in the Americas in 2020 and 2021, and a Top Female Friendly Company globally in 2021. For the fourth consecutive year in 2021, we were recognized by Euromoney as the world's best commercial real estate advisor and consultant.

Significant Recurring Revenue Resilient to Changing Economic Conditions. In 2021, our Property, facilities and project management service line, which is recurring and contractual in nature, generated 60% of our total revenue and 46% of our service line fee revenue. Additionally, services with high visibility including our Leasing and Valuation and other service lines generated 25% of our total revenue and 34% of our service line fee revenue in 2021. These revenue streams have provided greater stability to our cash flows and underlying business and have proven to be resilient to changing economic conditions, as well as beneficial to operations during the COVID-19 pandemic.

Top Talent in the Industry. For years, our people have earned a strong reputation by successfully executing on the most iconic and complex real estate assignments in the world. Because of this legacy of excellence, our leading platform and brand strength, we attract and retain top talent in the industry. We provide our employees with training and growth opportunities to support their ongoing success. In addition, we are focused on management development to drive strong operational performance and continuing innovation.

Capital-Light Business Model. We generate strong cash flow through our low capital intensive business model and focused and disciplined capital deployment. We target average capital expenditures to be less than 1% of revenue in the near to medium term. We expect to reinvest this cash flow into our services platform as well as in-fill M&A to continue to drive growth.

Our Growth Strategy

We have built an integrated, global services platform that delivers the best outcomes for clients locally, regionally and globally. Our primary business objective is growing revenue and profitability by leveraging this platform to provide our clients with excellent service. We are focused on executing the following strategies to support our growth objectives:

Recruit, Hire, and Retain Top Talent. We strive to attract, develop and retain the very best people through an inclusive culture, consistent talent measurement, and continually modernizing our people management processes. We believe our employees produce superior client results and position us to win additional business across our platform. Our real estate professionals come from a diverse set of backgrounds, cultures and expertise that creates a culture of collaboration and a tradition of excellence. We believe our people are the key to our business and we have instilled an atmosphere of collective success.

Expand Margins Through Operational Excellence. We have a demonstrated track record of expanding adjusted EBITDA margins beginning with the successful integration of our businesses stemming from the merger in 2014, followed by a strategic realignment of the Company in 2020 to better align our operating model to our service delivery offerings. We expect to continue to drive further margin expansion over time as we continuously improve our operating efficiency, through the application of proven and value-add technology, developing economies of scale and disciplined cost management. We view margin expansion as an important measure of productivity.

Leverage Breadth of Services to Provide Superior Client Outcomes. Our current scale and position create a significant opportunity for growth by delivering more services to existing clients across multiple service lines. Many of our clients realize more value by bundling multiple services, giving them access to global scale and better solutions through multidisciplinary service teams. As we continue to add depth and scale to our growing platform, we strive to deliver the value of the enterprise to each engagement by leveraging and sharing information to drive a seamless approach to client development and service delivery.

Continue to Deploy Capital Around Our In-fill M&A Strategy. We have an ongoing pipeline of potential acquisitions to improve our offerings to clients across geographies and service lines. We are highly focused on the effective execution of our acquisition strategy and have been successful at targeting, acquiring and integrating real estate services providers to broaden our geographic and specialized service capabilities. The opportunities offered by in-fill acquisitions and joint ventures are additive to our platform as we continue to grow our business. We expect to be able to continue to find, acquire and integrate acquisitions and other partnerships to drive growth and improve profitability, in part by leveraging our scalable platform and technology investments.

Deploy Technology to Improve Client Experience Through Data Driven Insights. We leverage our technology platform, workflow processes and key strategic partnerships to provide data driven insights to deliver value to our clients. Our systems and processes are scalable enabling us to efficiently onboard new businesses and employees without the need for significant additional capital investment in new systems. In addition, our investments in technology have helped us attract and retain key employees, enable productivity improvements that contribute to margin expansion, and have strongly positioned us to expand the number and types of service offerings we deliver to our key global customers. We have made significant investments to streamline and integrate these systems, which are now part of a fully integrated platform supported by an efficient back-office.

Competition

We compete across a variety of geographies, markets and service lines within the commercial real estate services industry. Each of the service lines in which we operate is highly competitive on a global, national, regional and local level. While we are one of the three largest global commercial real estate services firms as measured by service line fee revenue and workforce, our relative competitive position varies by geography and service line. Depending on the product or service, we face competition from other commercial real estate services providers, institutional lenders, in-house corporate real estate departments, investment banking firms, investment managers, accounting firms and consulting firms. Although many of our competitors across our larger service lines are smaller local or regional firms, they may have a stronger presence in certain markets. We are also subject to competition from other large national and multinational firms that have similar service competencies and geographic footprint to ours, including Jones Lang LaSalle Incorporated (NYSE: JLL) and CBRE Group, Inc. (NYSE: CBRE).

Corporate Information

Cushman & Wakefield plc is a public limited company organized under the laws of England and Wales. On August 6, 2018, Cushman & Wakefield plc closed the IPO of its ordinary shares. As the parent company, Cushman & Wakefield plc does not conduct any operations other than with respect to its direct and indirect ownership of its subsidiaries, and its business operations are conducted primarily out of its indirect operating subsidiary, DTZ Worldwide Limited, and its subsidiaries.

Our corporate headquarters are located at 225 West Wacker Drive, Chicago, Illinois. Our website address is www.cushmanwakefield.com. The information contained on, or accessible through, our website is not part of or incorporated into this Form 10-K. All reports required to be filed with the U.S. Securities and Exchange Commission ("SEC") are available and can be accessed through the Investor Relations section of our website.

Our History

We collectively refer to TPG Inc. (together with its affiliates, “TPG”), PAG Asia Capital (together with its affiliates, "PAG") and Ontario Teachers' Pension Plan Board ("OTPP") as our "Principal Shareholders." In 2014, our Principal Shareholders started our company in its current form, with the purchase of DTZ from UGL Limited. At the end of 2014, the Principal Shareholders acquired and combined Cassidy Turley with DTZ. In 2015, we completed our transformative growth with the acquisition of Cushman & Wakefield. The company was combined under the name Cushman & Wakefield in September 2015.

References in this Form 10-K to “DTZ” are to the DTZ Group legacy property services business of UGL Limited, acquired by our Principal Shareholders on November 5, 2014, references to “Cassidy Turley” are to the legacy Cassidy Turley companies, acquired by our Principal Shareholders and combined with us on December 31, 2014 and references to the “C&W Group” (or to “Cushman & Wakefield” where historical context requires) are to C&W Group, Inc., the legacy Cushman & Wakefield business, acquired by our Principal Shareholders and combined with us on September 1, 2015.

As part of the IPO, we underwent a restructuring from our former holding company, a Jersey limited company, DTZ Jersey Holdings Limited, to a public limited company organized under the laws of England and Wales named Cushman & Wakefield plc.

Our Owner and Occupier Clients

Our clients include a full range of real estate owners and occupiers, including tenants, investors and multinational corporations in numerous markets, including office, retail, industrial, multifamily, student housing, hotels, data center, healthcare, self-storage, land, condominium conversions, subdivisions and special use. Our clients vary greatly in size and complexity, and include for-profit and non-profit entities, governmental entities and public and private companies.

Seasonality

The market for some of our products and services is seasonal, especially in the Leasing and Capital markets service lines. Generally, our industry is focused on completing transactions by calendar year-end, with a significant concentration in the last quarter of the calendar year while certain expenses are recognized more evenly throughout the calendar year. Historically, our revenue and operating income tend to be lowest in the first quarter, and highest in the fourth quarter of each year. The Property, facilities and project management service line partially mitigates this intra-year seasonality, due to the recurring nature of this service line, which generates more stable revenues throughout the year. The seasonality of service line fee revenue flows through to net income and cash flow from operations.

Human Capital Resources and Management

Cushman & Wakefield continues to place our people at the center of everything we do. We are committed to attracting, developing and retaining a highly qualified, diverse and dedicated workforce. As of December 31, 2021, we had approximately 50,000 employees worldwide - approximately 70% in the Americas, 19% in APAC, and 11% in EMEA. Our employees include management, brokers and other sales staff, administrative specialists, valuation specialists, maintenance, landscaping, janitorial and office staff and others. Our employees do not report being members of any labor unions, with the exception of approximately 8,000 employees, the substantial majority of whom are employed in facilities services. Costs related to approximately 39% of our employees are fully reimbursed by clients.

Learning and Development

We continue to build an inclusive workplace that fosters fair and equitable growth opportunities; focuses on the manager-employee relationship to drive operational performance; and provides our employees with learning and development opportunities to support their ongoing career progression. Cushman & Wakefield’s global Talent Management team supports employees’ career growth through learning programs and professional development while equipping leaders to empower and grow their teams through talent assessment, succession planning and performance reviews. We offer a full suite of learning and development activities through on-the-job training, e-learning, coaching, mentoring and instructor-led learning modules.

Diversity, Equity and Inclusion

Cushman & Wakefield is committed to advancing diversity, equity and inclusion ("DEI") in our organization and supporting an environment where our employees can be their authentic selves and do their best work. Our DEI mission is to evolve our culture of inclusion and belonging through a nurturing environment of curiosity, continuous learning and growth. We believe that having a diverse and thriving workforce enables new perspectives, creativity, better risk management and problem solving, leading to superior results for our people, clients, partners and shareholders.

Our DEI policies and practices in place have earned Cushman & Wakefield recognition by various organizations including Forbes' Best Employers for Women, Human Rights Campaign Best Place to Work for LGBTQ+ Equality, and a Military Friendly® Employer in the U.S.

Compensation Structure

We provide a total rewards program that combines competitive pay, including fixed and variable pay, and incentive opportunities. In addition, we offer a comprehensive benefits program to help encourage employee health and support their physical, emotional and financial well-being.

Across our Property, facilities and project management, Leasing, Capital markets, and Valuation and other service lines our employees are compensated in different manners in line with common practices in their professional field and geographic region. Many of our real estate professionals in the Americas and in certain international markets work on a commission basis, particularly our Leasing and Capital markets professionals in the United States. Commissions are tied to the value of transactions and subject to fluctuation. Leasing and Capital markets real estate professionals in EMEA and APAC work on a salary basis, with an additional performance bonus based on a share of the profits of their business unit. Even within our geographic segments, our service lines employee base includes a mix of professional and non-salaried employees.

Additional information on our Human Capital Management practices will be included in the Proxy Statement for our 2022 Annual General Meeting of Shareholders.

Intellectual Property

We hold various trademarks and trade names worldwide, which include the “Cushman & Wakefield” and “DTZ” names. Although we believe our intellectual property plays a role in maintaining our competitive position in a number of the markets that we serve, we do not believe we would be materially adversely affected by expiration or termination of our trademarks or trade names or the loss of any of our other intellectual property rights other than the “Cushman & Wakefield” name. We primarily operate under the “Cushman & Wakefield” name and have generally adopted a strategy of having our acquisitions transition to the “Cushman & Wakefield” name. We own numerous domain names and have registered numerous trademarks and/or service marks globally. With respect to the Cushman & Wakefield name, we have processed and continuously maintain trademark registration for this trade name in most jurisdictions where we conduct business. We obtained our most recent U.S. trademark registrations for the Cushman & Wakefield name and logo in 2017, and these registrations would expire in 2027 if we failed to renew them.

Regulation

The brokerage of real estate sales and leasing transactions, property and facilities management, conducting real estate valuation and securing debt for clients, among other service lines, require that we comply with regulations affecting the real estate industry and maintain licenses in the various jurisdictions in which we operate. Like other market participants that operate in numerous jurisdictions and in various service lines, we must comply with numerous regulatory regimes.

A number of our services, including the services provided by certain of our indirect wholly-owned subsidiaries in the U.S., the U.K., and elsewhere, are subject to regulation and oversight by the SEC, the Financial Industry Regulatory Authority ("FINRA"), the Financial Conduct Authority (U.K.), Companies House (U.K.) or other self-regulatory organizations and foreign and state regulators, and compliance failures or regulatory action could adversely affect our business. We could be required to pay fines, return commissions, have a license suspended or revoked or be subject to other adverse action if we conduct regulated activities without a license or violate applicable rules and regulations. Licensing requirements could also impact our ability to engage in certain types of transactions, change the way in which we conduct business or affect the cost of conducting business. We and our licensed associates may be subject to various obligations and we could become subject to claims by regulators and/or participants in real estate sales or other services claiming that we did not fulfill our obligations. This could include claims with respect to alleged conflicts of interest where we act, or are perceived to be acting, for two or more clients. While management has overseen highly regulated businesses before and expects us to comply with all applicable regulations in a satisfactory manner, no assurance can be given that it will always be the case. In addition, federal, state and local laws and regulations impose various environmental zoning restrictions, use controls and disclosure obligations that impact the management, development, use and/or sale of real estate. Such laws and regulations tend to discourage sales and leasing activities, as well as mortgage lending availability, with respect to such properties.

Applicable laws and contractual obligations to property owners could also subject us to environmental liabilities through our provision of management services. Environmental laws and regulations impose liability on current or previous real property owners or operators for the cost of investigating, cleaning up or removing contamination caused by hazardous or toxic substances at the property. As a result, we may be held liable as an operator for such costs in our role as an on-site property manager. This liability may result even if the original actions were legal and we had no knowledge of, or were not responsible for, the presence of the hazardous or toxic substances. Similarly, environmental laws and regulations impose liability for the investigation or cleanup of off-site locations upon parties that disposed or arranged for disposal of hazardous wastes at such locations. As a result, we may be held liable for such costs at landfills or other hazardous waste sites where wastes from our managed properties were sent for disposal. Under certain environmental laws, we could also be held responsible for the entire amount of the liability if other responsible parties are unable to pay. We may also be liable under common law to third parties for property damages and personal injuries resulting from environmental contamination at our sites, including the presence of asbestos-containing materials or lead-based paint. Insurance coverage for such matters may be unavailable or inadequate to cover our liabilities. Additionally, liabilities incurred to comply with more stringent future environmental requirements could adversely affect any or all of our service lines.

Item 1A. Risk Factors

An investment in our ordinary shares involves risks and uncertainty, including, but not limited to, the risk factors described below. If any of the risks described below actually occur, our business, financial condition and results of operations could be materially and adversely affected. You should carefully consider the risks and uncertainties described below as well as our audited consolidated financial statements and the related notes ("Consolidated Financial Statements"), when evaluating the information contained in this Annual Report.

Risk Factors Summary

The material risks summarized in further detail below include those relating to:

Risks Related to Our Business and Operations

- general economic conditions and their potential impact on the commercial real estate market;
- the COVID-19 pandemic;
- attracting and retaining qualified and experienced employees;
- acquisitions we have made or may make in the future;
- the perception of our brand and reputation in the marketplace;
- concentration of our business with corporate clients;
- actual or perceived conflicts of interest and their potential impact on our service lines;
- information technology strategies and our ability to adapt to changes in technology;
- the security of our information and technology networks;
- interruptions or failures of our information technology, communications systems or data services;
- potential breaches relating to our information systems;
- infrastructure disruptions;
- impairment of goodwill and other intangible assets;
- our ability to comply with laws and regulations and any changes thereto;
- our ability to execute on our strategy for operational efficiency;
- the seasonal nature of portions of our business;
- our use of subcontractors;
- potential effects of climate change;
- environmental liabilities as a result of our role as a property or facility manager or developer of real estate;

Risks Related to Our Industry and the Macroeconomic Environment

- local, regional and global competition;
- adverse developments in the credit markets;
- social, political and economic risks in different countries and foreign currency volatility;

Risks Related to Our Common Stock

- our reliance on our Principal Shareholders;
- the ability of our Principal Shareholders to exert significant influence over our business;
- potential conflicts of interest of our directors;
- the rights of certain of our shareholders to engage or invest in the same or similar businesses as us;
- the fact that the rights of our shareholders may differ from the rights typically offered to shareholders of a U.S. corporation organized in Delaware;
- price declines resulting from future sales of ordinary shares;
- future offerings of debt or equity securities and the potential impact of such offerings on the price of our ordinary shares;
- our policy relating to the payment of dividends;
- our dependence on dividends and distributions from our subsidiaries to pay any dividends;
- research published by securities or industry analysts;

Risks Related to Our Indebtedness

- restrictions imposed by our credit facilities;
- our substantial amount of indebtedness and its potential impact on the operation of our business;
- our ability to incur additional debt;
- our ability to service our existing debt;

Legal and Regulatory Risks

- litigation that could subject us to financial liabilities and/or damage our reputation;
- the ability of U.S.-based shareholders to enforce civil liabilities against us;
- anti-takeover provisions in our articles of association;
- the impact of the U.K. City Code on Takeovers and Mergers;
- required shareholder approval of certain capital structure decisions; and
- the exclusive forum provisions set forth in our articles of association.

Risks Related to Our Business and Operations

The success of our business is significantly related to general economic conditions and, accordingly, our business, operations and financial condition could be adversely affected by economic slowdowns, liquidity pressure, fiscal or political uncertainty and possible subsequent declines in commercial real estate asset values, property sales and leasing activities in one or more of the geographies or industry sectors that we or our clients serve.

Periods of economic weakness or recession, significantly rising interest rates, fiscal or political uncertainty, market volatility, declining employment levels, declining demand for commercial real estate, falling real estate values, disruption to the global capital or credit markets or the public perception that any of these events may occur, may negatively affect the performance of some or all of our service lines.

Our results of operations are significantly impacted by economic trends, government policies and the global and regional real estate markets. These include the following: overall economic activity, changes in interest rates, the impact of tax and regulatory policies, the cost and availability of credit, the geopolitical environment, and global and regional demand for commercial real estate, including any decline in leasing activity and rental rates.

Adverse economic conditions or political or regulatory uncertainty could also lead to a decline in property sales prices as well as a decline in funds invested in existing commercial real estate assets and properties planned for development, which in turn could reduce the commissions and fees that we earn. In addition, economic downturns may reduce demand for our Valuation and other service line and sales transactions and financing services in our Capital markets service line.

The performance of our property management services depends upon the performance of the properties we manage. This is because our fees are generally based on a percentage of rent collections from these properties. Rent collections may be affected by many factors, including: (1) real estate and financial market conditions prevailing generally and locally; (2) our ability to attract and retain creditworthy tenants, particularly during economic downturns; and (3) the magnitude of defaults by tenants under their respective leases, which may increase during distressed economic conditions.

Our service lines could also suffer from political or economic disruptions (or the perception that such disruptions may occur) that affect interest rates or liquidity or create financial, market or regulatory uncertainty. For example, uncertainty over the long-term economic and trade relationship between the U.K and European Union may continue to adversely impact our business due to market and currency volatility and reduced economic activity.

In continental Europe and Asia Pacific, the economies in certain countries where we operate can be uncertain, which may adversely affect our financial performance. Economic, political and regulatory uncertainty as well as significant changes and volatility in the financial markets and business environment, and in the global landscape, make it increasingly difficult for us to predict our financial performance into the future. As a result, any guidance or outlook that we provide on our performance is based on then-current conditions, and there is a risk that such guidance may turn out to be inaccurate.

Our results of operations have been adversely affected and may continue to be materially adversely impacted by the coronavirus pandemic (COVID-19).

The continued prevalence of the COVID-19 pandemic has continued to cause significant volatility, uncertainty and economic disruption. The extent to which COVID-19 continues to impact our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including: the duration and scope of the pandemic (including the spread of new variants); the distribution and effectiveness of vaccines and treatment methods; governmental, business and individuals' actions that have been and continue to be taken in response to the pandemic; the impact of the pandemic on economic activity and actions taken in response thereto; the effect on our clients and client demand for our services; our ability to provide our services, including as a result of travel restrictions and people working from home; the ability of our clients to pay for our services; and any closures of our and our clients' offices and facilities.

In 2021, global supply chains experienced disruptions resulting directly or indirectly from the COVID-19 pandemic. These disruptions are generally outside of our control and, if the situation worsens, it could result in delays or higher costs for products and materials needed to provide our services, particularly in our Property, facilities and project management business. These and other inflationary pressures may increase the costs of providing our services and could harm our results of operations if these additional costs are not reimbursed by our clients. Further, as the COVID-19 pandemic has continued, many industries have experienced staffing shortages. Our future business operations may be disrupted if we are unable to hire and retain a sufficient number of adequately trained employees to operate our company.

Our success depends upon the retention of our senior management, as well as our ability to attract and retain qualified and experienced employees.

We are dependent upon the retention of our Leasing and Capital markets professionals, who generate a significant amount of our revenues, as well as other revenue producing professionals. The departure of any of our key employees, including our senior executive leadership, or the loss of a significant number of key revenue producers, if we are unable to quickly hire and integrate qualified replacements, could cause our business, financial condition and results of operations to suffer. Competition for these personnel is significant, and our industry is subject to a relatively high turnover of brokers and other key revenue producers, and we may not be able to successfully recruit, integrate or retain sufficiently qualified personnel. In addition, the growth of our business is largely dependent upon our ability to attract and retain qualified support personnel in all areas of our business. We and our competitors use equity incentives and sign-on and retention bonuses to help attract, retain and incentivize key personnel. As competition is significant for the services of such personnel, the expense of such incentives and bonuses may increase and we may be unable to attract or retain such personnel to the same extent that we have in the past. Any significant decline in, or failure to grow, our ordinary share price may result in an increased risk of loss of these key personnel. Furthermore, shareholder influence on our compensation practices, including our ability to issue equity compensation, may decrease our ability to offer attractive compensation to key personnel and make recruiting, retaining and incentivizing such personnel more difficult. In addition, risks associated with our recent reduction in headcount may be exacerbated if we are unable to retain qualified personnel. If we are unable to attract and retain these qualified personnel, our growth may be limited and our business and operating results could suffer. See "—Our results of operations have been adversely affected and may continue to be materially adversely impacted by the coronavirus pandemic (COVID-19)."

Our growth has benefited significantly from acquisitions and joint ventures, which may not perform as expected, and similar opportunities may not be available in the future.

A significant component of our growth over time has been generated by acquisitions. Any future growth through acquisitions will depend in part upon the continued availability of suitable acquisition candidates at favorable prices and upon advantageous terms and conditions, which may not be available to us, as well as sufficient funds from our cash on hand, cash flow from operations, existing debt facilities and additional indebtedness to fund these acquisitions. We may incur significant additional debt from time to time to finance any such acquisitions, subject to the restrictions contained in the documents governing our then-existing indebtedness. If we incur additional debt, the risks associated with our leverage, including our ability to service our then-existing debt, would increase. Acquisitions involve risks that business judgments concerning the value, strengths and weaknesses of the acquired businesses may prove incorrect. Future acquisitions and any necessary related financings also may involve significant transaction-related expenses, which include severance, lease termination, transaction and deferred financing costs, among others. See "—Despite our current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt, which could further exacerbate the risks associated with our substantial leverage."

We have had, and may continue to experience, challenges in integrating operations, brands and information technology systems acquired from other companies. This could result in the diversion of management's attention from other business concerns and the potential loss of our key employees or clients or those of the acquired operations. The integration process itself may be disruptive to our business and the acquired company's businesses as it requires coordination of geographically diverse organizations and implementation of new branding, i.e., transitioning to the "Cushman & Wakefield" brand, and accounting and information technology systems. There is generally an adverse impact on net income for a period of time after the completion of an acquisition driven by transaction-related and integration expenses. Acquisitions also frequently involve significant costs related to integrating information technology and accounting and management services.

We complete acquisitions with the expectation that they will result in various benefits, including enhanced revenues, a strengthened market position, cross-selling opportunities, cost synergies and tax benefits. Achieving the anticipated benefits of these acquisitions is subject to a number of uncertainties, including the realization of accretive benefits in the timeframe anticipated, whether we will experience greater-than-expected attrition from professionals licensed or associated with acquired firms and whether we can successfully integrate the acquired business. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy, which could in turn materially and adversely affect our overall business, financial condition and operating results.

To a lesser degree, we have occasionally entered into strategic partnerships and joint ventures to conduct certain businesses or operate in certain geographies, and we will consider doing so in appropriate situations in the future. For example, in December 2021, we acquired a 40% stake in a strategic joint venture with Greystone to deliver multifamily advisory services and capital solutions to clients, and in January 2020, we entered into a strategic partnership with Vanke Service to jointly develop certain commercial real estate property and provide property and facilities management operation services in Greater China. Strategic partnerships and joint ventures have many of the same risk characteristics as acquisitions, particularly with respect to the due diligence and ongoing relationship with joint venture partners. In addition, we may not have the authority to direct the management and policies of a joint venture, particularly if we are the minority owner. If a joint venture participant acts contrary to our interests, it could harm our brand, business, results of operations and financial condition.

Our brand and reputation are key assets of our company and will be affected by how we are perceived in the marketplace.

Our brand and its attributes are key assets, and we believe our continued success depends on our ability to preserve, grow and leverage the value of our brand. Our ability to attract and retain clients is highly dependent upon the external perceptions of our expertise, level of service, trustworthiness, business practices, management, workplace culture, financial condition, our response to unexpected events and other subjective qualities. Negative perceptions or publicity regarding these matters, even if related to seemingly isolated incidents and whether or not factually correct, could erode trust and confidence and damage our reputation among existing and potential clients, which could make it difficult for us to attract new clients and maintain existing ones. Negative public opinion could result from actual or alleged conduct in any number of activities or circumstances, including the personal conduct of individuals associated with our brand, handling of client complaints, regulatory compliance (such as compliance with the FCPA, the U.K. Bribery Act and other anti-bribery, anti-money laundering and corruption laws), the use and protection of client and other sensitive information, and from actions taken by regulators or others in response to any such conduct. Social media channels can also cause rapid, widespread reputational harm to our brand.

Our brand and reputation may also be harmed by actions taken by third parties that are outside our control. For example, any shortcoming of or controversy related to a third-party vendor may be attributed to us, thus damaging our reputation and brand value and increasing the attractiveness of our competitors' services. Also, business decisions or other actions or omissions of our joint venture partners, the Principal Shareholders or management may adversely affect the value of our investments, result in litigation or regulatory action against us and otherwise damage our reputation and brand. Adverse developments with respect to our industry may also, by association, negatively impact our reputation, or result in greater regulatory or legislative scrutiny or litigation against us. Furthermore, as a company with headquarters and operations located in the United States, a negative perception of the United States arising from its political or other positions could harm the perception of our company and our brand. Although we monitor developments for areas of potential risk to our reputation and brand, negative perceptions or publicity could materially and adversely affect our revenues and profitability.

The protection of our brand, including related trademarks, may require the expenditure of significant financial and operational resources. Moreover, the steps we take to protect our brand may not adequately protect our rights or prevent third parties from infringing or misappropriating our trademarks. Even when we detect infringement or misappropriation of our trademarks, we may not be able to enforce all such trademarks. Any unauthorized use by third parties of our brand may adversely affect our brand. Furthermore, as we continue to expand our business, especially internationally, there is a risk we may face claims of infringement or other alleged violations of third-party intellectual property rights, which may restrict us from leveraging our brand in a manner consistent with our business goals.

The concentration of business with corporate clients can increase business risk, and our business can be adversely affected due to the loss of certain of these clients.

We value the expansion of business relationships with individual corporate clients because of the increased efficiency and economics that can result from performing an increasingly broad range of services for the same client. Although our client portfolio is currently highly diversified, as we grow our business, relationships with certain corporate clients may increase, and our client portfolio may become increasingly concentrated. For example, part of our strategy is to increase our revenues from existing clients which may lead to a greater concentration of revenues. Having an increasingly large and concentrated client base also can lead to greater or more concentrated risks if, among other possibilities, any such client (1) experiences its own financial problems; (2) becomes bankrupt or insolvent, which can lead to our failure to be paid for services we have previously provided or funds we have previously advanced; (3) decides to reduce its operations or its real estate facilities; (4) makes a change in its real estate strategy, such as no longer outsourcing its real estate operations; (5) decides to change its providers of real estate services; or (6) merges with another corporation or otherwise undergoes a change of control, which may result in new management taking over with a different real estate philosophy or in different relationships with other real estate providers.

Competitive conditions, particularly in connection with large clients, may require us to compromise on certain contract terms with respect to the payment of fees, the extent of risk transfer, acting as principal rather than agent in connection with supplier relationships, liability limitations, and other contractual terms, or in connection with disputes or potential litigation. Where competitive pressures result in higher levels of potential liability under our contracts, the cost of operational errors and other activities for which we have indemnified our clients will be greater and may not be fully insured.

A failure to appropriately address actual or perceived conflicts of interest could adversely affect our service lines.

Our company is a global business with different service lines and a broad client base and is therefore subject to numerous potential, actual or perceived conflicts of interests in the provision of services to our existing and potential clients. For example, conflicts may arise from our position as broker to both owners and tenants in commercial real estate lease transactions. In certain cases, we are also subject to fiduciary obligations to our clients. We have adopted various policies, controls and procedures to address or limit actual or perceived conflicts, but these policies and procedures may not be adequate and may not be adhered to by our employees. Appropriately dealing with conflicts of interest is complex and difficult and our reputation could be damaged and we could lose clients if we fail, or appear to fail, to identify, disclose and appropriately address potential conflicts of interest or fiduciary obligations, which could have an adverse effect on our business, financial condition and results of operations. In addition, it is possible that in some jurisdictions, regulations could be changed to limit our ability to act for parties where conflicts exist even with informed consent, which could limit our market share in those markets. There can be no assurance that conflicts of interest will not arise in the future that could cause material harm to us.

Failure to maintain and execute information technology strategies and ensure that our employees adapt to changes in technology could materially and adversely affect our ability to remain competitive in the market.

Our business relies heavily on information technology, including on solutions provided by third parties, to deliver services that meet the needs of our clients. If we are unable to effectively execute and maintain our information technology strategies or adopt new technologies and processes relevant to our service platform, our ability to deliver high-quality services may be materially impaired. In addition, we make significant investments in new systems and tools to achieve competitive advantages and efficiencies. Implementation of such investments in information technology could exceed estimated budgets and we may experience challenges that prevent new strategies or technologies from being realized according to anticipated schedules. If we are unable to maintain current information technology and processes or encounter delays, or fail to exploit new technologies, then the execution of our business plans may be disrupted. Similarly, our employees require effective tools and techniques to perform functions integral to our business and failure to successfully provide such tools and systems, or ensure that employees have properly adopted them, could materially and adversely impact our ability to achieve positive business outcomes.

Failure to maintain the security of our information and technology networks, including personally identifiable and client information, intellectual property and proprietary business information, could significantly adversely affect us.

Security breaches and other disruptions of our information and technology networks could compromise our information and intellectual property and expose us to liability, reputational harm and significant remediation costs, which could cause material harm to our business and financial results. In the ordinary course of our business, we collect and store sensitive data in our data centers, on our networks and via third-party cloud hosting providers, including proprietary business information and intellectual property of ours and that of our clients as well as personally identifiable information of our employees, contractors and vendors. The secure processing, maintenance and transmission of this information is critical to our operations.

Despite our security measures, and those of our third-party service providers, our information technology and infrastructure may be vulnerable to attacks by third parties or breached due to employee error, malfeasance or other disruptions. An increasing number of companies have disclosed breaches of their information and technology networks, some of which have involved sophisticated and highly targeted attacks on portions of their websites or infrastructure. The techniques used to obtain unauthorized access, disable, or degrade service, or sabotage systems, change frequently, may be difficult to detect, and often are not recognized until launched against a target. A significant actual or potential theft, loss, corruption, exposure, fraudulent use or misuse of client, employee or other personally identifiable or proprietary business data, whether by third parties or as a result of employee malfeasance or otherwise, non-compliance with our contractual or other legal obligations regarding such data or intellectual property or a violation of our privacy and security policies with respect to such data, could result in significant remediation and other costs, fines, litigation or regulatory actions against us. Such an event could additionally disrupt our operations and the services we provide to clients, harm our relationships with contractors and vendors, damage our reputation, result in the loss of a competitive advantage, impact our ability to provide timely and accurate financial data and cause a loss of confidence in our services and financial reporting, which could adversely affect our business, revenues, competitive position and investor confidence.

Additionally, we rely on third parties to support our information and technology networks, including cloud storage solution providers, and as a result have less direct control over our data and information technology systems. Such third parties are also vulnerable to security breaches and compromised security systems, for which we may not be indemnified, and which could materially adversely affect us and our reputation. Furthermore, our, or our third-party vendors', inability to detect unauthorized use (for example, by current or former employees) or take appropriate or timely steps to enforce our intellectual property rights may have an adverse effect on our business.

The legislative and regulatory framework for privacy and data protection issues worldwide continues to evolve. We collect personal identifiable information ("PII") and other data as part of our business processes and activities. This data is subject to a variety of U.S. and foreign laws and regulations, including oversight by various regulatory or other governmental bodies. Many foreign countries and governmental bodies have laws and regulations concerning the collection and use of PII and other data obtained from their residents or by businesses operating within their jurisdictions. The European Union General Data Protection Regulation, for example, imposes stringent data protection requirements and provides significant penalties for noncompliance. Any inability, or perceived inability, to adequately address privacy and data protection concerns, even if unfounded, or comply with applicable laws, regulations, policies, industry standards, contractual obligations, or other legal obligations (including at newly acquired companies) could result in additional cost and liability to us or company officials, damage our reputation, inhibit sales, and otherwise adversely affect our business.

Interruption or failure of our information technology, communications systems or data services could impair our ability to provide our services effectively, which could damage our reputation and materially harm our operating results.

Our business requires the continued operation of information technology and communication systems and network infrastructure. Our ability to conduct our global business may be materially adversely affected by disruptions to these systems or infrastructure. Our information technology and communications systems are vulnerable to damage or disruption from fire, power loss, telecommunications failure, system malfunctions, computer viruses, cyber-attacks, natural disasters such as hurricanes, earthquakes and floods, acts of war or terrorism, employee errors or malfeasance, or other events which are beyond our control. With respect to cyberattacks and viruses, these pose growing threats to many companies, and we have been a target and may continue to be a target of such threats, which could expose us to liability, reputational harm and significant remediation costs and cause material harm to our business and financial results. In addition, the operation and maintenance of our systems and networks is in some cases dependent on third-party technologies, systems and services providers for which there is no certainty of uninterrupted availability. Any of these events could cause system interruption, delays and loss, corruption or exposure of critical data or intellectual property and may also disrupt our ability to provide services to or interact with our clients, contractors and vendors, and we may not be able to successfully implement contingency plans that depend on communication or travel. Furthermore, any such event could result in substantial recovery and remediation costs and liability to customers, business partners and other third parties. We have business continuity and disaster recovery plans and backup systems to reduce the potentially adverse effect of such events, but our disaster recovery planning may not be sufficient and cannot account for all eventualities. A catastrophic event that results in the destruction or disruption of any of our third-party data centers or our critical business or information technology systems could severely affect our ability to conduct normal business operations, and as a result, our future operating results could be materially adversely affected.

Our business relies heavily on the use of software and commercial real estate data, some of which is purchased or licensed from third-party providers for which there is no certainty of uninterrupted availability. A disruption of our ability to access such software, including an inability to renew such licenses on the same or similar terms, or provide data to our professionals and/or our clients, contractors and vendors or an inadvertent exposure of proprietary data could damage our reputation and competitive position, and our operating results could be adversely affected.

A material breach in security relating to our information systems and regulation related to such breaches could adversely affect us.

Information security risks have generally increased in recent years, in part because of the proliferation of new technologies and the use of the Internet, and the increased sophistication and activity of organized crime, hackers, terrorists, activists, cybercriminals and other external parties, some of which may be linked to terrorist organizations or hostile foreign governments. Cybersecurity attacks are becoming more sophisticated and include malicious software, phishing and spear phishing attacks, wire fraud and payment diversion, account and email takeover attacks, ransomware, attempts to gain unauthorized access to data and other electronic security breaches. Cybersecurity attacks, including attacks that are not ultimately successful, could lead to disruptions in our critical systems, unauthorized release of confidential or otherwise protected information or corruption of our data, and could also substantially damage our reputation. We have experienced cybersecurity attacks in the past, including ransomware attacks by cybercriminals, and we expect additional attacks in the future. Cybersecurity attacks like the ones we have experienced in the past could have a substantial impact on our reputation with our customers, clients and stakeholders, and may have a material adverse effect on our business.

Any person who circumvents our security measures could steal proprietary or confidential customer information or cause interruptions in our operations that could cause us to be unable to provide our services or operate our business and damage our reputation. We incur significant costs to protect against security breaches and other cybersecurity attacks and may incur significant additional costs to address issues caused by any breaches or cybersecurity attacks. Our failure to prevent future security breaches or cybersecurity attacks, or well-publicized security breaches affecting the Internet in general, could significantly harm our reputation and business and financial results.

Certain laws, regulations and standards regarding data security affecting our customers impose requirements regarding the security of information maintained by these customers, as well as notification to persons whose personal information is accessed by an unauthorized third party. Certain laws may also require us to protect the security of our employees' personal data. As a result of any continuing legislative initiatives and customer demands, we may have to modify our operations with the goal of further improving data security. The cost of compliance with these laws, regulations and standards is high and is likely to increase in the future. Any such modifications may result in increased expenses and operating complexity, and we may be unable to increase the rates we charge for our services sufficiently to offset these increases. Any failure on our part to comply with these laws, regulations and standards can result in negative publicity and diversion of management time and effort and may subject us to significant liabilities and other penalties.

If customer confidential information, including material non-public information or personal data we maintain, is inappropriately disclosed due to an information security breach, or if any person, including any of our employees, negligently disregards or intentionally breaches our confidentiality policies or other controls or procedures with which we are responsible for complying with respect to such data or otherwise mismanages or misappropriates that data, we may incur substantial liabilities to our clients and be subject to fines or penalties imposed by governmental authorities. Any incidents with respect to the handling of such information could subject us to litigation or indemnification claims with our clients and other parties and harm our reputation. In addition, any breach or alleged breach of our confidentiality agreements with our clients may result in termination of their engagements, resulting in associated loss of revenue and increased costs.

Infrastructure disruptions may disrupt our ability to manage real estate for clients or may adversely affect the value of real estate investments we make on behalf of clients.

The buildings we manage for clients, which include some of the world's largest office properties and retail centers, are used by numerous people daily. As a result, fires, earthquakes, tornadoes, hurricanes, floods, other natural disasters, epidemics or global health crises (including COVID-19), defects and terrorist attacks can result in significant damage to property and infrastructure as well as injury or loss of life, which could disrupt our ability to effectively manage client properties and have a negative effect on the valuation of such properties, and, to the extent we are held to have been negligent in connection with our management of such affected properties, we could incur significant financial liabilities and reputational harm. In addition, to the extent such disruptions impact global or regional economic conditions, the performance of our business could suffer, and our financial condition may be adversely affected.

Our goodwill and other intangible assets could become impaired, which may require us to take significant non-cash charges against earnings.

Under current accounting guidelines, we must assess, at least annually and potentially more frequently, whether the value of our goodwill and other intangible assets has been impaired. Any impairment of goodwill or other intangible assets as a result of such analysis would result in a non-cash charge against earnings, and such charge could materially adversely affect our reported results of operations, shareholders' equity and our ordinary share price. A significant and sustained decline in our future cash flows, a significant adverse change in the economic environment, slower growth rates or if our ordinary share price falls below our net book value per share for a sustained period, could result in the need to perform additional impairment analysis in future periods. If we were to conclude that a future write-down of goodwill or other intangible assets is necessary, then we would record such additional charges, which could materially adversely affect our results of operations.

Our service lines, financial condition, results of operations and prospects could be adversely affected by new laws or regulations or by changes in existing laws or regulations or the application thereof. If we fail to comply with laws and regulations applicable to us, or make incorrect determinations in complex tax regimes, we may incur significant financial penalties.

We are subject to numerous federal, state, local and non-U.S. laws and regulations specific to the services we perform in our service lines. Brokerage of real estate sales and leasing transactions and the provision of valuation services requires us and our employees to maintain applicable licenses in each U.S. state and certain non-U.S. jurisdictions in which we perform these services. If we and our employees fail to maintain our licenses or conduct these activities without a license, or violate any of the regulations covering our licenses, we may be required to pay fines (including treble damages in certain states) or return commissions received or have our licenses suspended or revoked. Our acquisition activity further increases these potential risks because we must successfully transfer and maintain the applicable licenses of such acquired entities and their staff, as appropriate.

A number of our services, including the services provided by certain of our indirect wholly-owned subsidiaries, particularly in the U.S. and the U.K., are subject to regulation or oversight by self-regulatory organizations and foreign and state regulators. Compliance failures or regulatory action could adversely affect our business. We could be subject to disciplinary or other actions in the future due to claimed noncompliance with these regulations, which could have a material adverse effect on our operations and profitability.

We are also subject to laws of broader applicability, such as tax, securities, environmental, employment laws and anti-bribery, anti-money laundering and corruption laws, including the Fair Labor Standards Act, occupational health and safety regulations, U.S. state wage-and-hour laws, the FCPA and the U.K. Bribery Act. Failure to comply with these requirements could result in the imposition of significant fines by governmental authorities, awards of damages to private litigants and significant amounts paid in legal fees or settlements of these matters.

We operate in many jurisdictions with complex and varied tax regimes and are subject to different forms of taxation resulting in a variable effective tax rate. In addition, from time to time we engage in transactions across different tax jurisdictions. Due to the different tax laws in the many jurisdictions where we operate, we are often required to make subjective determinations. The tax authorities in the various jurisdictions where we carry on business may not agree with the determinations that are made by us with respect to the application of tax law. Such disagreements could result in disputes and, ultimately, in the payment of additional funds to the government authorities in the jurisdictions where we carry on business, which could have an adverse effect on our results of operations. In addition, changes in tax rules or the outcome of tax assessments and audits could have an adverse effect on our results in any particular quarter.

As the size and scope of our business has increased significantly during the past several years, both the difficulty of ensuring compliance with numerous licensing and other regulatory requirements and the possible loss resulting from non-compliance have increased. Further, new or revised legislation or rules and regulations applicable to our business, both within and outside of the United States, as well as changes in administrations or enforcement priorities, may have an adverse effect on our business, including increasing the costs of regulatory compliance or preventing us from providing certain types of services in certain jurisdictions or in connection with certain transactions or clients. We are unable to predict how new laws, rules, regulations and proposals will be implemented or in what form, or whether any additional or similar changes to laws or regulations, including the interpretation or implementation thereof, will occur in the future. Any such action could affect us in substantial and unpredictable ways and could have an adverse effect on our service lines, financial condition, results of operations and prospects.

Any failure by us to execute on our strategy for operational efficiency successfully could result in total costs and expenses that are greater than expected.

We have an operating framework that includes a disciplined focus on operational efficiency. As part of this framework, we have adopted several initiatives, including development of our technology platforms, workflow processes and systems to improve client engagement and outcomes across our service lines.

Our ability to continue to achieve the anticipated cost savings and other benefits from these initiatives within the expected time frame is subject to many estimates and assumptions. These estimates and assumptions are subject to significant economic, competitive and other uncertainties, some of which are beyond our control. In addition, we are vulnerable to increased risks associated with implementing changes to our tools, processes and systems given our varied service lines, the broad range of geographic regions in which we and our customers operate and the number of acquisitions that we have completed in recent years. If these estimates and assumptions are incorrect, if we are unsuccessful at implementing changes, if we experience delays, or if other unforeseen events occur, we may not achieve new or continue to achieve operational efficiencies and as a result our business and results of operations could be adversely affected.

Significant portions of our revenue and cash flow are seasonal, which could cause our financial results and liquidity to fluctuate significantly.

A significant portion of our revenue is seasonal, especially for service lines such as Leasing and Capital markets. Historically, our revenue and operating income tend to be lowest in the first quarter, and highest in the fourth quarter of each year. Also, we have historically relied on our internally generated cash flow to fund our working capital needs and ongoing capital expenditures on an annual basis. Our internally generated cash flow is seasonal and is typically lowest in the first quarter of the year, when revenue is lowest, and highest in the fourth quarter of the year, when revenue is highest. This seasonal variance between quarters makes it difficult to compare our financial condition and results of operations on a quarter-by-quarter basis. In addition, the seasonal nature of our internally generated cash flow can result in a mismatch with funding needs for working capital and ongoing capital expenditures, which we manage using available cash on hand and, as necessary, our revolving credit facility. We are therefore dependent on the availability of cash on hand and our debt facilities, especially in the first and second quarters of the year. Further, as a result of the seasonal nature of our business, political, economic or other unforeseen disruptions occurring in the fourth quarter that impact our ability to close large transactions may have a disproportionate effect on our financial condition and results of operations.

A failure by third parties to comply with service level agreements or regulatory or legal requirements could result in economic and reputational harm to us.

We rely on third parties, and in some cases subcontractors, to perform activities on behalf of our organization to improve quality, increase efficiencies, cut costs and lower operational risks across our business and support functions. We have instituted a Global Vendor/Supplier Integrity Policy, which is intended to communicate to our vendors the standards of conduct we expect them to uphold. Our contracts with vendors typically impose a contractual obligation to comply with our Vendor/Supplier Integrity Policy. In addition, we leverage technology and service providers to help us better screen vendors, with the aim of gaining a deeper understanding of the compliance, data privacy, health and safety, environmental and other risks posed to our business by potential and existing vendors. If our third parties do not meet contractual, regulatory and legal requirements, do not have the proper safeguards and controls in place, or appropriate oversight cannot be provided, we could be exposed to increased operational, regulatory, financial or reputational risks. A failure by third parties to comply with service level agreements or regulatory or legal requirements in a high quality and timely manner could result in economic and reputational harm to us. In addition, these third parties face their own technology, operating, business and economic risks, and any significant failures by them, including the improper use or disclosure of our confidential client, employee or company information, could cause damage to our reputation and harm to our business.

We face risks associated with the effects of climate change.

The physical effects of climate change could have a material adverse effect on our operations and business. To the extent climate change causes changes in weather patterns, certain regions where we operate could experience increases in storm intensity, extreme temperatures, rising sea-levels and/or drought. Over time, these conditions could result in declining demand for commercial real estate in those regions or result in increases in our operating costs and in the costs of managing client properties. Further, if we do not continue to develop and maintain effective strategies and solutions to help clients meet stricter environmental regulations or their own sustainability goals, we may not be able to compete effectively for certain business opportunities in the future. There can be no assurance that climate change will not have a material adverse effect on our properties, operations or business.

In addition, we have established certain emissions targets and other environmental goals. Failure to achieve such goals, or a perception (whether valid or invalid) of our failure to achieve such goals, could result in market, reputational, regulatory or liability risks, customer dissatisfaction, reduced revenue and profitability or shareholder lawsuits. If we are unable to achieve our environmental goals, our business and reputation may be adversely affected.

We may be subject to environmental liability as a result of our role as a property or facility manager or developer of real estate.

Various laws and regulations impose liability on real property owners or operators for the cost of investigating, cleaning up or removing contamination caused by hazardous or toxic substances at a property. In our role as a property or facility manager or developer, we could be held liable as an operator for such costs. This liability may be imposed without regard to the legality of the original actions and without regard to whether we knew of, or were responsible for, the presence of the hazardous or toxic substances. If we fail to disclose environmental issues, we could also be liable to a buyer or lessee of a property. If we incur any such liability, our business could suffer significantly as it could be difficult for us to develop or sell such properties, or borrow funds using such properties as collateral. In the event of a substantial liability, our insurance coverage might be insufficient to pay the full damages, or the scope of available coverage may not cover certain of these liabilities. Additionally, liabilities incurred to comply with more stringent future environmental requirements could adversely affect any or all of service lines.

Risks Related to Our Industry and the Macroeconomic Environment

We have numerous local, regional and global competitors across all of our service lines and the geographies that we serve, and further industry consolidation, fragmentation or innovation could lead to significant future competition.

We compete across a variety of service lines within the commercial real estate services and investment industry, including Property, facilities and project management, Leasing, Capital markets (including representation of both buyers and sellers in real estate sales transactions and the arrangement of financing), Valuation and advisory on real estate debt and equity decisions. Although we are one of the largest commercial real estate services firms in the world as measured by 2021 revenue, our relative competitive position varies significantly across geographies, property types and service lines. Depending on the geography, property type or service line, we face competition from other commercial real estate services providers and investment firms, including outsourcing companies that have traditionally competed in limited portions of our Property, facilities and project management service line and have expanded their offerings from time to time, in-house corporate real estate departments, developers, institutional lenders, insurance companies, investment banking firms, investment managers, accounting firms and consulting firms. Some of these firms may have greater financial resources allocated to a particular geography, property type or service line than we have allocated to that geography, property type or service line. In addition, future changes in laws could lead to the entry of other new competitors, such as financial institutions. Although many of our existing competitors are local or regional firms that are smaller than we are, some of these competitors are larger on a local or regional basis. We are further subject to competition from large national and multinational firms that have similar service and investment competencies to ours, and it is possible that further industry consolidation could lead to much larger and more formidable competitors globally or in the particular geographies, property types or service lines that we serve. Beyond our two direct competitors, CBRE Group, Inc. and Jones Lang LaSalle Incorporated, the sector is highly fragmented amongst regional, local and boutique providers. Although many of our competitors across our larger product and service lines are smaller local or regional firms, they may have a stronger presence in their core markets than we do. In addition, disruptive innovation by existing or new competitors could alter the competitive landscape in the future and require us to accurately identify and assess such changes and make timely and effective changes to our strategies and business model to compete effectively.

Furthermore, we are dependent on long-term client relationships and on revenue received for services under various service agreements. Many of these agreements may be canceled by the client for any reason with as little as 30 to 60 days' notice, as is typical in the industry. Some agreements related to our Leasing service line may be rescinded without notice. In this competitive market, if we are unable to maintain long-term client relationships, our business, results of operations and/or financial condition may be materially adversely affected. There is no assurance that we will be able to compete effectively, to maintain current fee levels or margins, or maintain or increase our market share.

Adverse developments in the credit markets may harm our business, results of operations and financial condition.

Our Capital markets (including representation of buyers and sellers in sales transactions and the arrangement of financing) and Valuation and other service lines are sensitive to credit cost and availability as well as marketplace liquidity. Additionally, the revenues in all our service lines are dependent to some extent on the overall volume of activity (and pricing) in the commercial real estate market. Disruptions in the credit markets may adversely affect our advisory services to investors, owners, and occupiers of real estate in connection with the leasing, disposition and acquisition of property. If our clients are unable to procure credit on favorable terms, there may be fewer completed leasing transactions, dispositions and acquisitions of property. In addition, if purchasers of commercial real estate are not able to obtain favorable financing, resulting in the lack of disposition and acquisition opportunities for our projects, our Valuation and other and Capital markets service lines may be unable to generate revenues.

Our operations are subject to social, political and economic risks in different countries as well as foreign currency volatility.

We conduct a significant portion of our business and employ a substantial number of people outside of the United States and as a result, we are subject to risks associated with doing business globally. Our business consists of service lines operating in multiple regions inside and outside of the United States. Outside of the United States, we generate earnings in other currencies and our operating performance is subject to fluctuations relative to the U.S. dollar, or USD. As we continue to grow our international operations through acquisitions and organic growth, these currency fluctuations have the potential to positively or adversely affect our operating results measured in USD. It can be difficult to compare period-over-period financial statements when the movement in currencies against the USD does not reflect trends in the local underlying business as reported in its local currency.

Additionally, due to the constantly changing currency exposures to which we are subject and the volatility of currency exchange rates, we cannot predict the effect of exchange rate fluctuations upon future operating results.

In addition to exposure to foreign currency fluctuations, our international operations expose us to international economic trends as well as foreign government policy measures. Additional circumstances and developments related to international operations that could negatively affect our business, financial condition or results of operations include, but are not limited to, the following factors:

- difficulties and costs of staffing and managing international operations among diverse geographies, languages and cultures;
- currency restrictions, transfer pricing regulations and adverse tax consequences, which may affect our ability to transfer capital and profits;
- adverse changes in regulatory or tax requirements and regimes or uncertainty about the application of or the future of such regulatory or tax requirements and regimes;
- the responsibility of complying with numerous, potentially conflicting and frequently complex and changing laws in multiple jurisdictions, e.g., with respect to data protection, privacy regulations, corrupt practices, embargoes, trade sanctions, employment and licensing;
- the responsibility of complying with the U.S. Foreign Corrupt Practices Act (the "FCPA"), the U.K. Bribery Act and other anti-bribery, anti-money laundering and corruption laws;
- the impact of regional or country-specific business cycles and economic instability;

- greater difficulty in collecting accounts receivable or delays in client payments in some geographic regions;
- political and economic instability in certain countries;
- foreign ownership restrictions with respect to operations in certain countries, particularly in Asia Pacific and the Middle East, or the risk that such restrictions will be adopted in the future; and
- changes in laws or policies governing foreign trade or investment and use of foreign operations or workers, and any negative sentiments as a result of any such changes to laws or policies or due to trends such as populism, economic nationalism and against multinational companies.

Our business activities are subject to a number of laws that prohibit various forms of corruption, including local laws that prohibit both commercial and governmental bribery and anti-bribery laws that have a global reach, such as the FCPA and the U.K. Bribery Act. Additionally, our business activities are subject to various economic and trade sanctions programs and import and export control laws, including (without limitation) the economic sanctions rules and regulations administered by the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC"), which prohibit or restrict transactions or dealings with specified countries and territories, their governments, and, in certain circumstances, their nationals, as well as with individuals and entities that are targeted by list-based sanctions programs. We maintain written policies and procedures and implement anti-corruption and anti-money laundering compliance programs, as well as programs designed to enable us to comply with applicable economic and trade sanctions programs and import and export control laws ("Compliance Programs"). However, coordinating our activities to address the broad range of complex legal and regulatory environments in which we operate presents significant challenges. Our current Compliance Programs may not address the full scope of all possible risks or may not be adhered to by our employees or other persons acting on our behalf. Accordingly, we may not be successful in complying with regulations in all situations and violations may result in criminal or civil sanctions, including material monetary fines, penalties, equitable remedies (including disgorgement), and other costs against us or our employees, and may have a material adverse effect on our reputation and business.

In addition, we have penetrated, and seek to continue to enter into, emerging markets to further expand our global platform. However, certain countries in which we operate may be deemed to present heightened business, operational, legal and compliance risks. We may not be successful in effectively evaluating and monitoring the key business, operational, legal and compliance risks specific to those markets. The political and cultural risks present in emerging countries could also harm our ability to successfully execute our operations or manage our service lines there.

Risks Related to Our Common Stock

We rely on our Principal Shareholders.

We have in recent years depended on our relationship with our Principal Shareholders to help guide our business plan. Our Principal Shareholders have significant expertise in operational, financial, strategic and other matters. This expertise has been available to us primarily through the representatives the Principal Shareholders have had on our board of directors.

Pursuant to a shareholders' agreement we entered into with our Principal Shareholders in 2018, representatives of the Principal Shareholders have the ability to appoint five of the seats on our board of directors. As a result, Jonathan Coslet and Timothy Dattels have been appointed to our board of directors by TPG and Anthony Miller and Lincoln Pan have been appointed to our board of directors by PAG. In June 2021, Rajeev Ruparelia, a director nominated by OTPP under the shareholders' agreement, resigned as a member of our board of directors and OTPP advised us at that time that it waived further exercise of its director appointment rights. In the future, the Principal Shareholders may further elect to reduce their ownership in our company or reduce their involvement on our board of directors, which could reduce or eliminate the benefits we have historically achieved through our relationship with them. Pursuant to the registration rights agreement we entered into with our Principal Shareholders in connection with our IPO, the Principal Shareholders have the right from time to time to require us to register their ordinary shares under the U.S. Securities Act of 1933, as amended (the "Securities Act") for sale into the public markets. If the Principal Shareholders exercise their registration rights and reduce their ownership in us pursuant to registered public offerings (as they did in March 2019, November 2019, June 2021, and August 2021), we could gradually lose their support, which may have adverse consequences on our business.

The Principal Shareholders have significant influence over us and decisions that require the approval of shareholders, which could limit your ability to influence the outcome of key transactions, including a change of control, and which may result in conflicts with us or you in the future.

As of December 31, 2021, the Principal Shareholders owned approximately 34% of our total ordinary shares outstanding. Pursuant to the shareholders' agreement with our Principal Shareholders, the Principal Shareholders have the right to designate five of the seats on our board of directors (although in June 2021, OTPP advised us that it waived further exercise of its right to appoint one director under the shareholders' agreements). As a result, Jonathan Coslet and Timothy Dattels have been appointed to our board of directors by TPG and Anthony Miller and Lincoln Pan have been appointed to our board of directors by PAG. The Principal Shareholders thus have the ability to strongly influence our affairs and policies, including the approval of certain actions such as amending our articles of association, commencing bankruptcy proceedings and taking certain actions (including, without limitation, incurring debt, issuing shares, selling assets, repurchasing shares, paying dividends and engaging in mergers and acquisitions), appointing members of our management, issuing equity under our management incentive plans and any transaction that requires shareholder approval regardless of whether others believe that such change or transaction is in our best interests.

While the Principal Shareholders no longer hold a majority of our outstanding ordinary shares, with ownership of approximately 34% of the total ordinary shares outstanding, the Principal Shareholders still have the ability to strongly influence the vote in any election of directors, amend our articles of association or take other actions requiring the vote of our shareholders. This strong influence may also have the effect of deterring hostile takeovers, delaying or preventing changes of control or changes in management, or limiting the ability of our other shareholders to approve transactions that they may deem to be in the best interests of our company.

Additionally, the Principal Shareholders' interests may not align with the interests of our other shareholders. The Principal Shareholders are in the business of making investments in companies and may acquire and hold interests in businesses that compete directly or indirectly with us. The Principal Shareholders may also pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us. See "—Certain of our directors have relationships with the Principal Shareholders, which may cause conflicts of interest with respect to our business."

Certain of our directors have relationships with the Principal Shareholders, which may cause conflicts of interest with respect to our business.

Four of our eleven (11) directors are affiliated with the Principal Shareholders. These directors have fiduciary duties to us and, in addition, have duties to the applicable Principal Shareholder. As a result, these directors may face real or apparent conflicts of interest with respect to matters affecting both us and the affiliated Principal Shareholder, whose interests may be adverse to ours in some circumstances.

Certain of our shareholders have the right to engage or invest in the same or similar businesses as us.

The Principal Shareholders have other investments and business activities in addition to their ownership of us. The Principal Shareholders have the right, and have no duty to abstain from exercising such right, to engage or invest in the same or similar businesses as us, do business with any of our clients, customers or vendors or employ or otherwise engage any of our officers, directors or employees. If the Principal Shareholders or any of their officers, directors or employees acquire knowledge of a potential transaction that could be a corporate opportunity, they have no duty, to the fullest extent permitted by law, to offer such corporate opportunity to us, our shareholders or our affiliates.

In the event that any of our directors and officers who is also a director, officer or employee of the Principal Shareholders acquires knowledge of a corporate opportunity or is offered a corporate opportunity, provided that this knowledge was not acquired solely in such person's capacity as our director or officer and such person acts in good faith, then to the fullest extent permitted by law such person is deemed to have fully satisfied such person's fiduciary duties owed to us and is not liable to us, if the Principal Shareholders pursue or acquire the corporate opportunity or if the Principal Shareholders do not present the corporate opportunity to us.

Additionally, the Principal Shareholders are in the business of making investments in companies and may currently hold, and may from time to time in the future acquire, controlling interests in businesses engaged in industries that complement or compete, directly or indirectly, with certain portions of our business. So long as the Principal Shareholders continue to indirectly own a significant amount of our equity, the Principal Shareholders will continue to be able to strongly influence our decisions.

The rights of our shareholders may differ from the rights typically offered to shareholders of a U.S. corporation organized in Delaware.

We are incorporated under the laws of England and Wales. The rights of holders of our ordinary shares are governed by the laws of England and Wales, including the provisions of the U.K. Companies Act 2006, and by our articles of association. These rights, including rights relating to removing directors, calling general meetings or initiating litigation on behalf of the Company, differ in certain respects from the rights of shareholders in typical U.S. corporations organized in Delaware, and may in some instances be less favorable to our shareholders. For a discussion of these differences, see the section entitled “Description of Share Capital—Differences in Corporate Law” in our prospectus dated August 1, 2018, which is filed with the SEC. The Annual Report on Form 10-K does not represent a U.K. Companies statutory account filing.

If we or our existing investors sell additional ordinary shares, the market price of our ordinary shares could decline.

The market price of our ordinary shares could decline as a result of sales of a large number of ordinary shares in the market, or the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

As of December 31, 2021, we had 223.7 million ordinary shares outstanding. Of these outstanding ordinary shares, all of the ordinary shares sold in the IPO are freely tradable in the public market. All of our ordinary shares outstanding prior to the closing of the IPO, other than those sold in registered public offerings, and all of the ordinary shares sold in the private placement that closed concurrently with our IPO (the “Concurrent Private Placement”) are restricted securities as defined in Rule 144 under the Securities Act (“Rule 144”) and may be sold by the holders into the public market from time to time in accordance with and subject to Rule 144, including, where applicable, limitation on sales by affiliates under Rule 144. Refer to Note 1: Organization and Business Overview of our Consolidated Financial Statements for additional information on the Concurrent Private Placement.

In connection with our IPO, we entered into a registration rights agreement with the Principal Shareholders and Vanke Service, which provides the signatories thereto the right, under certain circumstances, to require us to register their ordinary shares under the Securities Act for sale into the public markets. See the information under the heading “Certain Relationships and Related Party Transactions—Registration Rights Agreement” for a more detailed description of the registration rights provided to the signatories thereto.

Currently, we have 1.2 million shares and 1.3 million shares issuable upon the exercise of outstanding options that vest on time-based and performance-based criteria, respectively, 4.9 million and 2.5 million shares issuable upon vesting of RSUs that vest on time-based and performance-based criteria, respectively, and 14.3 million shares reserved for future grants under our equity incentive plans. Shares acquired upon the exercise of vested options or RSUs under our equity incentive plans may be sold by holders into the public market from time to time, in accordance with and subject to limitation on sales by affiliates under Rule 144. Sales of a substantial number of ordinary shares following the vesting of outstanding equity options or RSUs could cause the market price of our ordinary shares to decline.

Future offerings of debt or equity securities by us may adversely affect the market price of our ordinary shares.

In the future, we may attempt to obtain financing or to further increase our capital resources by issuing additional ordinary shares or offering debt or other equity securities, including commercial paper, medium-term notes, senior or subordinated notes, debt securities convertible into equity or preferred shares. Future acquisitions could require substantial additional capital in excess of cash from operations. We would expect to finance any future acquisitions through a combination of additional issuances of equity, corporate indebtedness, asset-backed acquisition financing and/or cash from operations.

Issuing additional ordinary shares or other equity securities or securities convertible into equity may dilute the economic and voting rights of our existing shareholders or reduce the market price of our ordinary shares or both. Upon liquidation, holders of such debt securities and preferred shares, if issued, and lenders with respect to other borrowings would receive a distribution of our available assets prior to the holders of our ordinary shares. Debt securities convertible into equity could be subject to adjustments in the conversion ratio pursuant to which certain events may increase the number of equity securities issuable upon conversion. Preferred shares, if issued, could have a preference with respect to liquidating distributions or a preference with respect to dividend payments that could limit our ability to pay dividends to the holders of our ordinary shares. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, which may adversely affect the amount, timing or nature of our future offerings. Thus, holders of our ordinary shares bear the risk that our future offerings may reduce the market price of our ordinary shares and dilute their shareholdings in us.

Because we do not currently intend to pay cash dividends on our ordinary shares for the foreseeable future, you may not receive any return on investment unless you sell your ordinary shares for a price greater than that which you paid for it.

We currently intend to retain future earnings, if any, for future operation, expansion and debt repayment and do not intend to pay any cash dividends for the foreseeable future. Under English law, any payment of dividends would be subject to relevant legislation and our articles of association, which provide that all dividends must be approved by our board of directors and, in some cases, our shareholders, and may only be paid from our distributable profits available for the purpose, determined on an unconsolidated basis. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions, restrictions imposed by applicable law or the SEC and other factors that our board of directors may deem relevant. In addition, our ability to pay dividends may be limited by covenants of any existing and future outstanding indebtedness we or our subsidiaries incur, including our 2018 First Lien Credit Agreement (as amended from time to time). Accordingly, investors must be prepared to rely on sales of their ordinary shares after price appreciation to earn an investment return, which may never occur. Investors seeking cash dividends should not purchase our ordinary shares. As a result, you may not receive any return on an investment in our ordinary shares unless you sell our ordinary shares for a price greater than that which you paid for it.

Cushman & Wakefield plc, the parent company, is a holding company with nominal net worth. We do not have any assets apart from investment in subsidiaries or conduct any business operations. Our business operations are conducted primarily out of our indirect operating subsidiary, DTZ Worldwide Limited and its subsidiaries.

We are a holding company with nominal net worth. We do not have any assets or conduct any business operations other than our investments in our subsidiaries. Our business operations are conducted primarily out of our indirect operating subsidiary, DTZ Worldwide Limited. As a result, our ability to pay dividends, if any, will be dependent upon cash dividends and distributions or other transfers from our subsidiaries. Payments to us by our subsidiaries will be contingent upon their respective earnings and subject to any limitations on the ability of such entities to make payments or other distributions to us. See "Note 10: Long-Term Debt and Other Borrowings". Our 2018 First Lien Credit Agreement and the indenture governing the 2020 Notes impose operating and financial restrictions on us, and in the event of a default, all of our borrowings would become immediately due and payable. In addition, our subsidiaries, including our indirect operating subsidiary, DTZ Worldwide Limited, are separate and distinct legal entities and have no obligation to make any funds available to us.

If securities or industry analysts do not publish, cease publishing or publish inaccurate or unfavorable research about our business, or if they adversely change their recommendations regarding our ordinary shares, our ordinary share price and trading volume could decline.

The trading market for our ordinary shares depends in part on the research and reports that securities or industry analysts publish about us or our business. If securities or industry analysts do not establish and maintain adequate research coverage, or if one or more of the analysts who may cover us downgrades our ordinary shares or publishes inaccurate or unfavorable research about our business, our ordinary share price would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our ordinary shares could decrease, which could cause our ordinary share price and trading volume to decline.

Risks Related to Our Indebtedness

Our 2018 First Lien Credit Agreement imposes operating and financial restrictions on us, and in an event of a default, all of our borrowings would become immediately due and payable.

The credit agreement, dated as of August 21, 2018 (as amended on December 20, 2019 and January 30, 2020, the "2018 First Lien Credit Agreement"), which governs our $2.7 billion term loan (the "2018 First Lien Loan") and $1.0 billion revolving credit facility (the "Revolver"), imposes, and the terms of any future debt may impose, operating and other restrictions on us and many of our subsidiaries. These restrictions affect, and in many respects limit or prohibit, our ability to:

- plan for or react to market conditions;

- meet capital needs or otherwise carry out our activities or business plans; and
- finance ongoing operations, strategic acquisitions, investments or other capital needs or engage in other business activities that would be in our interest, including:
    - incurring or guaranteeing additional indebtedness;
    - granting liens on our assets;
    - undergoing fundamental changes;
    - making investments;
    - selling assets;
    - making acquisitions;
    - engaging in transactions with affiliates;
    - amending or modifying certain agreements relating to junior financing and charter documents;
    - paying dividends or making distributions on or repurchases of share capital;
    - repurchasing equity interests or debt;
    - transferring or selling assets, including the stock of subsidiaries; and
    - issuing subsidiary equity or entering into consolidations and mergers.

In addition, under certain circumstances we will be required to satisfy and maintain a specified financial ratio under the 2018 First Lien Credit Agreement. Our ability to comply with the terms of our 2018 First Lien Credit Agreement can be affected by events beyond our control, including prevailing economic, financial market and industry conditions, and we cannot give assurance that we will be able to comply when required. These terms could have an adverse effect on our business by limiting our ability to take advantage of financing, merger and acquisition or other opportunities. We continue to monitor our projected compliance with the terms of our 2018 First Lien Credit Agreement.

A breach of any restrictive covenants in our 2018 First Lien Credit Agreement could result in an event of default. If any such event of default occurs, the lenders under our 2018 First Lien Credit Agreement may elect to declare all outstanding borrowings, together with accrued interest and other fees, to be immediately due and payable. The lenders under our 2018 First Lien Credit Agreement also have the right in these circumstances to terminate any commitments they have to provide further borrowings and to foreclose on collateral pledged thereunder. In addition, an event of default under our 2018 First Lien Credit Agreement could trigger a cross-default or cross- acceleration under our other material debt instruments and credit agreements, if any.

The 2018 First Lien Loan is jointly and severally guaranteed by substantially all of our material subsidiaries organized in the United States, England and Wales, subject to certain exceptions. Each guarantee is secured by a pledge of substantially all of the assets of the subsidiary giving the pledge.

Moody’s Investors Service, Inc. and S&P Global Ratings rate our significant outstanding debt. These ratings, and any downgrades or any written notice of any intended downgrading or of any possible change, may affect our ability to borrow as well as the costs of our future borrowings.

We have a substantial amount of indebtedness, which may adversely affect our available cash flow and our ability to operate our business, remain in compliance with debt covenants and make payments on our indebtedness.

We have a substantial amount of indebtedness. As of December 31, 2021, our total debt was approximately $3.3 billion, nearly all of which consisted of the 2018 First Lien Loan and our 2020 Notes. As of December 31, 2021, we had $0.0 outstanding funds drawn under our Revolver.

Our level of indebtedness increases the possibility that we may be unable to pay the principal amount of our indebtedness and other obligations when due. Our substantial indebtedness, combined with our other financial obligations and contractual commitments, could have important consequences. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to our indebtedness, and any failure to comply with the obligations under any of our debt instruments, including restrictive covenants, could result in an event of default under such instruments;
- make us more vulnerable to adverse changes in general economic, industry and competitive conditions and adverse changes in government regulation;

- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes;
- expose us to the risk that if unhedged, or if our hedges are ineffective, interest expense on our variable rate indebtedness will increase;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that are less highly leveraged and therefore able to take advantage of opportunities that our indebtedness prevents us from exploiting;
- limit our ability to borrow additional amounts for working capital, capital expenditures, acquisitions, debt service requirements, execution of our business strategy or other purposes; and
- cause us to pay higher rates if we need to refinance our indebtedness at a time when prevailing market interest rates are unfavorable.

Any of the above listed factors could have a material adverse effect on our business, prospects, results of operations and financial condition.

Furthermore, our interest expense would increase if interest rates increase because our debt under our 2018 First Lien Credit Agreement bears interest at floating rates, which could adversely affect our cash flows. If we do not have sufficient earnings to service our debt, we may be required to refinance all or part of our existing debt, including the 2018 First Lien Loan, sell assets, borrow more money or sell additional equity. There is no guarantee that we would be able to meet these requirements.

In addition, the majority of our debt, including our 2018 First Lien Loan and the Revolver, bears interest at variable interest rates, including the London Interbank Offered Rate (“LIBOR”). On March 5, 2021, ICE Benchmark Administration (“IBA”) confirmed it would cease publication of Overnight, 1, 3, 6 and 12 Month USD LIBOR settings immediately following the LIBOR publication on June 30, 2023. IBA also ceased publishing 1 Week and 2 Month USD LIBOR settings immediately following the LIBOR publication on December 31, 2021. The Alternative Reference Rates Committee (ARCC), which was convened by the Federal Reserve Board and the New York Fed, has identified the Secured Overnight Financing Rate (“SOFR”) as the recommended risk-free alternative rate for USD LIBOR. The extended cessation date for most USD LIBOR tenors will allow for more time for existing legacy USD LIBOR contracts to mature and provide additional time to continue to prepare for the transition from LIBOR. At this time, it is not possible to predict the effect any discontinuance, modification or other reforms to LIBOR, or the establishment of alternative reference rates such as SOFR, or any other reference rate, will have on the Company or its borrowing costs.

Despite our current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt, which could further exacerbate the risks associated with our substantial leverage.

We may incur additional debt from time to time to finance strategic acquisitions, investments, joint ventures or for other purposes, subject to the restrictions contained in the documents governing our indebtedness. Although our 2018 First Lien Credit Agreement and the indenture governing the 2020 Notes contain restrictions on the incurrence of additional debt, these restrictions are subject to a number of significant qualifications and exceptions, and the debt incurred in compliance with these restrictions could be substantial. If we incur additional debt, the risks associated with our leverage, including our ability to service our debt, would increase.

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control, and any failure to meet our debt service obligations could have a material adverse effect on our business, prospects, results of operations and financial condition.

Our ability to pay interest on and principal of our debt obligations principally depends upon our operating performance. As a result, prevailing economic conditions and financial, business and other factors, many of which are beyond our control, will affect our ability to make these payments and reduce indebtedness over time.

In addition, we conduct our operations through our subsidiaries. Accordingly, repayment of our indebtedness is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us by dividend, debt repayment or otherwise. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each of our subsidiaries is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries.

If we do not generate sufficient cash flow from operations to satisfy our debt service obligations, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets or seeking to raise additional capital. Our ability to restructure or refinance our indebtedness, if at all, will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt instruments may restrict us from adopting some of these alternatives. Our inability to generate sufficient cash flow to satisfy our debt service obligations, or to refinance our obligations at all or on commercially reasonable terms, could affect our ability to satisfy our debt obligations and have a material adverse effect on our business, prospects, results of operations and financial condition.

Legal and Regulatory Risks

We are subject to various litigation risks and may face financial liabilities and/or damage to our reputation as a result of litigation.

We are exposed to various litigation risks and from time to time are party to various legal proceedings that involve claims for substantial amounts of money. We depend on our business relationships and our reputation for high-caliber professional services to attract and retain clients.

As a result, allegations against us, irrespective of the ultimate outcome of that allegation, may harm our professional reputation and as such materially damage our business and its prospects, in addition to any financial impact.

As a licensed real estate broker and provider of commercial real estate services, we and our licensed sales professionals and independent contractors that work for us are subject to statutory due diligence, disclosure and standard-of-care obligations. Failure to fulfill these obligations could subject us or our sales professionals or independent contractors to litigation from parties who purchased, sold or leased properties that we brokered or managed in the jurisdictions in which we operate.

We are subject to claims by participants in real estate sales and leasing transactions, as well as building owners and companies for whom we provide management services, claiming that we did not fulfill our obligations. We are also subject to claims made by clients for whom we provided appraisal and valuation services and/or third parties who perceive themselves as having been negatively affected by our appraisals and/or valuations. We also could be subject to audits and/or fines from various local real estate authorities if they determine that we are violating licensing laws by failing to follow certain laws, rules and regulations.

In our Property, facilities and project management service line, we hire and supervise third-party contractors to provide services for our managed properties. We may be subject to claims for defects, negligent performance of work or other similar actions or omissions by third parties we do not control. Moreover, our clients may seek to hold us accountable for the actions of contractors because of our role as property or facilities manager or project manager, even if we have technically disclaimed liability as a contractual matter, in which case we may be pressured to participate in a financial settlement for purposes of preserving the client relationship.

Because we employ large numbers of building staff in facilities that we manage, we face the risk of potential claims relating to employment injuries, termination and other employment matters. While we are generally indemnified by the building owners in respect of such claims, we can provide no assurance that will continue to be the case. We also face employment-related claims as an employer with respect to our corporate and other employees for which we would bear ultimate responsibility in the event of an adverse outcome in such matters.

In addition, especially given the size of our operations, there is always a risk that a third party may claim that our systems or offerings, including those used by our brokers and clients, may infringe such third party’s intellectual property rights and may result in claims or suits by third parties. Any such claims or litigation, whether successful or unsuccessful, could require us to enter into settlement agreements with such third parties (which may not be on terms favorable to us), to stop or revise our use or sale of affected systems, products or services or to pay damages, which could materially negatively affect our business.

Adverse outcomes of property and facilities management disputes and related or other litigation could have a material adverse effect on our business, financial condition, results of operations and prospects, particularly to the extent we may be liable on our contracts, or if our liabilities exceed the amounts of the insurance coverage procured and maintained by us. Some of these litigation risks may be mitigated by the commercial insurance policies we maintain. However, in the event of a substantial loss or certain types of claims, our insurance coverage and/or self-insurance reserve levels might not be sufficient to pay the full damages.

Additionally, in the event of grossly negligent or intentionally wrongful conduct, insurance policies that we may have may not cover us at all. Further, the value of otherwise valid claims we hold under insurance policies could become uncollectible in the event of the covering insurance company's insolvency, although we seek to limit this risk by placing our commercial insurance only with highly rated companies. Any of these events could materially negatively impact our business, financial condition, results of operations and prospects.

U.S. investors may have difficulty enforcing civil liabilities against our company, our directors or members of senior management.

We are incorporated under the laws of England and Wales. The United States and the United Kingdom do not currently have a treaty providing for the recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. The enforceability of any judgment of a U.S. federal or state court in the United Kingdom will depend on the laws and any treaties in effect at the time, including conflicts of laws principles (such as those bearing on the question of whether a U.K. court would recognize the basis on which a U.S. court had purported to exercise jurisdiction over a defendant). In this context, there is doubt as to the enforceability in the United Kingdom of civil liabilities based solely on the federal securities laws of the United States. In addition, awards for punitive damages in actions brought in the United States or elsewhere may be unenforceable in the United Kingdom. An award for monetary damages under U.S. securities laws would likely be considered punitive if it did not seek to compensate the claimant for loss or damage suffered and was intended to punish the defendant.

English law and provisions in our articles of association may have anti-takeover effects that could discourage an acquisition of us by others, even if an acquisition would be beneficial to our shareholders, and may prevent attempts by our shareholders to replace or remove our current management.

Certain provisions of the U.K. Companies Act 2006 and our articles of association may have the effect of delaying or preventing a change in control of us or changes in our management. For example, our articles of association include provisions that:

- create a classified board of directors whose members serve staggered three-year terms (but remain subject to removal as provided in our articles of association);
- establish an advance notice procedure for shareholder approvals to be brought before an annual meeting of our shareholders, including proposed nominations of persons for election to our board of directors;
- provide our board of directors the ability to grant rights to subscribe for our ordinary shares and/or depositary interests representing our ordinary shares without shareholder approval, which could be used to, among other things, institute a rights plan that would have the effect of significantly diluting the share ownership of a potential hostile acquirer;
- provide certain mandatory offer provisions, including, among other provisions, that a shareholder, together with persons acting in concert, that acquires 30 percent or more of our issued shares without making an offer to all of our other shareholders that is in cash or accompanied by a cash alternative would be at risk of certain sanctions from our board of directors unless they acted with the consent of our board of directors or the prior approval of the shareholders; and
- provide that vacancies on our board of directors may be filled by a vote of the directors or by an ordinary resolution of the shareholders, including where the number of directors is reduced below the minimum number fixed in accordance with the articles of association.

In addition, public limited companies are prohibited under the U.K. Companies Act 2006 from taking shareholder action by written resolution.

These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management. See also "—Provisions in the U.K. City Code on Takeovers and Mergers may have anti-takeover effects that could discourage an acquisition of us by others, even if an acquisition would be beneficial to our shareholders."

Provisions in the U.K. City Code on Takeovers and Mergers may have anti-takeover effects that could discourage an acquisition of us by others, even if an acquisition would be beneficial to our shareholders.

The U.K. City Code on Takeovers and Mergers ("Takeover Code") applies, among other things, to an offer for a public company whose registered office is in the United Kingdom (or the Channel Islands or the Isle of Man) and whose securities are not admitted to trading on a regulated market in the United Kingdom (or the Channel Islands or the Isle of Man) if the company is considered by the Panel on Takeovers and Mergers ("Takeover Panel") to have its place of central management and control in the United Kingdom (or the Channel Islands or the Isle of Man). This is known as the "residency test." The test for central management and control under the Takeover Code is different from that used by the U.K. tax authorities. Under the Takeover Code, the Takeover Panel will determine whether we have our place of central management and control in the United Kingdom by looking at various factors, including the structure of our board of directors, the functions of the directors and where they are resident.

If at the time of a takeover offer the Takeover Panel determines that we have our place of central management and control in the United Kingdom, we would be subject to a number of rules and restrictions, including but not limited to the following: (1) our ability to enter into deal protection arrangements with a bidder would be extremely limited; (2) we might not, without the approval of our shareholders, be able to perform certain actions that could have the effect of frustrating an offer, such as issuing shares or carrying out acquisitions or disposals; and (3) we would be obliged to provide equality of information to all bona fide competing bidders.

As a public limited company incorporated in England and Wales, certain capital structure decisions will require shareholder approval, which may limit our flexibility to manage our capital structure.

The U.K. Companies Act 2006 provides that a board of directors of a public limited company may only allot shares (or grant rights to subscribe for or convertible into shares) with the prior authorization of shareholders, such authorization stating the maximum amount of shares that may be allotted under such authorization and specify the date on which such authorization will expire, being not more than five years, each as specified in the articles of association or relevant shareholder resolution. We have obtained authority from our shareholders to allot additional shares for a period of five years from July 18, 2018 (being the date on which the shareholder resolution was passed), which authorization will need to be renewed at least upon expiration (i.e., five years from July 18, 2018) but may be sought more frequently for additional five-year terms (or any shorter period).

Subject to certain limited exceptions, the U.K. Companies Act 2006 generally provides that existing shareholders of a company have statutory pre-emption rights when new shares in such company are allotted and issued for cash. However, it is possible for such statutory pre-emption right to be disapplied by either the articles of association of the company, or by shareholders passing a special resolution at a general meeting, being a resolution passed by at least 75% of the votes cast. Such a disapplication of statutory pre-emption rights may not be for more than five years from the date of adoption of the articles of association, if the disapplication is contained in the articles of association, or from the date of the special resolution, if the disapplication is by special resolution. We have obtained authority from our shareholders to disapply statutory pre-emption rights for a period of five years from July 18, 2018, which disapplication will need to be renewed upon expiration (i.e., at least every five years) to remain effective, but may be sought more frequently for additional five-year terms (or any shorter period).

Subject to certain limited exceptions, the U.K. Companies Act 2006 generally prohibits a public limited company from repurchasing its own shares without the prior approval of its shareholders by ordinary resolution, being a resolution passed by a simple majority of votes cast, and subject to compliance with other statutory formalities. Such authorization may not be for more than five years from the date on which such ordinary resolution is passed.

Our articles of association provide that the courts of England and Wales will be the exclusive forum for the resolution of all shareholder complaints other than complaints asserting a cause of action arising under the Securities Act, and that the U.S. federal district courts will be the exclusive forum for the resolution of any shareholder complaint asserting a cause of action arising under the Securities Act.

Our articles of association provide that the courts of England and Wales will be the exclusive forum for resolving all shareholder complaints other than shareholder complaints asserting a cause of action arising under the Securities Act, and that the U.S. federal district courts will be the exclusive forum for resolving any shareholder complaint asserting a cause of action arising under the Securities Act. This choice of forum provision may limit a shareholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits. If a court were to find either choice of forum provision contained in our articles of association to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our results of operations and financial condition.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements under “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Annual Report may contain forward-looking statements that reflect our current views with respect to, among other things, future events, results and financial performance, which are intended to be covered by the safe harbor provisions for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995.

These statements can be identified by the fact that they do not relate strictly to historical or current facts, and you can often identify these forward-looking statements by the use of forward-looking words such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “could,” “seeks,” “approximately,” “predicts,” “intends,” “plans,” “estimates,” “anticipates,” “target,” “projects,” “forecasts,” “shall,” “contemplates” or the negative version of those words or other comparable words. Any forward-looking statements contained in this Annual Report are based upon our historical performance and on our current plans, estimates and expectations in light of information currently available to us. The inclusion of this forward-looking information should not be regarded as a representation by us that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy and liquidity. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. You should not place undue reliance on any forward-looking statements and should consider the following factors, as well as the factors discussed under “Risk Factors” in Part I, Item 1A herein. We believe that these factors include, but are not limited to:

- disruptions in general economic, social and business conditions, particularly in geographies or industry sectors that we or our clients serve;
- disruptions to our business and to our clients' businesses caused by COVID-19;
- our ability to retain our senior management and attract and retain qualified and experienced employees;
- the inability of our acquisitions and joint ventures to perform as expected and the unavailability of similar future opportunities;
- the concentration of business with corporate clients;
- our ability to execute information technology strategies, maintain the security of our information and technology networks and avoid or minimize the effect of a cyber-attack or an interruption or failure of our information technology, communications systems or data services;
- our ability to comply with new laws or regulations and changes in existing laws or regulations and to make correct determinations in complex tax regimes;
- our ability to execute on our strategy for operational efficiency successfully;
- our ability to compete globally, or in local geographic markets or service lines that are material to us, and the extent to which further industry consolidation, fragmentation or innovation could lead to significant future competition;
- social, political and economic risks in different countries as well as foreign currency volatility;
- our reliance on our Principal Shareholders and the fact that the Principal Shareholders have significant influence over us and key decisions about our business;
- the seasonality of significant portions of our revenue and cash flow;
- the possibility we may face financial liabilities and/or damage to our reputation as a result of litigation;
- the possibility we may be subject to environmental liability as a result of our role as a property or facility manager or developer of real estate;
- the operating and financial restrictions that our 2018 First Lien Credit Agreement and the indenture governing the 2020 Notes impose on us and the possibility that in an event of default all of our borrowings may become immediately payable;
- the substantial amount of our indebtedness, our ability and the ability of our subsidiaries to incur substantially more debt and our ability to generate cash to service our indebtedness;

- the possibility that the rights of our shareholders may differ from the rights typically offered to shareholders of a U.S. corporation organized in Delaware or that U.S. investors may have difficulty enforcing civil liabilities against our company, our directors or members of senior management; and
- the possibility that English law and provisions in our articles of association may have anti-takeover effects that could discourage an acquisition of us by others or require shareholder approval for certain capital structure decisions.

The factors identified above should not be construed as an exhaustive list of factors that could affect our future results and should be read in conjunction with the other cautionary statements that are included in this Annual Report. The forward-looking statements made in this Annual Report are made only as of the date of this Annual Report. We do not undertake any obligation to publicly update or review any forward-looking statement except as required by law, whether as a result of new information, future developments or otherwise.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from what we may have expressed or implied by these forward-looking statements. You should specifically consider the factors identified in this Annual Report that could cause actual results to differ before making an investment decision to purchase our ordinary shares.
Furthermore, new risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our principal executive offices are located at 125 Old Broad Street, London, United Kingdom, EC2N 1AR, and our telephone number is +44 20 3296 3000.

We operate from over 400 company and affiliated offices in approximately 60 countries. We operate 233 offices in the Americas, 116 offices in EMEA and 53 offices in APAC.

Our strategy is to lease rather than own offices. In general, these leased offices are fully utilized. The most significant terms of the leasing arrangements for our offices are the term of the lease and the rent. Our leases have terms varying in duration. The rent payable under our office leases varies significantly from location to location as a result of differences in prevailing commercial real estate rates in different geographic locations. Our management believes that no single office lease is material to our business, results of operations or financial condition. In addition, we believe there is adequate alternative office space available at acceptable rental rates to meet our needs, although adverse movements in rental rates in some markets may negatively affect our profits in those markets when we enter into new leases.

Item 3. Legal Proceedings

From time to time, we are party to a number of pending or threatened lawsuits arising out of, or incident to, the ordinary course of our business. The amounts claimed in these lawsuits can vary significantly, and some may be substantial. Our management believes that any liability imposed on us that may result from disposition of these lawsuits will not have a material effect on our consolidated financial position or results of operations. However, litigation is inherently uncertain and there could be a material adverse impact on our financial position and results of operations if one or more matters are resolved in a particular period in an amount materially in excess of what we anticipate. Refer to "Risk Factors" under Part I, Item 1A in this Annual Report.

We establish reserves in accordance with FASB guidance on Accounting for Contingencies should a liability arise that is both probable and reasonably estimable. We adjust these reserves as needed to respond to subsequent changes in events. Refer to Note 16: Commitments and Contingencies in our Consolidated Financial Statements.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Stock Price Information

Our ordinary shares have been listed for trading on the NYSE under the symbol "CWK" since August 2, 2018. Prior to this, the share price was based off an internally calculated value developed based on the enterprise value of the Company. The approximate number of record holders of the Company's ordinary shares as of February 23, 2022 was 2. Because the majority of our ordinary shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

Dividend Policy

We have never declared or paid any cash dividends on our share capital. We do not expect to pay dividends on our ordinary shares for the foreseeable future. Instead, we anticipate that all of our earnings in the foreseeable future will be used for the operation and expansion of our business.

Under English law, any payment of dividends would be subject to relevant legislation and our articles of association, which provide that all dividends must be approved by our board of directors and, in some cases, our shareholders, and may only be paid from our distributable profits available for the purpose, determined on an unconsolidated basis. Future cash dividends, if any, will be at the discretion of our board of directors and will depend upon, among other things, our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors the board of directors may deem relevant. The timing and amount of any future dividend payments will be at the discretion of our board of directors.

Equity Compensation Plans

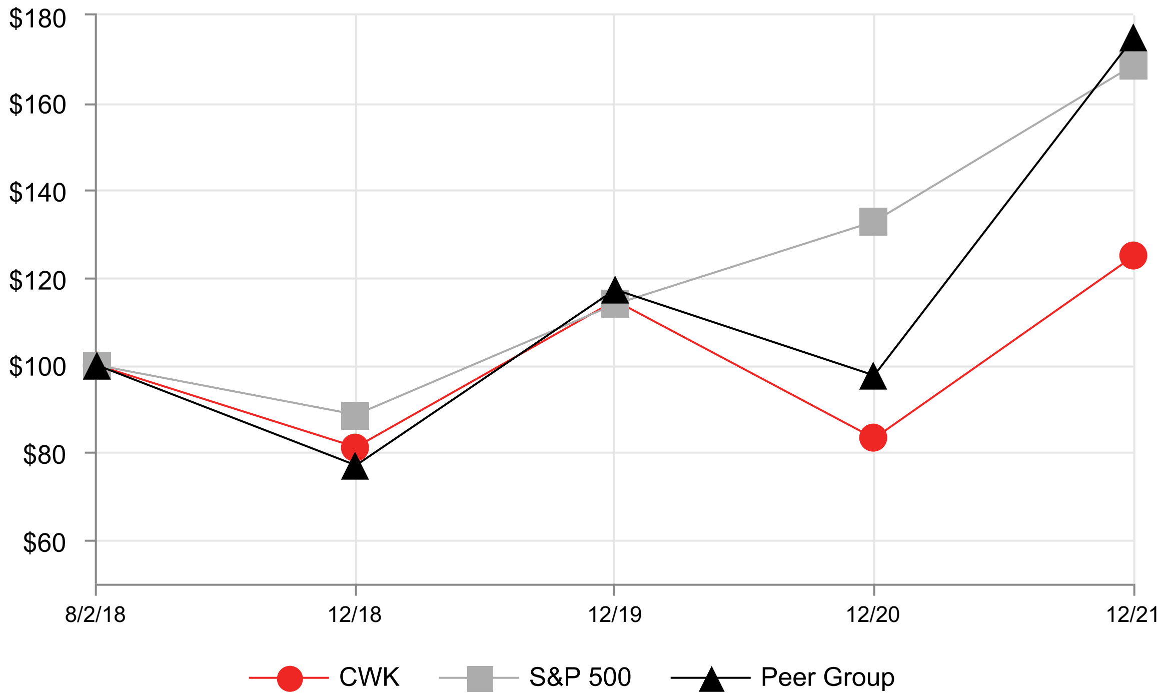
The information required by this item is incorporated by reference to the information appearing in the Proxy Statement for our 2022 Annual General Meeting of Shareholders.

Stock Performance Graph

The following graph shows our cumulative total shareholder return for the period beginning August 2, 2018, the day public trading of shares began, and ending on December 31, 2021. The graph also shows the cumulative total returns of the Standard & Poor’s 500 Stock Index, or S&P 500 Index, and our industry peer groups.

The comparison below assumes $100 was invested on August 2, 2018 in our ordinary shares and in each of the indices shown and assumes that all dividends were reinvested. Our stock price performance shown in the following graph is not necessarily indicative of future stock price performance. Our industry peer group is comprised of Jones Lang LaSalle Incorporated (NYSE: JLL) and CBRE Group, Inc. (NYSE: CBRE), global commercial real estate services companies publicly traded in the United States, as they represent our current primary competitors.

Comparison of Year-to-date Cumulative Total Return(1)
AMONG CUSHMAN AND WAKEFIELD PLC, THE S&P 500 INDEX(2), AND A PEER GROUP



	8/2/18	12/18	12/19	12/20	12/21
CWK	100.00	81.25	114.77	83.27	124.87
S&P 500	100.00	88.67	113.94	132.85	168.58
Peer Group	100.00	77.09	117.28	97.65	174.8

(1) $100 invested on August 2, 2018 in stock or index-including reinvestment of dividends and adjustment for stock splits.

On August 2, 2018, the Company successfully completed an initial public offering (the IPO), listing the firm on the New York Stock Exchange (NYSE: CWK). All periods presented after August 2, 2018 (the IPO) in the graph above are presented as of year-end.

This graph shall not be deemed incorporated by reference by any general statement incorporating by reference this Form 10-K into any filing under the Securities Act or under the U.S. Securities Exchange Act, of 1934, as amended (the "Exchange Act"), except to the extent that we specifically incorporate this information by reference therein, and shall not otherwise be deemed filed under the Securities Act or under the Exchange Act.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our Consolidated Financial Statements and related notes included elsewhere in this Annual Report on Form 10-K.

As discussed in “Cautionary Note Regarding Forward-Looking Statements,” the following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may materially differ from those discussed in such forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those identified below and those discussed in “Risk Factors” in Part I, Item 1A in this Annual Report. Our fiscal year ends December 31. With respect to presentation, all statements asserting an "increase" or "decrease" relate to changes from prior applicable periods of comparison.

Overview

Cushman & Wakefield is a leading global commercial real estate services firm with an iconic brand and approximately 50,000 employees led by an experienced executive team. We operate from over 400 offices in approximately 60 countries, managing over 4.8 billion square feet of commercial real estate space on behalf of institutional, corporate and private clients. We serve the world's real estate owners and occupiers, delivering a broad suite of services through our integrated and scalable platform. Our business is focused on meeting the increasing demands of our clients through a comprehensive offering of services including Property, facilities and project management, Leasing, Capital markets and Valuation and other services.

Outlook and Recent Developments

In December 2021, we finalized our strategic investment of $500 million in Greystone, a leading commercial real estate finance company, acquiring a 40% interest in Greystone's Agency, FHA and Servicing businesses. This investment expands our presence in the multifamily sector and enables us to deliver best-in class advisory services and capital solutions to existing, joint and new clients of both firms nationwide. We expect this to be immediately accretive to our operating results.

In October 2021, we made a strategic investment of $150 million in WeWork, one of the leading global flexible space providers. This exclusive partnership is intended to provide clients with best-in class office operations by combining WeWork's proprietary hospitality and technology-enabled services with Cushman & Wakefield's industry leading asset and facilities management services.

Additionally, over the past two years, in connection with our strategic realignment of the business and other operating efficiency initiatives, we have: (1) streamlined the organization to better align with our service model, (2) enhanced our nimbleness and speed in the marketplace, (3) improved the efficiency of our operating units, and (4) optimized the business functions and back office.

Highlights from fiscal year 2021:

- Revenue of $9.4 billion was up 20% (18% local currency) from 2020. Service line fee revenue of $6.9 billion was up 26% (24% local currency) versus prior year as a result of the recovery in Leasing and Capital Markets.
- Net income and earnings per share for 2021 were $250.0 million and $1.12, respectively.
- Adjusted EBITDA was $886.4 million, up 76% (73% local currency). Adjusted EBITDA margin of 12.9% expanded nearly 365 basis points from the prior year.
- Achieved $125 million of gross savings in 2021 from operating efficiency initiatives.
- Generated strong cash flow from operations of $549.5 million for the year.

Impact of COVID-19

The ongoing presence of COVID-19 continues to present significant risks to the Company. Countries around the world continue to deploy public health and safety protocols by instituting quarantine measures, mandating business and school closures or restricting travel, all of which continue to impact the Company's operations. Our clients, and our employees who support them, have had to navigate an extremely fluid and ever-changing environment. The commercial real estate sector has shown resiliency during the pandemic, and we continue to see encouraging signs of recovery, as revenue across all segments and service lines increased as compared to 2020, including brokerage where revenue in 2021 exceeded pre-pandemic levels (2019). The extent to which the COVID-19 pandemic may impact our operations and financial results in the future will depend on evolving factors that we may not be able to accurately predict, including the duration and scope of the pandemic and any further governmental actions or restrictions around the world.

Overall, we believe that we have sufficient liquidity to satisfy our working capital and other funding requirements with internally generated cash flows and, as necessary, cash on hand and borrowings under our revolving credit facility, despite any uncertainty that persists related to the COVID 19-pandemic. As discussed in “Liquidity and Capital Resources” below, the Company had liquidity of approximately $1.8 billion as of December 31, 2021, comprising of cash and cash equivalents of $0.8 billion and an undrawn revolving credit facility of $1.0 billion.

The Company continues to monitor the circumstances and may take actions that could affect our business operations and performance. These actions may result from requirements mandated by federal, state or local authorities or that we determine to be in the best interests of our employees, customers, and shareholders. The circumstances surrounding COVID-19 at a global level remain fluid, and the potential for an adverse impact on the Company will continue as COVID-19 continues to impact economic activity in the United States and in other countries. Refer to Part I, Item 1A. “Risk Factors” for further information.

Critical Accounting Policies and Estimates

Our Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), which requires us to make estimates and assumptions that affect reported amounts. The estimates and assumptions are based on historical experience, current facts and circumstances, and on other factors that we believe to be reasonable. Actual results may differ from those estimates and assumptions. We review these estimates on a periodic basis to ensure reasonableness. We have identified all significant accounting policies in Note 2: Summary of Significant Accounting Policies of the Notes to the Consolidated Financial Statements. The following are the critical accounting policies where estimates and assumptions could materially affect the application of the policies.

Revenue Recognition

Revenue is recognized upon transfer of control of promised services to clients in an amount that reflects the consideration the Company expects to receive in exchange for those services, in accordance with Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers* ("Topic 606"), The Company enters into contracts and earns revenue from its Property, facilities and project management, Leasing, Capital markets and Valuation and other service lines. Revenue is recognized net of any taxes collected from customers.

A performance obligation is a promise in a contract to transfer a distinct service or a series of distinct services to the client and is the unit of account. A contract’s transaction price is allocated to each performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. Most service offerings are provided under agreements containing standard terms and conditions, which typically do not require any significant judgments about when revenue should be recognized. A limited number of recurring revenue arrangements and certain non-recurring revenue arrangements contain multiple performance obligations. The Company allocates the contract’s transaction price to each performance obligation using the best estimate of the standalone selling price of each distinct service in the contract. The timing and amount of revenue recognition in a period could vary if different judgments were made.

Business Combinations, Goodwill and Other Intangible Assets

We account for business combinations using the acquisition method of accounting, which requires that once control is obtained, all the assets acquired and liabilities assumed, including amounts attributable to non-controlling interests, be recorded at their respective fair values as of acquisition date. Determination of the fair values of the assets and liabilities acquired requires estimates and the use of valuation techniques when market values are not readily available. Any excess of the cost of the business combination over the fair value of the net assets acquired is recognized as goodwill on the Consolidated Balance Sheets.

Goodwill is not amortized, but rather tested for impairment at least annually, typically in the fourth quarter. The Company will test more frequently if there are indicators of impairment or whenever business and economic circumstances change, suggesting the carrying value of goodwill may not be recoverable. These indicators may include sustained significant decline in our share price and market capitalization, a decline in our expected future cash flows, or a significant adverse change in legal factors or in the business climate, among others.

The Company performs impairment reviews at the reporting unit (“RU”) level. U.S. GAAP defines an RU as a component of an operating segment if the component constitutes a business, for which discrete financial information is available, and segment management regularly reviews the operating results of that component.

When evaluating these assets for impairment, the Company may first perform a qualitative assessment to determine whether it is more likely than not that the RU is impaired. If the Company does not perform a qualitative assessment, or if the Company determines that it is not more likely than not that the fair value of the RU exceeds its carrying amount, then the goodwill impairment test becomes a quantitative analysis. If the fair value of an RU is determined to be greater than the carrying value of the RU, goodwill is recoverable, and no further testing is necessary. If the fair value of a reporting unit is less than the carrying value, a goodwill impairment loss is recognized for the amount that the carrying amount of the RU, including goodwill, exceeds its fair value, limited to the total amount of the goodwill allocated to the reporting unit.

In determining the fair value of our RUs, the Company uses a discounted cash flow (“DCF”) model based on our most current forecasts. The Company discounts the related cash flow forecasts using the weighted average cost of capital method at the date of evaluation. Preparation of forecasts and selection of the discount rate for use in the DCF model involve significant judgments, and changes in these estimates could affect the estimated fair value of one or more of our RUs and could result in a goodwill impairment charge in a future period. We also use market multiples which are obtained from quoted prices of comparable companies to corroborate our DCF model results. The combined estimated fair value of our reporting units from our DCF model often results in a premium over our market capitalization, commonly referred to as a control premium. We believe the implied control premium determined by our impairment analysis is reasonable based upon historic data of premiums paid on actual transactions within our industry.

In 2021 and 2020, we performed our goodwill impairment evaluation over five reporting units, resulting in no impairment charges as the estimated fair value of each reporting unit exceeded its carrying value.

Finite lived intangible assets, such as customer relationships, are recognized through acquisitions and subject to amortization. The Company assesses, at least quarterly, qualitative indicators related to our finite lived intangible assets to determine if any events or circumstances indicate the carrying amount of the finite lived intangible is not recoverable. In the event certain circumstances indicate potential recoverability issues, a quantitative test is performed to determine whether the carrying amount exceeds its fair value, which is calculated as the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the finite lived intangible. If the Company is required to record impairment charges in the future, they could materially impact our results of operations. No material impairment charges related to finite lived intangible assets have been recorded for the years ended December 31, 2021 and 2020.

For additional discussion on goodwill and other intangible assets, see Note 6: Goodwill and Other Intangible Assets in the Consolidated Financial Statements.

Contingencies

The Company defines a contingency as an existing condition that involves a degree of uncertainty as to a possible gain or loss that will ultimately be resolved when future events occur (or fail to occur). Under U.S. GAAP the Company is required to establish reserves for loss contingencies when the loss is probable and reasonably estimable. Furthermore, the Company must assess the likelihood of material adverse judgments or outcomes, as well as potential ranges and probability of losses. The Company determines the amount of reserves required, if any, for contingencies after diligently analyzing items individually. The required reserves may change due to new developments in each period. The Company does not recognize gain contingencies until the contingency is resolved completely and amounts due are probable of collection.

For additional discussion on contingencies, see Note 16: Commitments and Contingencies in the Consolidated Financial Statements.

Income Taxes

Income taxes are accounted for under the asset and liability method in accordance with ASC 740, *Income Taxes*. The carrying values of deferred income tax assets and liabilities reflect the application of our income tax accounting policies and are based on management’s assumptions and estimates about future operating results and levels of taxable income, and judgments regarding the interpretation of the provisions of current accounting principles.

Deferred tax assets are reduced by valuation allowances if, based on the consideration of all available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. Considerations with respect to the realizability of deferred tax assets include the period of expiration of the deferred tax asset, historical earnings and projected future taxable income by jurisdiction as well as tax liabilities for the tax jurisdiction to which the tax asset relates. Significant management judgment is required in determining the assumptions and estimates related to the amount and timing of future taxable income. Valuation allowances are evaluated periodically and will be subject to change in each future reporting period as a result of changes in various factors.

The Company bases the carrying values of liabilities and assets for income taxes currently payable and receivable on management's interpretation of applicable tax laws and also incorporates management's assumptions and judgments about using tax planning strategies in various taxing jurisdictions. Using different estimates, assumptions and judgments in accounting for income taxes, especially those that deploy tax planning strategies, may result in different carrying values of income tax assets and liabilities and changes in our results of operations.

For additional discussion on income taxes, see Note 12: Income Taxes in the Consolidated Financial Statements.

Items Affecting Comparability

When reading our financial statements and the information included in this Annual Report, it should be considered that we have experienced, and continue to experience, several material trends and uncertainties that have affected our financial condition and results of operations and that could affect future performance. We believe that the following material trends and uncertainties are important to understand the variability of our historical earnings and cash flows and any potential future variability.

Macroeconomic Conditions

Our results of operations are significantly impacted by economic trends, government policies and the global and regional real estate markets. These include the following: overall economic activity; changes in interest rates; the impact of tax and regulatory policies; changes in employment rates; level of commercial construction spending; the cost and availability of credit; the impact of the COVID-19 global pandemic; demand for commercial real estate; and the geopolitical environment.

Our operating model helps to partially mitigate the negative effect of difficult market conditions on our margins as a substantial portion of our costs are variable compensation expenses, specifically commissions and bonuses paid to our professionals in our Leasing and Capital market service lines. Nevertheless, adverse economic trends could pose significant risks to our operating performance and financial condition.

Acquisitions

Our results include the incremental impact of completed transactions from the date of acquisition, which may impact the comparability of our results on a year-over-year basis. Additionally, there is generally an adverse impact on net income for a period of time after the completion of an acquisition driven by transaction-related and integration expenses. We have historically used strategic and in-fill acquisitions and joint ventures to add new service capabilities, to increase our scale within existing capabilities and to expand our presence in new or existing geographic regions globally. We believe that strategic acquisitions and partnerships will increase revenue, provide cost synergies and generate incremental income in the long term.

Seasonality

A significant portion of our revenue is seasonal, especially for service lines such as Leasing and Capital markets. This impacts the comparison of our financial condition and results of operations on a quarter-by-quarter basis. Generally, our industry is focused on completing transactions by calendar year-end with a significant concentration of activity in the last quarter of the calendar year while certain expenses are recognized more evenly throughout the calendar year. Historically, our revenue and operating income tend to be lowest in the first quarter, and highest in the fourth quarter of each year. The Property, facilities and project management service line partially mitigates this intra-year seasonality, due to the recurring nature of this service line, which generates more stable revenues throughout the year.

International Operations

Our business consists of service lines operating in multiple regions inside and outside of the U.S. Our international operations expose us to global economic trends as well as foreign government tax, regulatory and policy measures.

Additionally, outside of the U.S., we generate earnings in other currencies and are subject to fluctuations relative to the U.S. dollar ("USD"). As we continue to grow our international operations through acquisitions and organic growth, these currency fluctuations, most notably the Australian dollar, euro and British pound sterling, have the potential to positively or adversely affect our operating results measured in USD. It can be difficult to compare period-over-period financial statements when the movement in currencies against the USD does not reflect trends in the local underlying business as reported in its local currency.

In order to assist our investors and improve comparability of results, we present the year-over-year changes in certain of our non-GAAP financial measures, such as Fee-based operating expenses and Adjusted EBITDA, in "local" currency. The local currency change represents the year-over-year change assuming no movement in foreign exchange rates from the prior year. We believe that this provides our management and investors with a better view of comparability and trends in the underlying operating business.

Key Performance Measures

We regularly review a number of metrics to evaluate our business, measure our progress and make strategic decisions. The measures include Segment operating expenses, Fee-based operating expenses, Adjusted EBITDA, Adjusted EBITDA margin and local currency. Certain of these metrics are non-GAAP measures currently utilized by management to assess performance, and we disclose these measures to investors to assist them in providing a meaningful understanding of our performance. See "Use of Non-GAAP Financial Measures" and "Results of Operations" below.

Use of Non-GAAP Financial Measures

We have used the following measures, which are considered "non-GAAP financial measures" under SEC guidelines:

i. Segment operating expenses and Fee-based operating expenses;

ii. Adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") and Adjusted EBITDA margin; and

iii. Local currency.

Our management principally uses these non-GAAP financial measures to evaluate operating performance, develop budgets and forecasts, improve comparability of results and assist our investors in analyzing the underlying performance of our business. These measures are not recognized measurements under GAAP. When analyzing our operating results, investors should use them in addition to, but not as an alternative for, the most directly comparable financial results calculated and presented in accordance with GAAP. Because the Company's calculation of these non-GAAP financial measures may differ from other companies, our presentation of these measures may not be comparable to similarly titled measures of other companies.

The Company believes that these measures provide a more complete understanding of ongoing operations, enhance comparability of current results to prior periods, and may be useful for investors to analyze our financial performance. The measures eliminate the impact of certain items that may obscure trends in the underlying performance of our business. The Company believes that they are useful to investors, for the additional purposes described below.

<u>Segment operating expenses and Fee-based operating expenses:</u> Consistent with GAAP, reimbursed costs for certain customer contracts are presented on a gross basis in both revenue and operating expenses for which the Company recognizes substantially no margin. Total costs and expenses include segment operating expenses as well as other expenses such as depreciation and amortization, integration and other costs related to merger, pre-IPO stock-based compensation, acquisition related costs and efficiency initiatives. Segment operating expenses includes Fee-based operating expenses and Cost of gross contract reimbursables.

We believe Fee-based operating expenses more accurately reflects the costs we incur during the course of delivering services to our clients and is more consistent with how we manage our expense base and operating margins.

<u>Adjusted EBITDA and Adjusted EBITDA margin:</u> We have determined Adjusted EBITDA to be our primary measure of segment profitability. We believe that investors find this measure useful in comparing our operating performance to that of other companies in our industry because these calculations generally eliminate integration and other costs related to merger, pre-IPO stock-based compensation, unrealized (gains) / losses on investments, acquisition related costs and efficiency initiatives and other items. Adjusted EBITDA also excludes the effects of financings, income tax and the non-cash accounting effects of depreciation and intangible asset amortization. Adjusted EBITDA margin, a non-GAAP measure of profitability as a percent of revenue, is measured against service line fee revenue.

<u>Local currency:</u> In discussing our results, we refer to percentage changes in local currency. These metrics are calculated by holding foreign currency exchange rates constant in year-over-year comparisons. Management believes that this methodology provides investors with greater visibility into the performance of our business excluding the effect of foreign currency rate fluctuations.

Results of Operations

In accordance with Item 303 of Regulation S-K, the Company has excluded the discussion of 2019 results in “Management's Discussion and Analysis of Financial Condition and Results of Operations”, as this discussion can be found in our 2020 Annual Report on Form 10-K filed with the SEC under "Management's Discussion and Analysis of Financial Condition and Results of Operations".

The following table sets forth items derived from our Consolidated Statements of Operations for the years ended December 31, 2021 and 2020 (in millions):

	Year Ended December 31,			
	2021	2020	% Change in USD	% Change in Local Currency
Revenue:				
Property, facilities and project management	$ 3,185.4	$ 2,969.7	7 %	6 %
Leasing	1,843.4	1,275.6	45 %	43 %
Capital markets	1,350.2	769.7	75 %	74 %
Valuation and other	512.1	450.8	14 %	10 %
Total service line fee revenue[(1)]	6,891.1	5,465.8	26 %	24 %
Gross contract reimbursables[(2)]	2,497.6	2,377.9	5 %	4 %
Total revenue	$ 9,388.7	$ 7,843.7	20 %	18 %
Costs and expenses:				
Cost of services provided to clients	$ 4,950.8	$ 4,077.4	21 %	18 %
Cost of gross contract reimbursables	2,497.6	2,377.9	5 %	4 %
Total costs of services	7,448.4	6,455.3	15 %	13 %
Operating, administrative and other	1,226.7	1,120.8	9 %	13 %
Depreciation and amortization	172.1	263.6	(35)%	(36)%
Restructuring, impairment and related charges	44.5	57.1	(22)%	(24)%
Total costs and expenses	8,891.7	7,896.8	13 %	11 %
Operating income (loss)	497.0	(53.1)	n.m.	n.m.
Interest expense, net of interest income	(179.5)	(163.8)	10 %	8 %
Earnings from equity method investments	21.2	8.3	n.m.	n.m.
Other income, net	1.2	32.0	(96)%	(94)%
Earnings (loss) before income taxes	339.9	(176.6)	n.m.	n.m.
Provision for income taxes	89.9	43.9	105 %	24 %
Net income (loss)	$ 250.0	$ (220.5)	n.m.	n.m.
Adjusted EBITDA	$ 886.4	$ 504.3	76 %	73 %
Adjusted EBITDA margin[(3)]	12.9 %	9.2 %		

n.m. not meaningful

(1) Service line fee revenue represents revenue for fees generated from each of our service lines

(2) Gross contract reimbursables reflects revenue from clients which have substantially no margin

(3) Adjusted EBITDA margin is measured against Total service line fee revenue

Adjusted EBITDA is calculated as follows (in millions):

	Year Ended December 31,	
	2021	2020
Net income (loss)	$ 250.0	$ (220.5)
Add/(less):		
Depreciation and amortization	172.1	263.6
Interest expense, net of interest income	179.5	163.8
Provision for income taxes	89.9	43.9
Unrealized loss on investments[1]	10.4	—
Integration and other costs related to merger[2]	32.4	64.0
Pre-IPO stock-based compensation[3]	5.4	19.2
Acquisition related costs and efficiency initiatives[4]	140.4	154.1
Other[5]	6.3	16.2
Adjusted EBITDA	$ 886.4	$ 504.3

(1) Represents an unrealized loss of $21.0 million related to our investment in WeWork, offset by unrealized gains of $10.6 million on other fair value investments during the year ended December 31, 2021. No unrealized gains or losses were recorded in the year ended December 31, 2020.

(2) Integration and other costs related to merger include certain direct and incremental integration and restructuring efforts.

(3) Pre-IPO stock-based compensation represents non-cash compensation expense associated with our pre-IPO equity compensation plans. Refer to Note 13: Stock-Based Payments of the Notes to the Consolidated Financial Statements for the year ended December 31, 2021 for additional information.

(4) Acquisition related costs and efficiency initiatives reflect costs incurred to implement operating efficiency initiatives to allow the Company to be a nimbler and more agile partner to its clients, as well as incremental costs related to in-fill M&A.

(5) Other includes COVID-19 related items including contributions to the Global Employee Assistance Fund and preparation costs for employee return to office, which totaled $5.6 million and $15.6 million for the years ended December 31, 2021 and 2020, respectively.

Below is a summary of Total costs and expenses (in millions):

	Year Ended December 31,	
	2021	2020
Americas Fee-based operating expenses	$ 4,281.8	$ 3,423.3
EMEA Fee-based operating expenses	864.7	792.9
APAC Fee-based operating expenses	891.8	763.1
Cost of gross contract reimbursables	2,497.6	2,377.9
Segment operating expenses:	8,535.9	7,357.2
Depreciation and amortization	172.1	263.6
Integration and other costs related to merger[1]	32.4	64.0
Pre-IPO stock-based compensation[2]	5.4	19.2
Acquisition related costs and efficiency initiatives[3]	139.6	176.6
Other[4]	6.3	16.2
Total costs and expenses	$ 8,891.7	$ 7,896.8

(1) Integration and other costs related to merger include certain direct and incremental integration and restructuring efforts.

(2) Pre-IPO stock-based compensation represents non-cash compensation expense associated with our pre-IPO equity compensation plans. Refer to Note 13: Stock-Based Payments of the Notes to the Consolidated Financial Statements for the year ended December 31, 2021 for additional information.

(3) Acquisition related costs and efficiency initiatives reflect costs incurred to implement operating efficiency initiatives to allow the Company to be a nimbler and more agile partner to its clients, as well as incremental costs related to in-fill M&A.

(4) Other includes COVID-19 related items including contributions to the Global Employee Assistance Fund and preparation costs for employee return to office, which totaled $5.6 million and $15.6 million for the years ended December 31, 2021 and 2020, respectively.

Year ended December 31, 2021 compared to year ended December 31, 2020

Revenue

Revenue was $9.4 billion, an increase of $1,545.0 million or 20% compared to the year ended December 31, 2020. We generated strong revenue growth across all service lines including brokerage where revenue exceeded pre-pandemic levels. Revenue growth in Capital markets and Leasing of $580.5 million and $567.8 million, respectively, reflects the recovery of brokerage activity, particularly in the Americas led by the logistics and multifamily sectors. Revenue growth in Property, facilities and project management, Gross contract reimbursables and Valuation and other of $215.7 million, $119.7 million, and $61.3 million, respectively, reflects the continued stability of the business, along with owners and occupiers' reliance on and confidence in the Company’s industry leading capabilities and thought leadership during the pandemic recovery. Geographically, Americas, EMEA and APAC contributed 85%, 9% and 6%, respectively, of the consolidated revenue growth.

Costs of services

Costs of services of $7.4 billion increased $993.1 million or 15% compared to the year ended December 31, 2020. Cost of services provided to clients increased 18% on a local currency basis principally due to higher variable costs including commissions, annual bonuses for non-fee earners and direct labor, and higher compensation costs overall, as a result of the recovery of brokerage activity. Cost of gross contract reimbursables increased 5% driven by the continued stability and growth in our Property, facilities and project management service line. These increases were partially offset by operating efficiency initiatives. Total costs of services as a percentage of total revenue were 79% for 2021 as compared to 82% for 2020.

Operating, administrative and other

Operating, administrative and other expenses of $1.2 billion increased by $105.9 million compared to the year ended December 31, 2020, principally due to higher compensation costs and annual bonuses for non-fee earners. This increase was partially offset by operating efficiency initiatives. Overall, as a percentage of total revenue, operating, administrative and other costs were 13% for 2021 as compared to 14% for 2020.

Depreciation and amortization

Depreciation and amortization of $172.1 million decreased $91.5 million compared to the prior year due to the complete amortization of certain merger-related customer relationship intangibles that occurred in the third quarter of 2020.

Restructuring, impairment and related charges

Restructuring, impairment and related charges were $44.5 million, a decrease of $12.6 million or 22% compared to the year ended December 31, 2020. Severance and employment-related charges taken in connection with the Company's operating efficiency initiatives and strategic realignment of the business declined from the prior year by $29.6 million, partially offset by an increase in impairment charges of $15.2 million.

Interest expense, net

Net interest expense was $179.5 million, an increase of $15.7 million or 10% compared to the year ended December 31, 2020 primarily due to the issuance of the 2020 senior secured notes in the second quarter of 2020 and lower interest income in 2021.

Earnings from equity method investments

Earnings from equity method investments of $21.2 million increased by $12.9 million compared to the year ended December 31, 2020, due to the performance of our joint venture with Vanke Service in APAC, and earnings recognized from our joint venture with Greystone in the Americas which was finalized in December 2021.

Other income, net

Other income, net of $1.2 million decreased $30.8 million compared to the prior year. In 2020, we recognized a gain of $36.9 million as a result of the formation of the Cushman & Wakefield Vanke Service joint venture in APAC, which was partially offset by losses incurred from the disposal of holding companies in connection with the Company's strategic realignment of the business. In 2021, other income reflects dividend income partially offset by a net unrealized loss on fair value investments of $10.4 million.

Provision for income taxes

Provision for income taxes for 2021 was $89.9 million on the earnings before income taxes of $339.9 million. For 2020, the provision for income taxes was $43.9 million on a loss before income taxes of $176.6 million. The increase in tax expense from the prior year was primarily driven by higher pre-tax earnings, as well as the impact of benefits from establishing a valuation allowance in 2020.

Net income and Adjusted EBITDA

Net income of $250.0 million principally reflects the improvement of brokerage activity as Leasing and Capital markets revenue increased 43% and 74% on a local currency basis, respectively. Revenue in Property, facilities and project management and Valuation and other also increased by 6% and 10%, respectively.

Adjusted EBITDA of $886.4 million increased by $382.1 million or 73%, on a local currency basis, primarily due to the impact of revenue growth in all service lines, particularly Leasing and Capital markets, and $125 million of savings generated by operating efficiency initiatives. As a result, Adjusted EBITDA margin, measured against service line fee revenue of 12.9% for the year ended December 31, 2021, increased 365 basis points as compared to 9.2% in the year ended December 31, 2020.

Segment Operations

We report our operations through the following segments: (1) Americas, (2) Europe, Middle East and Africa ("EMEA") and (3) Asia Pacific ("APAC"). The Americas consists of operations located in the United States, Canada and key markets in Latin America. EMEA includes operations in the United Kingdom, France, Netherlands and other markets in Europe and the Middle East. APAC includes operations in Australia, Singapore, China and other markets in the Asia Pacific region.

For segment reporting, Service line fee revenue represents revenue for fees generated from each of our of service lines. Gross contract reimbursables reflect revenue paid by clients which have substantially no margin. Our measure of segment results, Adjusted EBITDA, excludes depreciation and amortization, as well as integration and other costs related to merger, pre-IPO stock-based compensation, and other items.

Americas Results

The following table summarizes our results of operations by our Americas operating segment for the years ended December 31, 2021 and 2020 (in millions):

	Year Ended December 31, 2021	Year Ended December 31, 2020	% Change in USD	% Change in Local Currency
Revenue:				
Property, facilities and project management	$ 2,221.9	$ 2,047.6	9 %	8 %
Leasing	1,392.8	942.6	48 %	47 %
Capital markets	1,110.9	589.9	88 %	88 %
Valuation and other	193.7	166.8	16 %	16 %
Total service line fee revenue[1]	4,919.3	3,746.9	31 %	31 %
Gross contract reimbursables[2]	2,096.0	1,960.2	7 %	7 %
Total revenue	$ 7,015.3	$ 5,707.1	23 %	23 %
Costs and expenses:				
Americas Fee-based operating expenses	$ 4,281.8	$ 3,423.3	25 %	25 %
Cost of gross contract reimbursables	2,096.0	1,960.2	7 %	7 %
Segment operating expenses	$ 6,377.8	$ 5,383.5	18 %	18 %
Adjusted EBITDA	$ 647.0	$ 326.5	98 %	98 %
Adjusted EBITDA Margin[3]	13.2 %	8.7 %		

(1) Service line fee revenue represents revenue for fees generated from each of our service lines

(2) Gross contract reimbursables reflects revenue from clients which have substantially no margin

(3) Adjusted EBITDA margin is measured against Total service line fee revenue

Americas: Year ended December 31, 2021 compared to year ended December 31, 2020

Americas revenue was $7.0 billion, an increase of $1,308.2 million or 23% from the prior year. Revenue across all service lines increased, led by growth in Capital markets of 88% and Leasing of 48%.

Fee-based operating expenses of $4.3 billion increased 25% principally due to higher variable costs including commissions, direct labor and compensation associated with service line fee revenue growth. Fee-based operating expenses as a percentage of Total service line fee revenue was 87% in 2021 compared to 91% in 2020.

Adjusted EBITDA of $647.0 million increased $320.5 million or 98%, and resulted in margin expansion of 445 bps, driven by strong brokerage activity, as well as savings generated from operating efficiency initiatives.

EMEA Results

The following table summarizes our results of operations by our EMEA operating segment for the years ended December 31, 2021 and 2020 (in millions):

	Year Ended December 31, 2021	Year Ended December 31, 2020	% Change in USD	% Change in Local Currency
Revenue:				
Property, facilities and project management	$ 370.3	$ 375.6	(1)%	(5)%
Leasing	246.5	193.8	27 %	23 %
Capital markets	168.8	125.5	35 %	32 %
Valuation and other	190.9	170.8	12 %	7 %
Total service line fee revenue[1]	976.5	865.7	13 %	9 %
Gross contract reimbursables[2]	136.6	101.2	35 %	30 %
Total revenue	$ 1,113.1	$ 966.9	15 %	11 %
Costs and expenses:				
EMEA Fee-based operating expenses	$ 864.7	$ 792.9	9 %	5 %
Cost of gross contract reimbursables	136.6	101.2	35 %	30 %
Segment operating expenses	$ 1,001.3	$ 894.1	12 %	8 %
Adjusted EBITDA	$ 117.9	$ 77.5	52 %	50 %
Adjusted EBITDA Margin[3]	12.1 %	9.0 %		

[1] Service line fee revenue represents revenue for fees generated from each of our service lines

[2] Gross contract reimbursables reflects revenue from clients which have substantially no margin

[3] Adjusted EBITDA margin is measured against Total service line fee revenue

EMEA: Year ended December 31, 2021 compared to year ended December 31, 2020

EMEA revenue was $1.1 billion, an increase of $146.2 million or 15%. Setting aside the favorable impact of foreign currency of $31.9 million or 4%, EMEA revenue grew by 11% on a local currency basis. This growth was principally driven by Capital markets and Leasing, which increased 32% and 23%, respectively, on a local currency basis.

Fee-based operating expenses of $864.7 million increased 5% on a local currency basis principally due to higher variable costs including direct labor and compensation associated with service line fee revenue growth. Fee-based operating expenses as a percentage of Total service line fee revenue was 89% in 2021 compared to 92% in 2020. This decline was principally driven by savings generated from operating efficiency initiatives.

Adjusted EBITDA of $117.9 million, an increase of $40.4 million or 50% on a local currency basis, reflects the impact of revenue growth in Capital markets and Leasing, as well as savings generated from operating efficiency initiatives.

APAC Results

The following table summarizes our results of operations by our APAC operating segment for the years ended December 31, 2021 and 2020 (in millions):

	Year Ended December 31, 2021	Year Ended December 31, 2020	% Change in USD	% Change in Local Currency
Revenue:				
Property, facilities and project management	$ 593.2	$ 546.5	9 %	3 %
Leasing	204.1	139.2	47 %	41 %
Capital markets	70.5	54.3	30 %	27 %
Valuation and other	127.5	113.2	13 %	8 %
Total service line fee revenue[1]	995.3	853.2	17 %	12 %
Gross contract reimbursables[2]	265.0	316.5	(16)%	(22)%
Total revenue	$ 1,260.3	$ 1,169.7	8 %	2 %
Costs and expenses:				
APAC Fee-based operating expenses	$ 891.8	$ 763.1	17 %	12 %
Cost of gross contract reimbursables	265.0	316.5	(16)%	(22)%
Segment operating expenses	$ 1,156.8	$ 1,079.6	7 %	2 %
Adjusted EBITDA	$ 121.5	$ 100.3	21 %	15 %
Adjusted EBITDA Margin[3]	12.2 %	11.8 %		

(1) Service line fee revenue represents revenue for fees generated from each of our service lines

(2) Gross contract reimbursables reflects revenue from clients which have substantially no margin

(3) Adjusted EBITDA margin is measured against Total service line fee revenue

APAC: Year ended December 31, 2021 compared to year ended December 31, 2020

APAC revenue was $1.3 billion, an increase of $90.6 million or 8%. Setting aside the favorable impact of foreign currency of $61.9 million or 6%, APAC revenue grew by 2% on a local currency basis. Leasing, Capital markets, and Valuation and other growth of 41%, 27% and 8%, respectively, on a local currency basis, was partially offset by a decline in Gross contract reimbursables of 22% on a local currency basis.

Fee-based operating expenses of $891.8 million increased 12% on a local currency basis principally due to higher variable costs including direct labor and compensation associated with service fee line revenue growth in Leasing and Capital markets, as well as the impact of a reduction of grants and subsidies received from governmental relief programs. Fee-based operating expenses as a percentage of Total service line fee revenue was 90% in 2021 compared to 89% in 2020.

Adjusted EBITDA of $121.5 million increased $21.2 million or 15% on a local currency basis, due to the impact of revenue growth in Leasing and Capital markets, as well as savings generated from operating efficiency initiatives.

Liquidity and Capital Resources

Our primary sources of liquidity are cash flows from operations, available cash reserves and debt capacity under our available credit facilities. Our primary uses of liquidity are operating expenses, acquisitions, investments, and debt payments.

While the continued impacts of COVID-19 remain uncertain, we believe that we have maintained sufficient liquidity to satisfy our working capital and other funding requirements, including capital expenditures, and expenditures for human capital and contractual obligations, with internally generated cash flow and, as necessary, cash on hand and borrowings under our revolving credit facility. We continually evaluate opportunities to obtain, retire or restructure credit facilities or financing arrangements for strategic reasons or obtain additional financing to fund investments, operations and obligations, as we have done in the past, to further strengthen our financial position.

We have historically relied on our internally generated cash flow to fund our working capital needs and ongoing capital expenditures on an annual basis. Our internally generated cash flow is seasonal - typically lowest in the first quarter of the year, when revenue is lowest, and greatest in the fourth quarter of the year, when revenue is highest. The seasonal nature of our internally generated cash flow can result in a mismatch with funding needs, which we manage using available cash on hand and, as necessary, borrowings under our revolving credit facility.

In the absence of a large strategic acquisition or other extraordinary events, we believe our cash on hand, cash flow from operations and availability under our revolving credit facility will be sufficient to meet our anticipated cash requirements for the foreseeable future, and at a minimum for the next 12 months. We may seek to take advantage of opportunities to refinance existing debt instruments, as we have done in the past, with new debt instruments at interest rates, maturities and terms we consider attractive.

As of December 31, 2021, the Company had $1.8 billion of liquidity, consisting of cash and cash equivalents of $0.8 billion and our undrawn revolving credit facility of $1.0 billion.

The Company's amounts outstanding under its 2018 First Lien Loan and its 2020 Notes were $2.6 billion and $0.6 billion, respectively, as of December 31, 2021, which net of cash and cash equivalents of $0.8 billion, provided for a net debt position of approximately $2.4 billion. The increase in net debt of approximately $310.8 million from December 31, 2020 principally reflects normal annual bonus payments in March of 2021, acquisitions completed this year and funding of the Company’s strategic realignment and operating efficiency initiatives.

Our level of indebtedness increases the possibility that we may be unable to pay the principal amount of our indebtedness and other obligations when due. In addition, we may incur additional debt from time to time to finance strategic acquisitions, investments, joint ventures or for other purposes, subject to the restrictions contained in the documents governing our indebtedness. If we incur additional debt, the risks associated with our leverage, including our ability to service our debt, would increase. See "Risk Factors" included in Item 1A. Despite our current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt, which could further exacerbate the risks associated with our substantial leverage.

As a professional services firm, funding our operating activities is not capital intensive. Total capital expenditures for the year ended December 31, 2021 were $53.8 million.

The Company is also party to an off-balance sheet A/R Securitization arrangement whereby it continuously sells trade receivables to an unaffiliated financial institution, which has an investment limit of $125.0 million. Receivables are derecognized from our balance sheet upon sale, for which we receive cash payment and record a deferred purchase price receivable. As of December 31, 2021, the Company had no outstanding balance drawn on the investment limit. The A/R Securitization terminates on August 20, 2022, unless extended or an earlier termination event occurs. Refer to Note 19: Accounts Receivable Securitization of the Notes to the Consolidated Financial Statements for further information.

Debt obligations. Our 2018 Credit Agreement requires quarterly principal payments equal to 0.25% of the aggregate principal amount, and matures in August 2025. As of December 31, 2021, the 2018 Credit Agreement bears interest at a variable interest rate of 1-month LIBOR plus 2.75%. As of December 31, 2021, the effective interest rate of the 2018 Credit Agreement was 3.1%. Because the 2018 Credit Agreement bears interest at a variable interest rate, the amount of expected future annual interest payments cannot be determined. Our 2020 Notes bear interest at a rate of 6.75% per annum, and expected annual interest payments would be approximately $43.9 million until the notes mature in May 2028.

Lease obligations. Our lease obligations primarily consist of operating leases of office space in various buildings for our own use. As of December 31, 2021 the Company had operating lease obligations of $501.8 million, with $130.4 million due within 12 months. Refer to Note 15: Leases of the Notes to the Consolidated Financial Statements for further discussion.

Defined benefit plan obligations. Benefits to be paid out by our defined benefit plans will be funded from the assets held by these plans. If the assets these plans hold are not sufficient to fund these payments, we will fund the remaining obligations through available cash. We have historically funded pension costs as actuarially determined and as applicable laws and regulations require. We expect to contribute to our defined benefit pension plans in 2021. Refer to Note 11: Employee Benefits of the Notes to the Consolidated Financial Statements for further discussion.

Deferred and earn-out obligations. Our material cash requirements require long-term liquidity to facilitate the payment of obligations related to acquisitions. For the year ended December 31, 2021, we paid $7.0 million in cash consideration for our various acquisitions, net of cash acquired. Acquisitions are often structured with deferred and/or contingent payments in future periods that are subject to the passage of time, achievement of certain performance metrics and/or other conditions. As of December 31, 2021, the maximum potential payment for earn-outs was $27.5 million, subject to the achievement of certain performance conditions. The timing and amount of related payments cannot be determined due to their nature as estimates or outcomes having connection to future events. As of December 31, 2021, we had accrued total deferred consideration and contingent earn-outs payable of $8.9 million in Accounts payable and accrued expenses and $31.4 million in Other non-current liabilities in the accompanying Consolidated Balance Sheets.

Income tax liabilities. As of December 31, 2021, our current and non-current tax liabilities, including interest and penalties, totaled $140.4 million. Of this amount, we can reasonably estimate that $105.1 million will require cash settlement in less than one year. We are unable to reasonably estimate the timing of the effective settlement of tax positions for the remaining $35.3 million.

Historical Cash Flows

	Year Ended December 31,	
Cash Flow Summary	**2021**	**2020**
Net cash provided by (used in) operating activities	$ 549.5	$ (38.2)
Net cash used in investing activities	(749.5)	(257.8)
Net cash (used in) provided by financing activities	(65.8)	571.9
Effects of exchange rate fluctuations on cash, cash equivalents and restricted cash	(8.0)	15.9
Total change in cash, cash equivalents and restricted cash	$ (273.8)	$ 291.8

Operating Activities

We generated $549.5 million of cash from operating activities during the year ended December 31, 2021, an increase of $587.7 million compared to the year ended December 31, 2020, driven by an increase in net income of $470.5 million, primarily driven by increased demand for transactions services in the Company's brokerage service lines, as well as lower costs associated with the Company's strategic realignment of the business, principally severance related charges. For the year ended December 31, 2021 we used net working capital for operations of $35.8 million, as increases in accounts receivable and contract assets were partially offset by increases in accounts payable and accrued expenses, accrued commissions and accrued annual bonuses for non-fee earners.

Investing Activities

We used $749.5 million in cash for investing activities during the year ended December 31, 2021, which primarily reflects our strategic investments in Greystone and WeWork of $500 million and $150 million, respectively, and capital expenditures of $53.8 million.

Financing Activities

We used $65.8 million in cash for financing activities during the year ended December 31, 2021, a change of $637.7 million from the prior year, primarily driven by net proceeds generated from the issuance of the 2020 Notes.

Indebtedness

Refer to Note 10: Long-Term Debt and Other Borrowings and Note 9: Derivative Financial Instruments and Hedging Activities of the Notes to the Consolidated Financial Statements for further discussion.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market and Other Risk Factors

Market Risk

The principal market risks we are exposed to are:

i. interest rates on debt obligations; and

ii. foreign exchange risk.

We manage these risks primarily by managing the amount, sources and duration of our debt funding and by using various derivative financial instruments such as interest rate hedges or foreign currency contracts. We enter into derivative instruments with trusted and diverse counterparties to reduce credit risk. These derivative instruments are strictly used for risk management purposes and, accordingly, are not used for trading or speculative purposes. Refer to Note 9: Derivative Financial Instruments and Hedging Activities of the Notes to Consolidated Financial Statements for additional information about interest rate and foreign currency risks managed through derivative activities and notional amounts of underlying hedged items.

Interest Rates

We are exposed to interest rate volatility with regard to our 2018 First Lien Loan and revolving credit facility. We manage this interest rate risk by entering into interest rate derivative agreements to attempt to hedge the variability of future interest payments driven by fluctuations in interest rates.

Our 2018 First Lien Loan bears interest at an annual rate of 1-month LIBOR plus 2.75%, and our 2020 Notes bear interest at an annual fixed rate of 6.75%.

We continually assess interest rate sensitivity to estimate the impact of rising short-term interest rates on our variable rate debt. Our interest rate risk management strategy is focused on limiting the impact of interest rate changes on earnings and cash flows to lower our overall borrowing cost. Historically, we have maintained the majority of our overall interest rate exposure on a fixed-rate basis. In order to achieve this, we have entered into derivative financial instruments such as interest rate swap agreements when appropriate and will continue to do so as appropriate.

Foreign Exchange

Our foreign operations expose us to fluctuations in foreign exchange rates. These fluctuations may impact the value of our cash receipts and payments in terms of USD, our reporting currency. Refer to the discussion of international operations, included in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for further detail.

Our foreign exchange risk management strategy is achieved by establishing local operations in the markets that we serve, invoicing customers in the same currency that costs are incurred and the use of derivative financial instruments such as foreign currency forwards. Translating expenses incurred in foreign currencies into USD offsets the impact of translating revenue earned in foreign currencies into USD. We enter into forward foreign currency exchange contracts to manage currency risks associated with intercompany transactions and cash management.

Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Cushman & Wakefield plc:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Cushman & Wakefield plc and subsidiaries (the Company) as of December 31, 2021 and December 31, 2020, the related consolidated statements of operations, comprehensive income (loss), changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes and financial statement schedule II (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and December 31, 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 24, 2022 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Evaluation of the realizability of U.S. operating loss and disallowed interest carryforwards

As discussed in Note 12 of the consolidated financial statements, as of December 31, 2021, the Company had $28.9 million of United States (U.S.) operating loss and disallowed interest carryforwards, which are recorded as a deferred tax asset. The U.S. operating loss and disallowed interest carryforwards are $23.6 million and $5.3 million, respectively. Valuation allowances have been provided with regard to the tax benefit of certain U.S. operating loss and disallowed interest carryforwards, for which the Company has concluded that there is a greater than 50% likelihood that the U.S. operating loss and disallowed interest carryforwards will not be realized prior to their expiration dates.

We identified the evaluation of the realizability of the U.S. operating loss and disallowed interest carryforwards as a critical audit matter. Due to the magnitude of the Company’s U.S. operating loss and disallowed interest carryforwards and complexity of U.S. tax regulations, the evaluation of the utilization of the U.S. operating loss and disallowed interest carryforwards before they expire required especially subjective auditor judgment. The evaluation required judgement as the Company has cumulative U.S. tax losses, and the realizability of the U.S. operating loss and disallowed interest carryforwards is dependent upon the timing and recognition of taxable transactions which is subject to the interpretation and application of U.S. tax regulations.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of an internal control over the Company’s deferred tax asset valuation allowance process for U.S. operating loss and disallowed interest carryforwards, which includes the Company’s interpretation and application of the U.S. tax regulations to the timing of when taxable transactions will be recognized on future U.S. tax returns. We evaluated the Company’s projection of when transactions will be recognized as taxable income by reviewing the underlying transaction documents. In addition, we involved income tax professionals with specialized skills and knowledge, who assisted in assessing the Company’s interpretation and application of the relevant tax regulations and evaluated the estimated timing of when transactions will be recognized as taxable income.

/s/ KPMG LLP

We have served as the Company's auditor since 2015.

Chicago, Illinois
February 24, 2022

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Cushman & Wakefield plc:

Opinion on Internal Control Over Financial Reporting

We have audited Cushman & Wakefield plc and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2021 and December 31, 2020, the related consolidated statements of income, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes and financial statement schedule II (collectively, the consolidated financial statements), and our report dated February 24, 2022 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Chicago, Illinois
February 24, 2022

Cushman & Wakefield plc

Consolidated Balance Sheets

(in millions, except per share data)	As of December 31, 2021	As of December 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	$ 770.7	$ 1,074.8
Trade and other receivables, net of allowance of $72.2 million and $70.9 million, as of December 31, 2021 and 2020, respectively	1,446.0	1,301.6
Income tax receivable	30.0	43.5
Short-term contract assets, net	318.9	247.6
Prepaid expenses and other current assets	264.7	223.2
Total current assets	2,830.3	2,890.7
Property and equipment, net	194.6	235.9
Goodwill	2,081.9	2,098.0
Intangible assets, net	922.2	991.2
Equity method investments	641.3	114.9
Deferred tax assets	65.5	61.4
Non-current operating lease assets	413.5	438.2
Other non-current assets	741.1	507.6
Total assets	$ 7,890.4	$ 7,337.9
Liabilities and Shareholders' Equity		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	$ 42.4	$ 39.7
Accounts payable and accrued expenses	1,106.2	1,054.4
Accrued compensation	976.3	720.5
Income tax payable	105.1	45.1
Other current liabilities	204.5	205.8
Total current liabilities	2,434.5	2,065.5
Long-term debt, net	3,220.5	3,235.7
Deferred tax liabilities	48.7	102.2
Non-current operating lease liabilities	394.6	405.6
Other non-current liabilities	343.5	433.3
Total liabilities	6,441.8	6,242.3
Commitments and contingencies (see Note 16)		
Shareholders' equity:		
Ordinary shares, nominal value $0.10 per share, 800,000,000 shares authorized; 223,709,308 and 221,960,472 shares issued and outstanding at December 31, 2021 and 2020, respectively	22.4	22.2
Additional paid-in capital	2,896.6	2,843.4
Accumulated deficit	(1,278.2)	(1,528.2)
Accumulated other comprehensive loss	(193.0)	(242.7)
Total equity attributable to the Company	1,447.8	1,094.7
Non-controlling interests	0.8	0.9
Total equity	1,448.6	1,095.6
Total liabilities and shareholders' equity	$ 7,890.4	$ 7,337.9

The accompanying notes form an integral part of these Consolidated Financial Statements.

Cushman & Wakefield plc

Consolidated Statements of Operations

(in millions, except per share data)	Year Ended December 31, 2021	2020	2019
Revenue	$ 9,388.7	$ 7,843.7	$ 8,751.0
Costs and expenses:			
Cost of services (exclusive of depreciation and amortization)	7,448.4	6,455.3	6,981.7
Operating, administrative and other	1,226.7	1,120.8	1,277.6
Depreciation and amortization	172.1	263.6	296.7
Restructuring, impairment and related charges	44.5	57.1	7.7
Total costs and expenses	8,891.7	7,896.8	8,563.7
Operating income (loss)	497.0	(53.1)	187.3
Interest expense, net of interest income	(179.5)	(163.8)	(150.6)
Earnings from equity method investments	21.2	8.3	2.6
Other income, net	1.2	32.0	3.5
Earnings (loss) before income taxes	339.9	(176.6)	42.8
Provision for income taxes	89.9	43.9	42.6
Net income (loss)	$ 250.0	$ (220.5)	$ 0.2
Basic earnings (loss) per share:			
Earnings (loss) per share attributable to common shareholders, basic	$ 1.12	$ (1.00)	$ 0.00
Weighted average shares outstanding for basic earnings (loss) per share	223.0	220.8	217.7
Diluted earnings (loss) per share:			
Earnings (loss) per share attributable to common shareholders, diluted	$ 1.10	$ (1.00)	$ 0.00
Weighted average shares outstanding for diluted earnings (loss) per share	226.5	220.8	224.5

The accompanying notes form an integral part of these Consolidated Financial Statements.

Cushman & Wakefield plc

Consolidated Statements of Comprehensive Income (Loss)

	Year Ended December 31,		
(in millions)	2021	2020	2019
Net income (loss)	$ 250.0	$ (220.5)	$ 0.2
Other comprehensive income (loss), net of tax:			
Designated hedge gains (losses)	74.7	(79.9)	(92.3)
Defined benefit plan actuarial gains (losses)	10.1	(9.0)	(1.1)
Foreign currency translation	(35.1)	89.0	5.0
Total other comprehensive income (loss)	49.7	0.1	(88.4)
Total comprehensive income (loss)	$ 299.7	$ (220.4)	$ (88.2)

The accompanying notes form an integral part of these Consolidated Financial Statements.

Cushman & Wakefield plc

Consolidated Statements of Changes in Equity

(in millions)	Ordinary Shares	Ordinary Shares ($)	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss): Unrealized Hedging (Losses) Gains	Accumulated Other Comprehensive Income (Loss): Foreign Currency Translation	Accumulated Other Comprehensive Income (Loss): Defined Benefit Plans	Accumulated Other Comprehensive Income (Loss): Total Accumulated Other Comprehensive Loss, net of tax	Total Equity Attributable to the Company	Non-Controlling Interests	Total Equity
Balance as of December 31, 2018	216.6	$ 21.7	$ 2,791.2	$ (1,298.4)	$ 13.9	$ (163.4)	$ (4.9)	$ (154.4)	$ 1,360.1	$ —	$ 1,360.1
Net income	—	—	—	0.2	—	—	—	—	0.2	—	0.2
Stock-based compensation	—	—	61.3	—	—	—	—	—	61.3	—	61.3
Vesting of shares related to equity compensation plans, net amounts withheld for payment of taxes	2.9	0.3	(31.8)	—	—	—	—	—	(31.5)	—	(31.5)
Share repurchase	—	—	(0.4)	—	—	—	—	—	(0.4)	—	(0.4)
Foreign currency translation	—	—	—	—	—	5.0	—	5.0	5.0	—	5.0
Defined benefit plans actuarial loss	—	—	—	—	—	—	(1.1)	(1.1)	(1.1)	—	(1.1)
Unrealized loss on hedging instruments	—	—	—	—	(88.5)	—	—	(88.5)	(88.5)	—	(88.5)
Amounts reclassified from AOCI to the statement of operations	—	—	—	—	(3.8)	—	—	(3.8)	(3.8)	—	(3.8)
Balance as of December 31, 2019	219.5	$ 22.0	$ 2,819.1	$ (1,297.0)	$ (78.4)	$ (158.4)	$ (6.0)	$ (242.8)	$ 1,301.3	$ —	$ 1,301.3
Net loss	—	—	—	(220.5)	—	—	—	—	(220.5)	—	(220.5)
Adoption of new credit loss accounting standard	—	—	—	(10.7)	—	—	—	—	(10.7)	—	(10.7)
Acquisition of non-controlling interests	—	—	—		—	—	—	—	—	0.9	0.9
Stock-based compensation	—	—	42.0	—	—	—	—	—	42.0	—	42.0
Vesting of shares related to equity compensation plans, net amounts withheld for payment of taxes	2.5	0.2	(17.3)	—	—	—	—	—	(17.1)	—	(17.1)
Foreign currency translation	—	—	—	—	—	89.0	—	89.0	89.0	—	89.0
Defined benefit plans actuarial loss	—	—	—	—	—	—	(9.0)	(9.0)	(9.0)	—	(9.0)
Unrealized loss on hedging instruments	—	—	—	—	(111.3)	—	—	(111.3)	(111.3)	—	(111.3)
Amounts reclassified from AOCI to the statement of operations	—	—	—	—	31.4	—	—	31.4	31.4	—	31.4
Other activity	—	$ —	$ (0.4)	$ —	$ —	$ —	$ —	$ —	$ (0.4)	$ —	$ (0.4)
Balance as of December 31, 2020	222.0	22.2	2,843.4	(1,528.2)	(158.3)	(69.4)	(15.0)	(242.7)	1,094.7	0.9	1,095.6
Net income	—	—	—	250.0	—	—	—	—	250.0	—	250.0
Stock-based compensation	—	—	58.2	—	—	—	—	—	58.2	—	58.2
Vesting of shares related to equity compensation plans, net amounts withheld for payment of taxes	1.7	0.2	(5.0)	—	—	—	—	—	(4.8)	—	(4.8)
Foreign currency translation	—	—	—	—	—	(35.1)	—	(35.1)	(35.1)	—	(35.1)
Defined benefit plans actuarial gain	—	—	—	—	—	—	10.1	10.1	10.1	—	10.1
Unrealized gain on hedging instruments	—	—	—	—	33.5	—	—	33.5	33.5	—	33.5
Amounts reclassified from AOCI to the statement of operations	—	—	—	—	41.2	—	—	41.2	41.2	—	41.2
Other activity	—	—	—	—	—	—	—	—	—	(0.1)	(0.1)
Balance as of December 31, 2021	223.7	$ 22.4	$ 2,896.6	$ (1,278.2)	$ (83.6)	$ (104.5)	$ (4.9)	$ (193.0)	$ 1,447.8	$ 0.8	$ 1,448.6

The accompanying notes form an integral part of these Consolidated Financial Statements.

Cushman & Wakefield plc

Consolidated Statements of Cash Flows

	Year Ended December 31,		
(in millions)	2021	2020	2019
Cash flows from operating activities			
Net income (loss)	$ 250.0	$ (220.5)	$ 0.2
Reconciliation of net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	172.1	263.6	296.7
Impairment charges	18.3	3.1	8.0
Unrealized foreign exchange loss (gain)	9.8	(5.3)	(3.2)
Stock-based compensation	58.2	42.0	61.3
Lease amortization	104.2	118.2	117.9
Amortization of debt issuance costs	9.4	10.0	4.4
Earnings from equity method investments, net of dividends received	(19.9)	(5.3)	0.8
Change in deferred taxes	(56.3)	17.8	(49.8)
Provision for loss on receivables and other assets	38.0	47.7	26.3
Other operating activities, net	1.5	(59.2)	(17.6)
Changes in assets and liabilities:			
Trade and other receivables	(212.5)	191.5	(38.9)
Income taxes payable	91.5	(34.3)	27.0
Short-term contract assets and Prepaid expenses and other current assets	(105.2)	53.8	(154.9)
Other non-current assets	(63.5)	(4.3)	32.4
Accounts payable and accrued expenses	131.1	(156.2)	60.0
Accrued compensation	227.1	(183.6)	63.5
Other current and non-current liabilities	(104.3)	(117.2)	(164.8)
Net cash provided by (used in) operating activities	549.5	(38.2)	269.3
Cash flows from investing activities			
Payment for property and equipment	(53.8)	(41.0)	(80.3)
Acquisitions of businesses, net of cash acquired	(7.0)	(108.7)	(275.9)
Investments in equity securities and equity method joint ventures	(688.9)	(14.6)	(4.5)
Return of beneficial interest in a securitization	—	(85.0)	—
Collection on beneficial interest in a securitization	—	—	85.0
Other investing activities, net	0.2	(8.5)	0.8
Net cash used in investing activities	(749.5)	(257.8)	(274.9)
Cash flows from financing activities			
Net proceeds from issuance of shares	—	—	0.3
Shares repurchased for payment of employee taxes on stock awards	(8.6)	(18.9)	(31.8)
Payment of contingent consideration	(23.5)	(7.0)	(17.3)
Repayment of borrowings	(26.7)	(20.0)	(27.0)
Debt issuance costs	—	(22.7)	—
Proceeds from senior secured notes	—	650.0	—
Payment of finance lease liabilities	(13.4)	(14.0)	(11.5)
Other financing activities, net	6.4	4.5	(2.3)
Net cash (used in) provided by financing activities	(65.8)	571.9	(89.6)
Change in cash, cash equivalents and restricted cash	(265.8)	275.9	(95.2)
Cash, cash equivalents and restricted cash, beginning of the year	1,164.1	872.3	965.4
Effects of exchange rate fluctuations on cash, cash equivalents and restricted cash	(8.0)	15.9	2.1
Cash, cash equivalents and restricted cash, end of the year	$ 890.3	$ 1,164.1	$ 872.3

The accompanying notes form an integral part of these Consolidated Financial Statements.

Cushman & Wakefield plc

Notes to Consolidated Financial Statements

Note 1: Organization and Business Overview

DTZ Jersey Holdings Limited, together with its subsidiaries, was formed on August 21, 2014, by investment funds affiliated with TPG Capital, L.P. (“TPG”), PAG Asia Capital Limited (“PAG”) and Ontario Teachers’ Pension Plan (“OTPP”) (collectively, the “Sponsors”). On November 5, 2014, DTZ Jersey Holdings Limited acquired 100% of the combined DTZ group for $1.1 billion from UGL Limited (the “DTZ Acquisition”). On September 1, 2015, DTZ Jersey Holdings Limited acquired 100% of C&W Group, Inc. (“Cushman & Wakefield” or “C&W” and also defined as the “C&W Group merger”) for $1.9 billion.

On July 6, 2018, the shareholders of DTZ Jersey Holdings Limited exchanged their shares in DTZ Jersey Holdings Limited for interests in newly issued shares of Cushman & Wakefield Limited, a private limited company incorporated in England and Wales (the “Share Exchange”). On July 12, 2018, Cushman & Wakefield Limited reduced the nominal value of each ordinary share issued to $0.01 (“Capital Reduction”). On July 19, 2018, Cushman & Wakefield Limited re-registered as a public limited company organized under the laws of England and Wales (the “Re-registration”) named Cushman & Wakefield plc (together with its subsidiaries, “the Company,” “we,” “ours” and “us”). Following the Re-registration, the Company undertook a share consolidation of its outstanding ordinary shares (the “Share Consolidation”), which resulted in a proportional decrease in the number of ordinary shares outstanding as well as corresponding adjustments to outstanding options and restricted share units on a 10 for 1 basis. These financial statements have been retroactively adjusted to give effect to the Share Consolidation as it relates to all issued and outstanding ordinary shares and related per share amounts contained herein. The transactions described above are collectively referred to herein as the “Corporate Reorganization”.

On August 6, 2018, the Company completed an IPO of its ordinary shares in which it issued and sold 51.8 million ordinary shares at a price of $17.00 per share. On August 6 and 7, 2018, the Company completed a concurrent private placement (the "Concurrent Private Placement") of its ordinary shares in which it sold 10.6 million shares to Vanke Service (Hong Kong) Co., Limited ("Vanke Service") at a price of $17.00 per share. The IPO and Concurrent Private Placement resulted in net proceeds of approximately $1.0 billion after deducting offering fees and other direct incremental costs. Public trading in the Company's ordinary shares began on August 2, 2018.

As of December 31, 2021, the Company operated from over 400 offices in approximately 60 countries with approximately 50,000 employees. The Company’s business is focused on meeting the increasing demands of our clients through a comprehensive offering of services including Property, facilities and project management, Leasing, Capital markets and Valuation and other services. The Company primarily does business under the Cushman & Wakefield tradename.

Note 2: Summary of Significant Accounting Policies

a) Principles of Consolidation

The Company maintains its accounting records on the accrual basis of accounting and its Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

The accompanying Consolidated Financial Statements include the accounts of the Company and its consolidated subsidiaries, which include voting interest entities (“VOEs”) in which the Company has determined it has a controlling financial interest in accordance with the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810, *Consolidations*. All significant intercompany accounts and transactions have been eliminated in consolidation. When applying principles of consolidation, management will identify whether an investee entity is a variable interest entity (“VIE”) or a VOE. For VOEs, the Company consolidates the entity when it controls it through majority ownership and voting rights. The Company has determined that it does not have any material interests in VIEs. The Consolidated Financial Statements are presented in U.S. dollars.

Entities in which the Company has significant influence over the entity’s financial and operating policies, but does not control, are accounted for using the equity method. The Consolidated Financial Statements include the Company’s share of the income and expenses and equity movements of investees accounted for under the equity method, after adjustments to align the accounting policies with those of the Company, from the date that significant influence or joint control commences until the date that significant influence ceases. When the Company's share of losses exceeds its interest in an investee, the carrying amount of that interest (including any long-term loans) is reduced to zero and the recognition of further losses is discontinued, except to the extent that the Company has an obligation to make or has made payments on behalf of the investee. Refer to Note 7: Equity Method Investments for additional information.

The Company also holds investments in privately-held companies that are classified as equity securities which are not required to be consolidated. Investments in which the Company does not exert significant influence and for which readily determinable fair values are not available are accounted for at cost less any impairment in value. Refer to Note 18: Fair Value Measurements for additional information.

b) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Significant items subject to estimates and assumptions include, but are not limited to, the valuation of assets acquired and liabilities assumed in business combinations, including earn-out consideration; the fair value of derivative instruments; the fair value of the Company's defined benefit plan assets and obligations; the fair value of awards granted under stock-based compensation plans; valuation allowances for income taxes; self-insurance program liabilities; uncertain tax positions; probability of meeting performance conditions in share-based awards; impairment assessments related to goodwill, intangible assets and other long-lived assets and variable consideration subject to accelerated revenue recognition.

Although these estimates and assumptions are based on management's judgment and best knowledge of current events and actions that the Company may undertake in the future, actual results may differ from these estimates. Estimates and underlying assumptions are evaluated on an ongoing basis and adjusted, as needed, using historical experience and other factors, including the current economic environment. Market factors, such as illiquid credit markets, volatile equity markets and foreign currency fluctuations can increase the uncertainty in such estimates and assumptions. The effects of such adjustments are reflected in the Consolidated Financial Statements in the periods in which they are determined.

c) Revenue Recognition

Revenue is recognized upon transfer of control of promised services to clients in an amount that reflects the consideration the Company expects to receive in exchange for those services, in accordance with ASC Topic 606, *Revenue from Contracts with Customers* ("Topic 606"). The Company enters into contracts and earns revenue from its Property, facilities and project management, Leasing, Capital markets and Valuation and other service lines. Revenue is recognized net of any taxes collected from customers.

A performance obligation is a promise in a contract to transfer a distinct service or a series of distinct services to the client and is the unit of account. A contract's transaction price is allocated to each performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The Company allocates the contract's transaction price to each performance obligation using the best estimate of the standalone selling price of each distinct service in the contract.

Nature of Services

Property, facilities and project management

Fees earned from the delivery of the Company's Property, facilities and project management services are recognized over time when earned under the provisions of the related agreements and are generally based on a fixed recurring fee or a variable fee, which may be based on hours incurred, a percentage mark-up on actual costs incurred or a percentage of monthly gross receipts. The Company may also earn additional revenue based on certain qualitative and quantitative performance measures, which can be based on certain key performance indicators. This additional revenue is recognized over time when earned as the performance obligation is satisfied and the fees are not deemed probable of significant reversal in future periods.

When accounting for reimbursements of third-party expenses incurred on a client's behalf, the Company determines whether it is acting as a principal or an agent in the arrangement. When the Company is acting as a principal, the Company's revenue is reported on a gross basis and comprises the entire amount billed to the client and reported cost of services includes all expenses associated with the client. When the Company is acting as an agent, the Company's fee is reported on a net basis as revenue for reimbursed amounts is netted against the related expenses. Within Topic 606, control of the service before transfer to the customer is the focal point of the principal versus agent assessments. The Company is a principal if it controls the services before they are transferred to the client. The presentation of revenues and expenses pursuant to these arrangements under either a gross or net basis has no impact on service line fee revenue, net income or cash flows.

Leasing and Capital markets

The Company records commission revenue on real estate leases and sales at the point in time when the performance obligation is satisfied, which is generally upon lease execution or transaction closing. Terms and conditions of a commission agreement may include, but are not limited to, execution of a signed lease agreement and future contingencies, including tenant's occupancy, payment of a deposit or payment of first month's rent (or a combination thereof). Under Topic 606 we accelerate the recognition of certain revenues that are based, in part, on future contingent events. For the revenues related to Leasing services, the Company's performance obligation will typically be satisfied upon execution of a lease and the portion of the commission that is contingent on a future event will likely be recognized if deemed not subject to significant reversal, based on the Company's estimates and judgments. The acceleration of the timing of revenue recognition also results in the acceleration of expense relating to the Company's commission expense.

Valuation and other services

Valuation and advisory fees are earned upon completion of the service, which is generally upon delivery of a preliminary or final appraisal report. Consulting fees are recognized when earned under the provisions of the client contracts, which is generally upon completion of services.

If the Company has multiple contracts with the same customer, the Company assesses whether the contracts are linked or are separate arrangements. The Company considers several factors in this assessment, including the timing of negotiation, interdependence with other contracts or elements and pricing and payment terms. The Company and its customers typically view each contract as a separate arrangement, as each service has standalone value, selling prices of the separate services exist and are negotiated independently and performance of the services is distinct.

d) Advertising Costs

Advertising costs are expensed as incurred. For the years ended December 31, 2021, 2020 and 2019, advertising costs of $45.8 million, $35.4 million and $49.8 million, respectively, were included in Operating, administrative and other expenses in the Consolidated Statements of Operations.

e) Debt Issuance Costs, Premiums and Discounts

Debt issuance costs, premiums and discounts are amortized into Interest expense over the term of the related loan agreements using the effective interest method. Debt issuance costs, premiums and discounts related to non-revolving debt are presented on the Consolidated Balance Sheets as a direct deduction from the carrying value of the associated debt liability. Debt issuance costs related to revolving credit facilities are presented on the Consolidated Balance Sheets as Other non-current assets.

Refer to Note 10: Long-Term Debt and Other Borrowings for additional information on debt issuance costs.

f) Income Taxes

Income taxes are accounted for under the asset and liability method in accordance with ASC 740, *Income Taxes*. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between carrying amounts of existing assets and liabilities and their respective tax bases, as well as operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that the new rate is enacted. A valuation allowance is established against deferred tax assets when it is more likely than not that some portion or all of the deferred tax asset will not be realized in the future.

In determining the amount of current and deferred tax, the Company considers the impact of uncertain tax positions and whether additional taxes and interest may be due. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

The provision for income taxes comprises current and deferred income tax expense and is recognized in the Consolidated Statements of Operations. To the extent that the income taxes are for items recognized directly in equity, the related income tax effects are recognized in equity.

Refer to Note 12: Income Taxes for additional information on income taxes.

g) Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances and highly-liquid investments with original maturities of three months or less. The carrying amount of cash equivalents approximates fair value. Checks issued but not presented to banks may result in book overdraft balances for accounting purposes, which are classified within short-term borrowings and the change as a component of financing cash flows. The Company also manages certain cash and cash equivalents as an agent for its property and facilities management clients. These amounts are not included in the accompanying Consolidated Balance Sheets.

h) Restricted Cash

Restricted cash of $119.6 million and $89.3 million as of December 31, 2021 and 2020, respectively, is included within Prepaid expenses and other current assets on the accompanying Consolidated Balance Sheets. These balances primarily consist of legally restricted deposits related to contracts entered with others, including clients, in the normal course of business.

i) Trade and Other Receivables

Trade and other receivables are presented on the Consolidated Balance Sheets net of estimated uncollectible amounts. On a periodic basis, the Company evaluates its receivables and establishes an allowance for doubtful accounts based on historical experience and other currently available information. The allowance reflects the Company’s best estimate of collectability risks on outstanding receivables.

Accounts Receivable Securitization Program

In March 2017, the Company entered into a revolving trade accounts receivables securitization program, which it has amended periodically (“A/R Securitization“). The Company records the transactions as sales of receivables, derecognizes such receivables from its Consolidated Financial Statements and records a receivable for the deferred purchase price of such receivables.

Refer to Note 18: Fair Value Measurements and Note 19: Accounts Receivable Securitization for additional information about the A/R Securitization.

j) Property and Equipment

Property and equipment is recorded at cost, net of accumulated depreciation, or in the case of finance leases, at the present value of the future minimum lease payments. Costs include expenditures that are directly attributable to the acquisition of the asset and costs incurred to prepare the asset for its intended use. Direct costs for internally developed software are capitalized during the application development stage. All costs during the preliminary project stage are expensed as incurred. The costs capitalized include consulting, licensing and direct labor costs and are amortized upon implementation of the software in production over the useful life of the software.

Repair and maintenance costs are expensed as incurred.

Depreciation of property and equipment is computed on a straight-line basis over the asset’s estimated useful life. Assets held under finance leases are depreciated over the shorter of the lease term or their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. The Company’s estimated useful lives are as follows:

Furniture and equipment	1 to 15 years
Leasehold improvements	1 to 20 years
Equipment under finance lease	Shorter of lease term or asset useful life
Software	1 to 10 years

The Company evaluates the reasonableness of the useful lives of property and equipment at least annually.

In addition, the Company reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If this review indicates that such assets are impaired, the impairment is recognized in the period the change occurs and represents the amount by which the carrying value exceeds the fair value.

k) Business Combinations, Goodwill and Other Intangible Assets

We account for business combinations using the acquisition method of accounting, which requires that once control is obtained, all of the assets acquired and liabilities assumed, including amounts attributable to non-controlling interests, be recorded at their respective fair values as of acquisition date. Determination of the fair values of the assets and liabilities acquired requires estimates and the use of valuation techniques when market values are not readily available. Any excess of the cost of the business combination over the fair value of the net assets acquired is recognized as goodwill on the Consolidated Balance Sheets.

Goodwill and indefinite-lived intangible assets are not amortized and are stated at cost. Definite-lived intangible assets are stated at cost less accumulated amortization.

Amortization of definite-lived intangible assets is recognized in the Consolidated Statements of Operations on a straight-line basis over the estimated useful lives of the intangible assets. The Company evaluates the reasonableness of the useful lives of these intangibles at least annually.

Goodwill is tested for impairment at least annually, typically in the fourth quarter. The Company will test more frequently if there are indicators of impairment or whenever business or economic circumstances change, suggesting the carrying value of goodwill may not be recoverable. The Company performs an impairment evaluation of goodwill to assess whether the fair value of a reporting unit (“RU”) is less than its carrying amount, by initially performing a qualitative assessment ("step zero"); the Company only proceeds to the quantitative impairment test if it is more likely than not that the fair value of the RU is less than its carrying amount. If the Company determines the quantitative impairment test is required, the estimated fair value of the RU is compared to its carrying amount, including goodwill. If the estimated fair value of a RU exceeds its carrying value, goodwill is not considered to be impaired. If the carrying amount exceeds the estimated fair value, an impairment loss is recognized equal to that excess. The loss recognized cannot exceed the carrying amount of goodwill. The Company has elected an annual goodwill impairment assessment date of October 1, and for the impairment test performed on October 1, 2021, the Company concluded that there were no indications of impairment.

The Company assesses, at least quarterly, qualitative indicators related to definite-lived intangible assets, such as customer relationships, to determine if any events or circumstances indicate the carrying amount of the intangible asset is not recoverable. If certain circumstances indicate potential recoverability issues, a quantitative test is performed to determine whether the carrying amount exceeds its fair value. The Company records an impairment loss for intangible assets if the fair value of the asset is less than the asset’s carrying amount. No material impairments of intangible assets were recognized during any of the periods presented.

Refer to Note 6: Goodwill and Other Intangible Assets for additional information regarding the Company's intangible assets.

l) Accrued Claims and Contingencies

The Company is subject to various claims and contingencies related to lawsuits. A liability is recorded for claims, legal costs or other contingencies when the risk of loss is probable and reasonably estimable. The required reserves may change due to new developments in each period.

The Company self-insures for various risks, including workers’ compensation, general liability and medical in some jurisdictions. A liability is recorded for the Company’s obligations for both reported and incurred but not reported ("IBNR") insurance claims through assessments based on prior claims history. In addition, in the U.S., U.K. and Australia, the Company is self-insured against errors and omissions (“E&O”) claims through a primary insurance layer provided by its 100%-owned, consolidated, captive insurance subsidiary, Nottingham Indemnity, Inc., and an excess layer provided through a third-party insurance carrier. Refer to Note 16: Commitments and Contingencies for additional information.

m) Derivatives and Hedging Activities

From time to time, the Company enters into derivative financial instruments, including foreign exchange forward contracts and interest rate swaps, to manage its exposure to foreign exchange rate and interest rate risks. The Company views derivative financial instruments as a risk management tool and, accordingly, does not use derivatives for trading or speculative purposes. Derivatives are initially recognized at fair value at the date the derivative contracts are executed and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in the Consolidated Statements of Operations immediately unless the derivative is designated and effective as a hedging instrument, in which case hedge accounting is applied. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge.

Hedge accounting is discontinued when the Company revokes the hedging relationship, when the hedging instrument expires or is sold, terminated or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognized in Other comprehensive income (loss), net of applicable income taxes and accumulated in equity at that time, remains in equity and is recognized when the forecasted transaction is ultimately recognized in earnings. When a forecasted transaction is no longer expected to occur, the gain or loss accumulated in equity is recognized immediately in earnings.

Refer to Note 9: Derivative Financial Instruments and Hedging Activities for additional information on derivative instruments.

n) Foreign Currency Transactions

Foreign currency transactions are recorded in the functional currency at the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are recorded in the functional currency at the foreign exchange rate at that date, which may result in a foreign currency gain or loss.

Foreign currency gains or losses are recognized in the Consolidated Statements of Operations, except for differences arising on the retranslation of a financial liability designated as a hedge of the net investment in a foreign operation, or qualifying cash flow hedges, which are recognized in Other comprehensive income (loss) and accumulated within equity. For the years ended December 31, 2021, 2020 and 2019, foreign currency transactions resulted in a gain of $0.6 million, a loss of $0.5 million, and a gain of $5.9 million, respectively, which were recognized within Cost of services and Operating, administrative, and other expenses in the Consolidated Statements of Operations.

Foreign Currency Translation

The assets and liabilities of foreign operations are translated into U.S. dollars at the balance sheet date. Income and expense items are translated at the monthly average rates. Translation adjustments are included in Accumulated other comprehensive income (loss).

o) Leases

The Company enters into operating leases for real estate and equipment, such as motor vehicles and IT equipment. Leases are initially assessed at contract inception for whether the Company has the right to control the asset and are measured based on the present value of future minimum lease payments over the lease term beginning at the commencement date. The future minimum lease payments are typically discounted using an incremental borrowing rate derived from information available at the lease commencement date as our leases generally do not include implicit rates. The incremental borrowing rate is calculated based on our collateralized borrowing rate adjusted for jurisdictional considerations. The Non-current operating lease assets also include any lease payments made prior to the commencement date and are recorded net of any lease incentives. Leases typically have limited restrictions and covenants on the Company for incurring additional financial obligations. Rental payments are generally fixed, with no special terms or conditions; however, certain operating leases also include variable lease payments such as insurance, real estate taxes, and annual changes in the consumer price index (“CPI”). Additionally, the Company’s office leases may have options to extend or terminate the lease, the terms of which vary by lease; however, these options are not reasonably certain of being exercised, and the option periods are not considered in the calculation of the Non-current operating lease asset or the operating lease liability. The Company generally only enters into subleases for its real estate leases, with the terms of the subleases consistent with those of the underlying lease.

Lease expense for operating leases is recognized on a straight-line basis over the lease term in Operating, administrative and other in the Consolidated Statements of Operations. Operating lease assets are included in Non-current operating lease assets, and operating lease liabilities are included in Other current liabilities and Non-current operating lease liabilities in the Consolidated Balance Sheets. Finance lease assets and liabilities are immaterial and included in Property and Equipment, net, and in Short-term borrowings and current portion of long-term debt, and Long-term debt in the Consolidated Balance Sheets, respectively.

The Company has lease agreements with lease and non-lease components, but as the Company has elected the practical expedient to not separate lease and non-lease components for all asset classes, they are not accounted for separately. Instead, consideration for the lease is allocated to a single lease component. Further, the Company has elected the practical expedient for the short-term lease exemption for all asset classes and therefore does not recognize operating lease assets or operating lease liabilities for leases with a term of 12 months or less. The impact of off-balance sheet accounting for short-term leases is immaterial. For certain equipment leases, the Company applies a portfolio approach to account for the operating lease assets and liabilities.

The Company assesses lease assets for impairment whenever events or changes in circumstances indicate that the carrying value of the lease asset may not be recoverable. If this assessment indicates that such assets are impaired, the impairment is recognized in the period the changes occur and represent the amount by which the carrying value exceeds the fair value. Refer to Note 15: Leases for additional information on leases.

p) Share-based Payments

The Company grants stock options and restricted stock awards to employees and non-employees under the Amended and Restated 2018 Omnibus Management Share and Cash Incentive Plan and the 2018 Omnibus Non-Employee Director Share and Cash Incentive Plan (collectively, the "2018 Omnibus Plans") and, prior to the IPO, the Company granted awards under the Management Equity Investment and Incentive Plan ("MEIP"). For the time-based awards, the grant date fair value is recognized as compensation expense using the straight-line vesting method over the vesting period, with a corresponding increase in equity or liabilities, depending on the balance sheet classification. For the performance-based awards, the grant date fair value is recognized as compensation expense as the awards vest based on the achievement of performance and market conditions, with a corresponding increase in equity or liabilities, depending on the balance sheet classification. Refer to Note 13: Stock-Based Payments for additional information on the Company's stock-based compensation plans.

q) Recently Issued Accounting Pronouncements

The Company has adopted the following new accounting standards that have been recently issued:

Current Expected Credit Loss (CECL)

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses* (together with all subsequent amendments, ("Topic 326")), which replaced the previous U.S. GAAP that required an incurred loss methodology for recognizing credit losses and delayed recognition until it was probable a loss had been incurred. Topic 326 replaced the incurred loss methodology with a methodology that reflects expected credit losses and requires consideration of reasonable and supportable information to estimate credit losses. Trade and other receivables and contract assets are presented on the Consolidated Balance Sheets net of estimated expected credit losses.

Upon initial recognition of a receivable or a contract asset, the Company estimates credit losses over the contractual term of the asset and establishes an allowance based on historical experience, current available information and expectations of future economic conditions. The Company mitigates credit loss risk from its trade receivables by assessing customers for creditworthiness, including review of credit ratings, financial position, and historical experience with similar customers within similar geographic regions, where available. Credit risk is limited due to ongoing monitoring, high geographic customer distribution and low concentration of risk. As the risk of loss is determined to be similar based on the credit risk factors, the Company aggregates its trade receivables on a collective basis when assessing estimated credit losses.

The Company adopted Topic 326 on January 1, 2020 in accordance with the modified retrospective approach, which resulted in an immaterial cumulative-effect adjustment to the opening balance of Accumulated deficit.

Derivatives and Hedging

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. This ASU provides temporary optional practical expedients for reference rate reform related activities that impact debt, leases, derivatives and other contracts and is effective through December 31, 2022. In the second quarter of 2020, the Company elected to apply the hedge accounting expedients related to probability of forecasted transactions and the assessments of effectiveness for future LIBOR indexed cash flows to assume that the index upon which future hedged transactions will be based matches the index on the corresponding derivatives. The application of these expedients preserves the presentation of the derivatives with no impact to the financial statements and related disclosures.

In January 2021, the FASB issued ASU 2021-01, *Reference Rate Reform (Topic 848),* which, among other changes, amends the scope of the recent reference rate reform guidance (ASC 848). New optional expedients allow derivative instruments impacted by changes in the interest rate used for margining, discounting, or contract price alignment (i.e., discount transition) to qualify for certain optional relief. The guidance was effective immediately and the Company applied it retrospectively to January 1, 2020 with no impact to the financial statements and related disclosures.

Financial Instruments

In January 2020, the FASB issued ASU 2020-01, *Investments—Equity Securities (Topic 321), Investments—Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815)*. This ASU clarifies that a company should consider observable transactions that require a company to either apply or discontinue the equity method of accounting under Topic 323. This ASU discusses that when determining the accounting for certain forward contracts and purchased options a company should not consider, whether upon settlement or exercise, if the underlying securities would be accounted for under the equity method or fair value option. This ASU is effective for fiscal years beginning after December 15, 2020, with early adoption permitted. The Company adopted this guidance in the first quarter of 2021 and the adoption did not have a material impact on our financial statements and related disclosures.

Income Taxes

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*. The new guidance removes certain exceptions related to the approach for intraperiod tax allocation, the methodology for calculating income in an interim period, and the recognition of deferred tax liabilities for outside basis differences. The new guidance is effective for public companies for annual reporting periods and interim periods within those annual periods beginning after December 15, 2020, with early adoption permitted. The Company adopted the new guidance effective July 1, 2020, with an immaterial impact to its financial statements and related disclosures.

Business Combinations

In October 2021, the FASB issued ASU 2021-08, *Business Combinations: Accounting for Contract Asset and Contract Liabilities from Contracts with Customers*, to require that an acquirer recognize and measure contract assets and liabilities acquired in a business combination in accordance with ASC 606, *Revenue from Contracts with Customers*. This ASU is effective for fiscal years beginning after December 15, 2022. The Company is currently evaluating the effect, if any, that the ASU will have on its financial statements and related disclosures.

Government Assistance

In November 2021, the FASB issued ASU 2021-10, *Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance*. This ASU requires certain disclosures when companies (a) have received government assistance and (b) use a grant or contribution accounting model by analogy to other accounting guidance. A company that has received government assistance must provide disclosures related to the nature of the transaction, accounting policies used to account for the transaction, and the amounts and line items on the financial statements that are affected by the transaction. This ASU is effective for fiscal years beginning after December 15, 2021, with early adoption permitted, and can be applied either prospectively or retrospectively. The Company plans to adopt effective for fiscal years beginning after December 15, 2021 and apply the guidance within the ASU prospectively. The Company is currently evaluating the effect, if any, that the ASU will have on its financial statements and related disclosures.

Note 3: Segment Data

The Company reports its operations through the following segments: (1) Americas, (2) EMEA and (3) APAC. The Americas consists of operations located in the United States, Canada and key markets in Latin America. EMEA includes operations in the U.K., France, Netherlands and other markets in Europe and the Middle East. APAC includes operations in Australia, Singapore, China and other markets in the Asia Pacific region.

Adjusted EBITDA is the profitability metric reported to the chief operating decision maker ("CODM") for purposes of making decisions about allocation of resources to each segment and assessing performance of each segment. The Company believes that investors find this measure useful in comparing our operating performance to that of other companies in our industry because this measure generally illustrates the underlying performance of the business before integration and other costs related to merger, pre-IPO stock-based compensation, unrealized (gains) / losses on investments, acquisition related costs and efficiency initiatives, and other items. Adjusted EBITDA also excludes the effects of financings, income tax and the non-cash accounting effects of depreciation and intangible asset amortization.

As segment assets are not reported to or used by the CODM to measure business performance or allocate resources, total segment assets and capital expenditures are not presented below.

Summarized financial information by segment is as follows (in millions):

	Year Ended December 31,			% Change	
	2021	2020	2019	2021 v 2020	2020 v 2019
Total Revenues					
Americas	$ 7,015.3	$ 5,707.1	$ 6,172.1	23 %	(8)%
EMEA	1,113.1	966.9	1,038.2	15 %	(7)%
APAC	1,260.3	1,169.7	1,540.7	8 %	(24)%
Total Revenues	$ 9,388.7	$ 7,843.7	$ 8,751.0	20 %	(10)%
Adjusted EBITDA					
Americas	$ 647.0	$ 326.5	$ 499.8	98 %	(35)%
EMEA	117.9	77.5	100.4	52 %	(23)%
APAC	121.5	100.3	124.2	21 %	(19)%

Adjusted EBITDA is calculated as follows (in millions):

	Year Ended December 31,		
	2021	2020	2019
Adjusted EBITDA - Americas	$ 647.0	$ 326.5	$ 499.8
Adjusted EBITDA - EMEA	117.9	77.5	100.4
Adjusted EBITDA - APAC	121.5	100.3	124.2
Add/(less):			
Depreciation and amortization	(172.1)	(263.6)	(296.7)
Interest expense, net of interest income	(179.5)	(163.8)	(150.6)
Provision for income taxes	(89.9)	(43.9)	(42.6)
Unrealized loss on investments	(10.4)	—	—
Integration and other costs related to merger	(32.4)	(64.0)	(112.5)
Pre-IPO stock-based compensation	(5.4)	(19.2)	(43.9)
Acquisition related costs and efficiency initiatives	(140.4)	(154.1)	(56.1)
Other	(6.3)	(16.2)	(21.8)
Net income (loss)	$ 250.0	$ (220.5)	$ 0.2

Geographic Information

Revenue in the table below is allocated based upon the country in which services are performed (in millions):

	Year Ended December 31,		
	2021	2020	2019
United States	$ 6,771.0	$ 5,423.9	$ 5,861.5
Australia	452.8	456.4	556.6
United Kingdom	420.6	323.3	396.2
All other countries	1,744.3	1,640.1	1,936.7
Total	$ 9,388.7	$ 7,843.7	$ 8,751.0

Note 4: Earnings Per Share

Earnings (Loss) per Share ("EPS") is calculated by dividing the Net earnings or loss attributable to shareholders by the weighted average shares outstanding. As the Company was in a loss position for the year ended December 31, 2020, the Company has determined all potentially dilutive shares would be anti-dilutive in this period and therefore are excluded from the calculation of diluted weighted average shares outstanding. This results in the calculation of weighted average shares outstanding to be the same for basic and diluted EPS.

Potentially dilutive securities of approximately 2.1 million for the year ended December 31, 2020 were not included in the computation of diluted EPS because their effect would have been anti-dilutive.

The following is a calculation of EPS (in millions, except per share amounts):

	Year Ended December 31,		
	2021	2020	2019
Basic EPS			
Net income (loss) attributable to shareholders	$ 250.0	$ (220.5)	$ 0.2
Weighted average shares outstanding for basic earnings (loss) per share	223.0	220.8	217.7
Basic earnings (loss) per common share attributable to shareholders	$ 1.12	$ (1.00)	$ 0.00
Diluted EPS			
Net income (loss) attributable to shareholders	$ 250.0	$ (220.5)	$ 0.2
Weighted average shares outstanding for basic earnings (loss) per share:	223.0	220.8	217.7
Dilutive effect of restricted stock units	2.5	—	5.3
Dilutive effect of stock options	1.0	—	1.5
Weighted average shares outstanding for diluted earnings (loss) per share	226.5	220.8	224.5
Diluted earnings (loss) per common share attributable to shareholders	$ 1.10	$ (1.00)	$ 0.00

Note 5: Revenue

Disaggregation of Revenue

The following tables disaggregate revenue by reportable segment and service line (in millions):

		Year Ended December 31, 2021			
	Revenue recognition timing	Americas	EMEA	APAC	Total
Property, facilities and project management	Over time	$ 4,298.1	$ 503.4	$ 858.0	$ 5,659.5
Leasing	At a point in time	1,408.5	247.7	204.1	1,860.3
Capital markets	At a point in time	1,114.2	168.9	70.5	1,353.6
Valuation and other	At a point in time or over time	194.5	193.1	127.7	515.3
Total revenue		$ 7,015.3	$ 1,113.1	$ 1,260.3	$ 9,388.7

		Year Ended December 31, 2020			
	Revenue recognition timing	Americas	EMEA	APAC	Total
Property, facilities and project management	Over time	$ 3,993.3	$ 474.5	$ 862.9	$ 5,330.7
Leasing	At a point in time	954.9	194.2	139.2	1,288.3
Capital markets	At a point in time	592.0	125.4	54.3	771.7
Valuation and other	At a point in time or over time	166.9	172.8	113.3	453.0
Total revenue		$ 5,707.1	$ 966.9	$ 1,169.7	$ 7,843.7

		Year Ended December 31, 2019			
	Revenue recognition timing	Americas	EMEA	APAC	Total
Property, facilities and project management	Over time	$ 3,723.2	$ 412.8	$ 1,141.0	$ 5,277.0
Leasing	At a point in time	1,519.0	251.5	180.3	1,950.8
Capital markets	At a point in time	746.9	182.2	104.6	1,033.7
Valuation and other	At a point in time or over time	183.0	191.7	114.8	489.5
Total revenue		$ 6,172.1	$ 1,038.2	$ 1,540.7	$ 8,751.0

Contract Balances

The Company receives payments from customers based upon contractual billing schedules; accounts receivable are recorded when the right to consideration becomes unconditional. Contract assets include amounts related to the contractual right to consideration for completed performance not yet invoiced or able to be invoiced. Contract liabilities are recorded when cash payments are received in advance of performance, including amounts which are refundable. The Company had no material asset impairment charges related to contract assets in the periods presented.

As of December 31, 2021 and 2020, the Company had contract assets of $337.4 million and $257.9 million, respectively, and $71.1 million and $38.2 million, respectively, which were recorded in Short-term contract assets, net and Other non-current assets, respectively, in the Consolidated Balance Sheets. As of December 31, 2021 and 2020, the Company also recorded contract asset allowances of $18.5 million and $10.3 million, respectively, within Short-term contract assets, net.

As of December 31, 2021 and 2020, the Company had contract liabilities of $62.8 million and $42.8 million, respectively, which were recorded in Accounts payable and accrued expenses in the Consolidated Balance Sheets. Contract liabilities as of December 31, 2021 and 2020 were reduced by $451.2 million and $608.3 million, respectively, due to revenue recognition criteria being satisfied.

Exemptions

The Company incurs incremental costs to obtain new contracts across the majority of its service lines. As the amortization period of those expenses is 12 months or less, the Company expenses those incremental costs of obtaining the contracts in accordance with Topic 606.

Remaining performance obligations represent the aggregate transaction prices for contracts where the performance obligations have not yet been satisfied. In accordance with Topic 606, the Company does not disclose unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) variable consideration for services performed as a series of daily performance obligations, such as those performed within the Property, facilities and project management services lines. Performance obligations within these businesses represent a significant portion of the Company's contracts with customers not expected to be completed within 12 months.

Note 6: Goodwill and Other Intangible Assets

The following table summarizes the changes in the carrying amount of goodwill for the year ended December 31, 2021 (in millions):

	Americas	EMEA	APAC	Total
Balance as of December 31, 2019	$ 1,417.1	$ 282.2	$ 269.8	$ 1,969.1
Acquisitions	83.4	26.5	—	109.9
Disposals	—	—	(25.2)	(25.2)
Effect of movements in exchange rates and other	1.7	18.6	23.9	44.2
Balance as of December 31, 2020	$ 1,502.2	$ 327.3	$ 268.5	$ 2,098.0
Acquisitions	9.0	—	—	9.0
Effect of movements in exchange rates and other	—	(10.1)	(15.0)	(25.1)
Balance as of December 31, 2021	$ 1,511.2	$ 317.2	$ 253.5	$ 2,081.9

Portions of goodwill are denominated in currencies other than the U.S. dollar, therefore a portion of the movements in the reported book value of these balances is attributable to movements in foreign currency exchange rates.

The Company identified immaterial measurement period adjustments during the years ended December 31, 2021 and 2020 and adjusted the provisional goodwill amounts recognized.

For the years ended December 31, 2021, 2020 and 2019, the annual impairment assessment of goodwill has been completed resulting in no impairment charges, as the estimated fair value of each of the identified reporting units was in excess of its carrying value.

The following tables summarize the carrying amounts and accumulated amortization of intangible assets (in millions):

	As of December 31, 2021			
	Useful Life (in years)	Gross Value	Accumulated Amortization	Net Value
C&W trade name	Indefinite	$ 546.0	$ —	$ 546.0
Customer relationships	1 - 15	1,380.7	(1,009.0)	371.7
Other intangible assets	2 - 13	17.3	(12.8)	4.5
Total intangible assets		$ 1,944.0	$ (1,021.8)	$ 922.2

	As of December 31, 2020			
	Useful Life (in years)	Gross Value	Accumulated Amortization	Net Value
C&W trade name	Indefinite	$ 546.0	$ —	$ 546.0
Customer relationships	1 - 15	1,390.1	(952.9)	437.2
Other intangible assets	2 - 13	17.4	(9.4)	8.0
Total intangible assets		$ 1,953.5	$ (962.3)	$ 991.2

Amortization expense was $66.2 million, $144.9 million and $187.3 million for the years ended December 31, 2021, 2020 and 2019, respectively. The estimated annual future amortization expense for each of the years ending December 31, 2022 through December 31, 2026 is $63.4 million, $59.2 million, $47.6 million, $45.0 million and $41.3 million, respectively.

No material impairments of intangible assets were recorded for the years ended December 31, 2021, 2020 and 2019, respectively.

Note 7: Equity Method Investments

On December 3, 2021, the Company finalized a strategic joint venture with Greystone, acquiring a 40% interest in Greystone's multifamily agency origination and servicing platform for approximately $504.0 million. The Company concluded this investment does not represent a variable interest entity, and will account for the investment under the equity method.

On January 6, 2020, the Company formed a new asset services joint venture with Vanke Service, a leading Chinese real estate service provider, and a subsidiary of China Vanke Co. ("Cushman & Wakefield Vanke Service"). The Company owns a 35% interest in this joint venture and accounts for its investment under the equity method. The Company recognized a gain of $36.9 million upon formation of the joint venture, which has been recorded in Other income, net in the Consolidated Statement of Operations. The gain was calculated as the difference between the fair value of the consideration transferred and the carrying amount of the former subsidiary's assets and liabilities.

As of December 31, 2021 and 2020, the Company had investments classified under the equity method of accounting of $641.3 million and $114.9 million, respectively. As of December 31, 2021, aggregate assets from equity method investments exceeded 10% of the Company's consolidated assets. Accordingly, the Company is disclosing aggregated summarized financial data for its equity method investments for all periods presented in the Consolidated Financial Statements. Such aggregated summarized financial data does not represent the Company's proportionate share of the equity method investment assets or earnings.

The following tables summarize the combined financial information for our equity method investments, based on the most recent and sufficiently timely financial information available to the Company as of the respective reporting dates and periods.

	As of December 31,	
(in millions)	2021	2020
Total assets	$ 2,666.7	$ 496.5
Total liabilities	2,044.2	345.4

(in millions)	Year Ended December 31, 2021	2020	2019
Total revenues	$ 966.2	$ 668.4	$ 52.5
Operating income	74.0	41.0	9.6
Net income	63.4	28.1	9.5

The Company did not record any other-than-temporary impairment charges on equity method investments during the periods presented.

Note 8: Property and Equipment

Property and equipment consist of the following (in millions):

	As of December 31, 2021	2020
Software	$ 243.4	$ 225.6
Plant and equipment	107.5	121.9
Leasehold improvements	225.1	229.4
Equipment under finance lease	75.7	60.4
Software under development	15.7	14.5
Construction in progress	13.1	11.1
	680.5	662.9
Less: Accumulated depreciation	(485.9)	(427.0)
Total property and equipment, net	$ 194.6	$ 235.9

Depreciation and amortization expense associated with property and equipment was $105.9 million, $118.7 million and $109.4 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Note 9: Derivative Financial Instruments and Hedging Activities

The Company is exposed to certain risks arising from both business operations and economic conditions, including interest rate risk and foreign exchange risk. To mitigate the impact of interest rate and foreign exchange risk, the Company enters into derivative financial instruments. The Company maintains the majority of its overall interest rate exposure on floating rate borrowings to a fixed-rate basis, primarily with interest rate swap agreements. The Company manages exposure to foreign exchange fluctuations primarily through short-term forward contracts.

Interest Rate Derivative Instruments

In January 2019, the Company entered into an interest rate swap agreement that became effective in the month of trade, expiring August 2025. The Company immediately designated this instrument as a cash flow hedge.

As of December 31, 2021, the Company's active interest rate hedging instruments consist of five interest rate swap agreements designated as cash flow hedges. The Company's hedge instrument balances as of December 31, 2021 relate solely to these interest rate swaps. The hedge instruments expire in August 2025 and are further described below.

The Company records changes in the fair value of derivatives designated and qualifying as cash flow hedges in Accumulated other comprehensive loss in the Consolidated Balance Sheets and are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. As of December 31, 2021 and 2020, there were $83.6 million and $157.0 million in pre-tax losses, respectively, included in Accumulated other comprehensive loss related to these agreements, which will be reclassified to Interest expense as interest payments are made in accordance with the 2018 Credit Agreement; refer to Note 10: Long-Term Debt and Other Borrowings for discussion of these agreements. During the next twelve months, the Company estimates that pre-tax losses of $33.9 million will be reclassified to Interest expense on the Consolidated Statements of Operations.

Non-Designated Foreign Exchange Derivative Instruments

Additionally, the Company enters into short-term forward contracts to mitigate the risk of fluctuations in foreign currency exchange rates that would adversely impact some of the Company's foreign currency denominated transactions. Hedge accounting was not elected for any of these contracts. As such, changes in the fair values of these contracts are recorded directly in earnings. There were losses of $1.6 million, gains of $2.7 million, and losses of $0.9 million included in the Consolidated Statements of Operations for the years ended December 31, 2021, 2020 and 2019, respectively.

As of December 31, 2021 and 2020, the Company had 19 and 17 foreign currency exchange forward contracts outstanding covering a notional amount of $642.7 million and $611.7 million, respectively. As of December 31, 2021 and 2020, the Company has not posted and does not hold any collateral related to these agreements.

The following table presents the fair value of derivatives as of December 31, 2021 and 2020 (in millions):

		December 31, 2021		December 31, 2020	
	December 31, 2021	Assets	Liabilities	Assets	Liabilities
Derivative Instrument	Notional	Fair Value	Fair Value	Fair Value	Fair Value
Designated:					
Cash flow hedges:					
Interest rate swaps	$ 1,423.6	$ —	$ 84.0	$ —	$ 163.9
Non-designated:					
Foreign currency forward contracts	642.7	0.9	1.1	2.5	1.1

The fair value of interest rate swaps is included within Other non-current liabilities in the Consolidated Balance Sheets. The fair value of foreign currency forward contracts is included in Prepaid expenses and other current assets and Other current liabilities in the Consolidated Balance Sheets. The Company does not net derivatives in the Consolidated Balance Sheets.

The following table presents the effect of derivatives designated as hedges, net of applicable income taxes, in the Consolidated Statements of Operations for the years ended December 31, 2021, 2020 and 2019 (in millions):

	Beginning Accumulated Other Comprehensive Loss (Gain)	Amount of Loss (Gain) Recognized in Other Comprehensive Loss on Derivatives[(1)]	Amount of (Loss) Gain Reclassified from Accumulated Other Comprehensive Loss into Statement of Operations[(2)]	Ending Accumulated Other Comprehensive Loss (Gain)
Year Ended December 31, 2019				
Interest rate cash flow hedges	(13.3)	88.5	3.8	79.0
	$ (13.3)	$ 88.5	$ 3.8	$ 79.0
Year Ended December 31, 2020				
Interest rate cash flow hedges	79.0	111.3	(31.4)	158.9
	$ 79.0	$ 111.3	$ (31.4)	$ 158.9
Year Ended December 31, 2021				
Interest rate cash flow hedges	158.9	(33.5)	(41.2)	84.2
	$ 158.9	$ (33.5)	$ (41.2)	$ 84.2

(1) Amount is net of related income tax expense of $0.0 million, $0.0 million and $4.4 million for the years ended December 31, 2021, 2020 and 2019, respectively.

(2) Amount is net of related income tax expense of $1.8 million, $2.8 million and $3.1 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Losses of $39.4 million and $28.6 million and gains of $6.9 million were reclassified into earnings during the years ended December 31, 2021, 2020 and 2019, respectively, relating to interest rate hedges and were recognized in Interest expense on the Consolidated Statements of Operations.

Note 10: Long-Term Debt and Other Borrowings

Long-term debt consisted of the following (in millions):

	As of December 31,	
	2021	2020
Collateralized:		
2018 First Lien Loan, net of unamortized discount and issuance costs of $25.8 million and $32.5 million, respectively	$ 2,593.8	$ 2,613.7
2020 Senior Secured Notes, net of unamortized issuance costs due 2028 of $9.2 million and $10.6 million, respectively	640.8	639.4
Finance lease liability	23.2	19.0
Notes payable to former stockholders	0.2	0.3
Total	3,258.0	3,272.4
Less: current portion of long-term debt	(37.5)	(36.7)
Total long-term debt, net	$ 3,220.5	$ 3,235.7

2018 Credit Agreement

On August 21, 2018, the Company entered into a $3.5 billion credit agreement (the "2018 Credit Agreement"), comprised of a $2.7 billion term loan (the "2018 First Lien Loan") and an $810.0 million revolving facility (the "Revolver"). Net proceeds from the 2018 First Lien Loan were $2.7 billion ($2.7 billion aggregate principal amount less $13.5 million stated discount and $20.6 million in debt transaction costs).

The 2018 Credit Agreement bears interest at a variable interest rate that the Company may select per the terms of the 2018 Credit Agreement. As of December 31, 2021, the rate is equal to 1-month LIBOR plus 2.75% as a result of the refinancing. The 2018 First Lien Loan matures on August 21, 2025. As of December 31, 2021, the effective interest rate of the 2018 First Lien Loan was 3.1%.

The 2018 Credit Agreement requires quarterly principal payments equal to 0.25% of the aggregate principal amount of the 2018 First Lien Loan, including incremental borrowings.

Revolver

On December 20, 2019, the Company amended the Revolver to increase the aggregate principal amount by $210.0 million, incurring an additional $0.5 million in debt transaction costs. As of December 31, 2021, the 2018 Credit Agreement amounted to $3.7 billion including a $1.0 billion Revolver. The Company’s $1.0 billion Revolver, which matures on August 21, 2023, was undrawn as of December 31, 2021 and December 31, 2020.

Borrowings under the Revolver, if any, bear interest at our option, at rates varying from 2.75% to 2.00% based on achievement of certain Net Leverage Ratios (as defined in the 2018 Credit Agreement).

The Revolver also includes capacity for letters of credit equal to the lesser of (a) $220.0 million and (b) any remaining amount not drawn down on the Revolver’s primary capacity. As of December 31, 2021 and 2020, the Company had issued letters of credit with an aggregate face value of $33.1 million and $63.0 million, respectively. These letters of credit were issued in the normal course of business.

The Revolver is also subject to a commitment fee. The commitment fee varies based on the Company's First Lien Net Leverage Ratio. The Company was charged $3.6 million, $3.0 million, and $2.7 million of commitment fees during the years ended December 31, 2021, 2020 and 2019, respectively.

2018 First Lien Loan Refinancing

On January 20, 2020, the Company refinanced the aggregate principal amount of its 2018 First Lien Loan, incurring an additional $11.1 million in debt transaction costs. The 2018 First Lien Loan was refinanced under materially the same terms, except that of the applicable margin on the LIBOR for the replacement term loan in respect of the Eurodollar Rate Loans is 2.75% as compared to 3.25%, and for the Base Rate Loans is 1.75% compared to 2.25%.

Financial Covenant and Terms

The 2018 Credit Agreement has a springing financial covenant, tested on the last day of each fiscal quarter if the outstanding loans under the Revolver exceed an applicable threshold. If the financial covenant is triggered, the Net Leverage Ratio is tested for compliance not to exceed 5.80 to 1.00.

The Company was in compliance with all of the covenants under the 2018 Credit Agreement as of December 31, 2021 and December 31, 2020.

2020 Senior Secured Notes

On May 22, 2020, the Company issued $650.0 million of 6.75% senior secured notes due May 15, 2028 (the "2020 Notes"). Net proceeds from the 2020 Notes were $638.5 million, consisting of a $650.0 million aggregate principal amount less $11.5 million from issuance costs. The 2020 Notes were offered in a private placement exempt from registration under the Securities Act. The 2020 Notes bear interest at a fixed rate of 6.75% and yielded an effective interest rate of 6.8% as of December 31, 2021.

Note 11: Employee Benefits

Defined contribution plans

The Company offers a variety of defined contribution plans across the world, in the U.S. benefit plans are pursuant to Section 401(k) of the Internal Revenue Code. For certain plans, the Company, at its discretion, can match eligible employee contributions of up to 100% of amounts contributed up to 3% of an individual's annual compensation and subject to limitation under federal law. Additionally, the Company sponsors a number of defined contribution plans pursuant to the requirements of certain countries in which it has operations.

Contributions to defined contribution plans are charged as an expense as the contributions are paid or become payable and are reflected in Cost of services and Operating, administrative and other on the Consolidated Statements of Operations.

Defined contribution plan expense was $34.3 million, $39.6 million and $38.8 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Defined benefit plans

The Company offers defined benefit plans in certain jurisdictions. In the U.K., the Company provides a funded defined benefit plan to certain employees and former employees and has an obligation to pay unfunded pensions to 6 former employees or their surviving spouses. The defined benefit plan provides benefits based on final pensionable salary and has been closed to new members and future accruals since October 31, 2009. Also, in the U.K., the Company operates a hybrid pension plan that includes characteristics of both a defined contribution and a defined benefit plan (the "Hybrid Plan"). The Company formally gave notice to freeze this plan effective March 31, 2002 and, subject to certain transitional arrangements, introduced a defined contribution plan for employees from that date.

The net asset for defined benefit plans is presented within Other non-current assets and is comprised of the following (in millions):

	As of December 31, 2021	As of December 31, 2020
Present value of funded obligations	$ (215.3)	$ (243.3)
Fair value of defined benefit plan assets	248.9	255.4
Net asset	$ 33.6	$ 12.1

The Company has no legal obligation to settle liabilities, if any, with an immediate contribution or an additional one-off contribution. The Company intends to continue to contribute to its defined benefit plans at a rate in line with the latest recommendations provided by the plans' actuaries and trustees.

Total employer contributions expected to be paid for the year ending December 31, 2022 for the U.K. defined benefit plans are $5.1 million.

Changes in the net asset/liability for defined benefit plans were as follows (in millions):

	As of December 31, 2021	As of December 31, 2020
Change in pension benefit obligations:		
Balance at beginning of year	$ (243.3)	$ (209.2)
Service cost	(0.4)	(0.4)
Interest cost	(2.9)	(4.1)
Actuarial losses	17.2	(32.5)
Benefits paid	11.6	10.5
Foreign exchange movement	2.5	(7.6)
Balance at end of year	(215.3)	(243.3)
Change in pension plan assets:		
Balance at beginning of year	255.4	223.9
Actual return on plan assets	(3.4)	28.9
Employer contributions	11.0	5.2
Benefits paid	(11.6)	(10.4)
Foreign exchange movement	(2.5)	7.8
Balance at end of year	248.9	255.4
Over funded status at end of year	$ 33.6	$ 12.1

Total amounts recognized in the Consolidated Statements of Operations were as follows (in millions):

	Year Ended December 31,		
	2021	2020	2019
Service and other cost	$ (0.4)	$ (0.4)	$ (0.3)
Interest cost	(2.9)	(4.1)	(5.2)
Expected return on assets	5.7	6.1	7.9
Settlement loss	(0.4)	(0.3)	—
Amortization of net loss	(0.2)	—	(0.1)
Net periodic pension benefit	$ 1.8	$ 1.3	$ 2.3

Total amounts recognized in Accumulated other comprehensive loss were as follows (in millions):

	Year Ended December 31,		
	2021	2020	2019
Cumulative actuarial losses at beginning of year	$ (5.5)	$ (1.3)	$ (3.4)
Actuarial gains (losses) recognized during the period, net of tax[1]	8.0	(3.9)	2.2
Amortization of net loss	0.2	—	0.1
Foreign exchange movement	0.2	(0.3)	(0.2)
Cumulative actuarial gains (losses) at end of year	$ 2.9	$ (5.5)	$ (1.3)

[1] Actuarial gains (losses) recognized are reported net of tax (expense) benefit of $(0.6) million, $0.6 million and $0.8 million for the years ended December 31, 2021, 2020 and 2019, respectively.

The expected rate of return on plan assets has been calculated by taking a weighted average of the expected return on assets, weighted by the actual asset allocation at each reporting period. The Company uses investment services to assist with determining the overall expected rate of return on pension plan assets. Factors considered in this determination include historical long-term investment performance and estimates of future long-term returns by asset class.

The discount rate is determined using a cash flow matching method and a yield curve which is based on AA corporate bonds with extrapolation beyond 30 years in line with a gilt yield curve to 50 years.

Principal actuarial assumptions	Year Ended December 31, 2021	2020	2019
Discount rate	1.5%	1.6%	2.4%
Expected return on plan assets	2.1%	2.5%	3.4%

The Company evaluates these assumptions on a regular basis taking into consideration current market conditions and historical market data. A lower discount rate would increase the present value of the benefit obligation. Other changes in actuarial assumptions, such as plan participants' life expectancy, can also have a material impact on the net benefit obligation.

The investment strategies are set by the independent trustees of the plans and are established to achieve a reasonable balance between risk and return and to cover administrative expenses, as well as to maintain funds at a level to meet any applicable minimum funding requirements. The actual asset allocations as of December 31, 2021 and 2020 approximate each plan's target asset allocation percentages and are consistent with the objectives of the trustees, particularly in relation to diversification, risk, expected return and liquidity. The weighted average plan assets allocations as of December 31, 2021 and 2020 by asset category was as follows:

Major categories of plan assets:	2021	2020
Equity instruments	8%	33%
Debt, cash and other instruments	92%	67%
Total - Major categories of plan assets	100%	100%

Plan assets of $202.8 million and $237.5 million were held within instruments whose fair values can be readily determinable, but do not have regular active market pricing (Level 2) as of December 31, 2021 and 2020, respectively. Assets include marketable equity securities in both U.K. and U.S. companies, including U.S. and non-U.S. equity funds. Debt securities consist of mainly fixed income bonds, such as corporate or government bonds. For certain funds, the assets are valued using bid-market valuations provided by the funds' investment managers. The plans do not invest directly in property occupied by the Company or in financial securities issued by the Company.

In addition, plans assets of $46.1 million and $11.1 million as of December 31, 2021 and 2020, respectively, were held within instruments whose fair values can be readily determinable through observable, quoted prices in active markets (Level 1), and these assets consist primarily of cash. As of December 31, 2020, plan assets of $6.8 million were held within instruments with unobservable inputs (Level 3), including private credit funds.

Expected future benefit payments for the defined benefit pension plans are as follows (in millions):

	Payment
2022	$ 8.2
2023	8.7
2024	8.9
2025	8.8
2026	8.9
From 2027 to 2031	45.7

Table of Contents

Note 12: Income Taxes

The significant components of earnings (loss) before income taxes and the provision for income taxes are as follows (in millions):

	Year Ended December 31,		
	2021	2020	2019
United States	$ 228.6	$ (217.3)	$ (38.6)
Other countries	111.3	40.7	81.4
Earnings (loss) before income taxes	$ 339.9	$ (176.6)	$ 42.8

	Year Ended December 31,		
	2021	2020	2019
United States federal:			
Current	$ 62.7	$ (15.2)	$ 17.4
Deferred	(21.7)	(23.2)	(14.6)
Total United States federal income taxes	41.0	(38.4)	2.8
United States state and local:			
Current	31.0	3.8	13.4
Deferred	(26.6)	9.4	(19.5)
Total United States state and local income taxes	4.4	13.2	(6.1)
All other countries:			
Current	53.2	48.7	57.9
Deferred	(8.7)	20.4	(12.0)
Total all other countries income taxes	44.5	69.1	45.9
Total provision for income taxes	$ 89.9	$ 43.9	$ 42.6

Differences between income tax expense reported for financial reporting purposes and tax expense computed based upon the application of the United States federal tax rate to the reported earnings (loss) before income taxes are as follows (in millions):

	Year Ended December 31,		
	2021	2020	2019
Reconciliation of effective tax rate			
Earnings (loss) before income taxes	$ 339.9	$ (176.6)	$ 42.8
Taxes at the statutory rate	71.4	(37.1)	9.0
Adjusted for:			
State taxes, net of the federal benefit	(1.5)	(9.4)	(2.9)
Other permanent adjustments	20.4	19.5	19.3
Foreign tax rate differential	(0.3)	(6.3)	0.3
Change in valuation allowance	20.2	61.8	(9.7)
Impact of repatriation	—	(1.0)	12.0
Uncertain tax positions	2.2	4.4	4.3
Deferred tax inventory	(1.4)	9.8	4.5
Impact of restructuring	—	—	6.0
Tax credits	(6.8)	—	—
Other, net	(14.3)	2.2	(0.2)
Provision for income taxes	$ 89.9	$ 43.9	$ 42.6

The tax effect of temporary differences that gave rise to deferred tax assets and liabilities are as follows (in millions):

	As of December 31,	
	2021	2020
Deferred tax assets		
Liabilities	$ 209.9	$ 182.1
Property, plant and equipment	6.1	—
Deferred expenditures	20.3	28.2
Employee benefits	150.2	88.1
Tax losses / credits	211.6	225.5
Intangible assets	16.1	17.4
Other	—	10.1
Deferred tax assets	614.2	551.4
Less: valuation allowance	(228.0)	(250.9)
Net deferred tax assets	$ 386.2	$ 300.5
Deferred tax liabilities		
Property, plant and equipment	$ —	$ (9.2)
Intangible assets	(267.6)	(244.0)
Income recognition	(3.0)	(6.8)
Right-of-use asset	(92.3)	(81.2)
Other	(6.5)	—
Total deferred tax liabilities	(369.4)	(341.2)
Net deferred tax assets (liabilities)	$ 16.8	$ (40.7)

The Company had total valuation allowances of $228.0 million and $250.9 million as of December 31, 2021 and 2020, respectively, as it was determined that it was more likely than not that certain deferred tax assets may not be realized. These valuation allowances relate to tax loss carryforwards, other tax attributes and temporary differences that are available to reduce future tax liabilities in jurisdictions including but not limited to U.S., U.K., France and Brazil.

The total amount of gross unrecognized tax benefits was $27.2 million and $32.4 million as of December 31, 2021 and 2020, respectively. It is reasonably possible that unrecognized tax benefits could change by approximately $5.5 million during the next twelve months. Accrued interest and penalties related to uncertain tax positions are included in the tax provision. The Company accrued interest and penalties of $10.7 million and $9.8 million as of December 31, 2021 and 2020, respectively, net of federal and state income tax benefits as applicable. The provision for income taxes includes expense for interest and penalties (release of interest and penalties) of $0.9 million, $1.2 million and $(1.5) million in 2021, 2020 and 2019 respectively, net of federal and state income tax benefits as applicable.

Changes in the Company's unrecognized tax benefits are (in millions):

	Year Ended December 31,		
	2021	2020	2019
Beginning of year	$ 32.4	$ 26.9	$ 23.5
Increases from prior period tax positions	—	6.0	5.4
Decreases from prior period tax positions	—	(0.2)	(0.8)
Decreases from statute of limitation expirations	(3.1)	(3.4)	—
Increases from current period tax positions	4.5	3.6	4.7
Decreases relating to settlements with taxing authorities	(6.6)	(0.5)	(5.9)
End of year	$ 27.2	$ 32.4	$ 26.9

The Company is subject to income taxation in various U.S. states and foreign jurisdictions. Generally, the Company's open tax years include those from 2008 to the present, although audits by taxing authorities for more recent years have been completed or are in process in several jurisdictions. As of December 31, 2021, the Company is under examination in U.S., Germany, Hungary, India, Malaysia, China, Australia, and Thailand.

As of December 31, 2021 and 2020, the Company has accumulated $7.5 billion and $5.6 billion of undistributed earnings, respectively. These earnings do not meet the indefinite reinvestment criteria because the Company does not intend to permanently reinvest such earnings. A deferred tax liability of $15.9 million as of December 31, 2021 relates to income taxes and withholding taxes on potential future distributions of cash balances in excess of working capital requirements.

As of December 31, 2021 and 2020, the Company had available operating loss carryforwards of $199.2 million and $211.8 million, respectively, which will begin to expire in 2022, and foreign tax credit carryforwards of $11.7 million and $12.2 million, respectively. The Company also had a U.S. interest expense disallowance carryforward of $5.3 million and $22.9 million as of December 31, 2021 and 2020, respectively, which has an indefinite carryforward.

The change in deferred tax balances for operating loss carryovers from 2020 to 2021 includes increases from current year losses and decreases from current year utilization. The jurisdictional location of the operating loss carryforward is broken out as follows:

	As of December 31, 2021	Range of expiration dates
United States	$ 23.6	2022 - Indefinite
All other countries	175.6	2022 - Indefinite
Total	$ 199.2	

Valuation allowances have been provided regarding the tax benefit of certain net operating loss, interest expense disallowance, and tax credit carryforwards, for which it has been concluded that it is more likely than not that the deferred tax asset will not be realized. Management assesses the positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of the existing deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative loss incurred over a three-year period ended December 31, 2021. Such objective evidence limits the ability to consider other subjective evidence, such as the Company's projections for future growth.

In 2021, the valuation allowances were reduced on some jurisdictions' net operating losses and deferred tax assets due to the utilization or expiration of those losses and three-year cumulative income, including but not limited to Australia and the U.S. However, the Company increased historical valuation allowances for other jurisdictions due to continued losses, additional deferred tax assets and legislative changes including but not limited to the U.K. Based on these considerations, the Company's net valuation allowance decreased in 2021 by $22.9 million.

Note 13: Stock-Based Payments

In May 2015, the Company adopted the MEIP, which authorized an unspecified number of equity awards for the Company’s ordinary shares to be granted to certain senior executives and management.

The Company also issues individual grants of share-based compensation awards, subject to board approval, for purposes of recruiting and as part of its overall compensation strategy. The Company has granted both stock options and Restricted Stock Units (“RSUs”).

On August 6, 2018, the Company adopted the 2018 Omnibus Management Share and Cash Incentive Plan (the “Management Plan”) and the 2018 Omnibus Non-Employee Director Share and Cash Incentive Plan (the “Director Plan,” and together with the Management Plan, the “2018 Omnibus Plans”).

Stock Options

The Company has granted time-based options and performance-based options. Both time-based and performance-based options expire ten years from the date of grant and are classified as equity awards.

Time-Based Options

Time-based options vest over the requisite service period, which is generally between two years to five years. The compensation cost related to time-based options is recognized over the requisite service period using the straight-line vesting method. There were no time-based options granted between 2019 and 2021.

The tables below summarize the Company's outstanding time-based stock options (in millions, except for per share amounts):

	Time-Based Options			
	Number of Options	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2018	3.3	$ 11.23	6.8	$ 11.8
Exercised	(0.6)	10.05		
Forfeited	(0.1)	11.19		
Outstanding as of December 31, 2019	2.6	$ 11.51	5.9	$ 24.3
Exercised	(0.2)	10.90		
Forfeited	(0.1)	13.15		
Outstanding as of December 31, 2020	2.3	$ 11.50	4.9	$ 9.1
Exercised	(1.0)	10.53		
Forfeited	(0.1)	14.20		
Outstanding as of December 31, 2021	1.2	$ 12.08	4.1	$ 12.1
Exercisable as of December 31, 2021	1.1	$ 11.84	4.0	$ 11.8

Total recognized compensation cost related to these stock option awards was $0.0 million, $0.5 million and $4.6 million for the years ended December 31, 2021, 2020 and 2019, respectively. As of December 31, 2021, the total unrecognized compensation cost related to non-vested time-based option awards was $0.2 million, which is expected to be recognized over a weighted-average period of approximately 0.1 years.

Performance-Based Options

Vesting of the performance-based options is triggered by both a performance condition (a change in control or a liquidity event as defined in the award agreement) and a market condition (attainment of specified returns on capital invested by the majority stockholder). In November 2018, all outstanding options were modified to include an additional market condition trigger connected to the Company's share price. Vesting may be accelerated if certain return levels are achieved within defined time frames. There were no performance-based options granted between 2019 and 2021.

The tables below summarize the Company's outstanding performance-based stock options (in millions, except for per share amounts):

	Performance-Based Options			
	Number of Options	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2018	1.5	$ 11.48	6.9	$ 4.5
Forfeited	(0.1)	10.87		
Outstanding as of December 31, 2019	1.4	$ 11.64	5.9	$ 12.0
Forfeited	(0.0)	12.14		
Outstanding as of December 31, 2020	1.4	$ 11.62	4.9	$ 4.2
Forfeited	(0.1)	9.08		
Outstanding as of December 31, 2021	1.3	$ 11.71	3.9	$ 13.6
Exercisable as of December 31, 2021	—	$ —	—	$ —

As of December 31, 2021 and 2020, the compensation cost for performance-based options was fully recognized. For the year ended December 31, 2019, total recognized compensation cost related to these stock option awards was $11.0 million.

Restricted Stock Units

Time-Based and Performance-Based RSUs

The Company may award certain individuals with RSUs. Time-based RSUs ("TBRSUs") contain only a service condition, and the related compensation cost is recognized over the requisite service period of between two and five years using the straight-line vesting method. The Company has determined the fair value of TBRSUs as the fair value of an ordinary share on the grant date. For any shares granted to non-employees, the expense is adjusted for any changes in fair value at the end of each reporting period.

In the first quarter of 2019, 2020 and 2021, the Company granted 1.8 million, 1.6 million and 2.7 million TBRSUs, respectively, to a select group of management and employees. Throughout the remainder of 2019, 2020 and 2021, an additional 0.1 million, 0.6 million and 0.1 million TBRSUs, respectively, were granted. The compensation cost for these grants will be recognized over a requisite service period of between 3 to 4 years.

As of December 31, 2021, the Company does not have any outstanding share awards that are classified as liability as all shares granted have been determined to be equity instruments and are recorded into equity based on the straight-line vesting method noted above.

Performance-based RSUs ("PBRSUs") contain certain performance and market conditions, as defined in the award agreements, and vest upon the satisfaction of such performance targets during the defined performance periods.

In 2019, 2020 and 2021, the Company granted 0.4 million, 0.6 million and 1.0 million PBRSUs, respectively, to a select group of management and employees. Of the 2019 and 2020 grants, 50% were margin accretion-based and 50% were Total Shareholder Return ("TSR") based. Of the 2021 grants, 75% were Strategic Cost Efficiency ("SCE") based and 25% were margin accretion-based.

As the margin accretion-based and SCE-based PBRSUs contain performance conditions, their fair value was equal to the fair value of an ordinary share on the grant date. The Company considered the achievement of the margin accretion-based and SCE-based awards' performance conditions to be probable and therefore began recognizing expense for all such awards as of the grant date.

As the TSR-based PBRSUs contain a market condition, their fair value at grant date was determined using a Monte Carlo simulation model, which used the following assumptions:

	2021 (none granted)	2020	2019
Stock price	$ —	$ 16.87	$ 17.85
Time to maturity	0.0 years	2.8 years	3.0 years
Risk-free interest rate	— %	1.1 %	2.4 %
Historical volatility rate	— %	26.5 %	27.4 %
Correlation coefficients	— %	30.0 %	24.0 %
TSR starting factor	—	1.0	1.0
Dividend yield	— %	— %	— %

The stock price is equal to the fair value of an ordinary share on the grant date. Time to maturity is based on the term between the valuation date and maturity date. The risk-free interest rate used is based on zero-coupon risk-free rates with a term equal to the expected time to maturity of the award. For the awards granted in 2019, as the Company had limited publicly traded stock quotes, the average daily historical stock price volatility of a peer group for a period immediately preceding the date to the remaining time of maturity is used to determine the volatility. For the awards granted in 2020, a weighted-average of the daily historical stock price volatility of the Company over its trading history and the average daily historical stock price volatility of a peer group is used to determine the volatility. The average daily correlation of peers was used to estimate the correlation of the Company in regards to our peer group (Russell 3000). The dividend yield is 0% as the Company has not paid any dividends nor does it plan to pay dividends in the near future. The Company considered achievement of TSR-based awards' market condition to be probable and therefore began recognizing expense for all such awards as of the grant date.

The fair value of the PBRSUs granted during the year ended December 31, 2021 ranged from $15.48 to $16.33 for SCE-based and margin-accretion based awards. The fair value of the PBRSUs granted during the years ended December 31, 2020 and 2019 ranged from $16.87 per margin-accretion based award to $19.05 per TSR-based award and $17.85 per margin-accretion based award to $21.43 per TSR-based award, respectively.

The following table summarizes the Company’s outstanding RSUs (in millions, except for per share amounts):

	Time-Based RSUs		Performance-Based RSUs	
	Number of RSUs	Weighted Average Fair Value per Share	Number of RSUs	Weighted Average Fair Value per Share
Unvested as of December 31, 2018	7.8	$ 14.63	0.7	$ 15.94
Granted	1.9	17.78	0.4	19.64
Vested	(3.9)	17.41	—	—
Forfeited	(0.1)	16.55	—	—
Unvested as of December 31, 2019	5.7	$ 15.63	1.1	$ 17.08
Granted	2.2	15.39	0.6	17.25
Vested	(3.5)	14.63	(0.1)	17.29
Forfeited	(0.3)	17.29	(0.1)	18.70
Unvested as of December 31, 2020	4.1	$ 15.73	1.5	$ 17.04
Granted	2.8	$ 16.38	1.0	$ 16.28
Vested	(1.7)	14.45	—	—
Forfeited	(0.3)	16.77	(0.0)	18.78
Unvested as of December 31, 2021	4.9	$ 16.61	2.5	$ 16.72

The following table summarizes the Company's compensation expense related to RSUs (in millions):

	Year Ended December 31,			Unrecognized at December 31,
	2021	2020	2019	2021
Time-Based RSUs	$ 39.5	$ 37.4	$ 43.4	$ 47.3
Performance-Based RSUs	19.4	4.0	1.9	8.6
Co-Investment RSUs	—	0.1	0.4	—
Total RSU stock-based compensation cost	$ 58.9	$ 41.5	$ 45.7	$ 55.9

The total unrecognized compensation cost related to non-vested RSU awards is expected to be recognized over a weighted average period of approximately 2.0 years.

Note 14: Restructuring

In February 2020, the Company announced operating efficiency initiatives primarily consisting of severance and employment-related costs due to reductions in headcount, which were actioned in 2020 and materially completed in 2021. The Company recognized restructuring charges of $23.1 million and $52.7 million during the years ended December 31, 2021 and 2020, respectively, for these operating efficiency initiatives.

The following table details the Company's severance and employment-related restructuring activity for the years ended December 31, 2021 and 2020 (in millions):

	Severance Pay and Benefits	Contract Terminations and Other Costs	Total
Balance as of December 31, 2019	**$ 1.2**	**$ —**	**$ 1.2**
Restructuring Charges:			
Americas	19.8	11.0	30.8
EMEA	16.3	—	16.3
APAC	5.6	—	5.6
Total Restructuring Charges	41.7	11.0	52.7
Payments and Other:			
Americas	(16.0)	(10.2)	(26.2)
EMEA	(11.7)	—	(11.7)
APAC	(5.2)	—	(5.2)
Total Payments and Other	(32.9)	(10.2)	(43.1)
Balance as of December 31, 2020	**$ 10.0**	**$ 0.8**	**$ 10.8**
Restructuring Charges:			
Americas	4.7	9.2	13.9
EMEA	8.6	—	8.6
APAC	0.6	—	0.6
Total Restructuring Charges	13.9	9.2	23.1
Payments and Other:			
Americas	(6.1)	(10.0)	(16.1)
EMEA	(12.8)	—	(12.8)
APAC	(0.7)	—	(0.7)
Total Payments and Other	(19.6)	(10.0)	(29.6)
Balance as of December 31, 2021	**$ 4.3**	**$ —**	**$ 4.3**

As of December 31, 2021, approximately $4.3 million was recorded as Other current liabilities in the Consolidated Balance Sheets. As of December 31, 2020, $8.3 million and $2.5 million were recorded as Other current liabilities and Other non-current liabilities, respectively, in the Consolidated Balance Sheets.

Note 15: Leases

The components of lease cost were as follows (in millions):

	Year Ended December 31,		
	2021	2020	2019
Operating lease cost	$ 135.7	$ 152.1	$ 152.7
Finance lease cost:			
Amortization of assets	$ 12.8	$ 13.9	$ 11.7
Interest on lease liabilities	0.2	0.4	0.6
Total finance lease cost	$ 13.0	$ 14.3	$ 12.3
Variable lease cost	$ 36.1	$ 36.0	$ 30.4
Sublease income	$ 11.1	$ 11.5	$ 12.2

Supplemental balance sheet information related to leases was as follows (in millions):

	As of December 31, 2021	As of December 31, 2020
Operating Leases		
Non-current operating lease assets	$ 413.5	$ 438.2
Other current liabilities	107.2	114.5
Non-current operating lease liabilities	394.6	405.6
Total operating lease liabilities	$ 501.8	$ 520.1
Finance Leases		
Property and equipment, gross	$ 75.7	$ 60.5
Accumulated depreciation	(54.8)	(43.2)
Property and equipment, net	$ 20.9	$ 17.3
Short-term borrowings and current portion of long-term debt	$ 11.0	$ 10.0
Long-term debt	12.2	9.0
Total finance lease liabilities	$ 23.2	$ 19.0
Weighted Average Remaining Lease Term (in years)		
Operating leases	5.5 years	5.4 years
Finance leases	5.7 years	3.7 years
Weighted Average Discount Rate		
Operating leases	4.9 %	5.8 %
Finance leases	4.5 %	4.8 %

Maturities of lease liabilities are as follows (in millions):

	Operating Leases	Finance Leases
2022	$ 130.4	$ 11.0
2023	115.3	8.5
2024	103.3	4.2
2025	71.6	0.8
2026	55.6	0.1
Thereafter	96.8	—
Total lease payments	573.0	24.6
Less imputed interest	71.2	1.4
Total	$ 501.8	$ 23.2

As of December 31, 2021, we have operating leases that have not yet commenced for approximately $12.3 million. These operating leases will commence in 2022 with lease terms ranging from 3.0 years to 7.3 years.

Refer to Note 20: Supplemental Cash Flow Information for supplemental cash flow information and non-cash activity related to our operating and finance leases.

Note 16: Commitments and Contingencies

Guarantees

The Company's guarantees primarily relate to requirements under certain client service contracts and have arisen through the normal course of business. These guarantees, with certain financial institutions, have both open and closed-ended terms; with remaining closed-ended terms up to 7.0 years and maximum potential future payments of approximately $45.0 million in the aggregate, with none of these guarantees being individually material to the Company's operating results, financial position or liquidity. The Company considers the future payment or performance related to non-performance under these guarantees to be remote.

Contingencies

In the normal course of business, the Company is subject to various claims and litigation. Many of these claims are covered under the Company's current insurance programs, subject to self-insurance levels and deductibles. The Company is also subject to threatened or pending legal actions arising from activities of contractors. Such liabilities include the potential costs to settle litigation. A liability is recorded for the potential costs of carrying out further works based on known claims and previous claims history, and for losses from litigation that are probable and estimable. A liability is also recorded for the Company's incurred but not reported ("IBNR") claims, based on assessment using prior claims history.

Claims liabilities are presented as Other current liabilities and Other non-current liabilities in the Consolidated Balance Sheets. As of December 31, 2021 and 2020, contingent liabilities recorded within Other current liabilities were $106.5 million and $91.7 million, respectively, and contingent liabilities recorded within Other non-current liabilities were $19.5 million and $21.0 million, respectively. These contingent liabilities are made up of errors and omissions ("E&O") claims, workers' compensation insurance liabilities and other claims and contingent liabilities. As of December 31, 2021 and 2020, E&O and other claims were $40.2 million and $39.5 million, respectively, and workers' compensation liabilities were $85.8 million and $73.2 million, respectively, included within Other current liabilities and Other non-current liabilities in the Consolidated Balance Sheets. The ultimate settlement of these matters may result in payments materially in excess of the amounts recorded due to their contingent nature and inherent uncertainties of settlement proceedings.

The Company had insurance recoverable balances as of December 31, 2021 and 2020 totaling $6.3 million and $4.6 million, respectively.

Note 17: Related Party Transactions

Receivables from affiliates

As of December 31, 2021 and 2020, the Company had receivables from affiliates of $42.5 million and $34.4 million and $205.9 million and $187.8 million that are included in Prepaid expenses and other current assets and Other non-current assets, respectively, in the Consolidated Balance Sheets. These amounts primarily represent prepaid commissions, retention and sign-on bonuses to brokers and other items such as travel and other advances to employees.

Note 18: Fair Value Measurements

The Company measures certain assets and liabilities in accordance with ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"), which defines fair value as the price that would be received for an asset, or paid to transfer a liability, in an orderly transaction between market participants on the measurement date. In addition, ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3: inputs for the asset or liability that are based on unobservable inputs in which there is little or no market data.

There were no significant transfers between the three levels of the fair value hierarchy for the years ended December 31, 2021 and 2020. There have been no significant changes to the valuation techniques and inputs used to develop the fair value measurements from those disclosed in the Company's Consolidated Financial Statements for the year ended December 31, 2020.

Financial Instruments

The Company's financial instruments include cash and cash equivalents, trade and other receivables, deferred purchase price receivable ("DPP"), restricted cash, accounts payable and accrued expenses, short-term borrowings, long-term debt, interest rate swaps and foreign exchange contracts. The carrying amount of cash and cash equivalents approximates the fair value of these instruments. Certain money market funds in which the Company has invested are highly liquid and considered cash equivalents. These funds are valued at the per unit rate published as the basis for current transactions.

The estimated fair value of external debt was $3.3 billion and $3.3 billion as of December 31, 2021 and 2020, respectively. These instruments were valued using dealer quotes that are classified as Level 2 inputs in the fair value hierarchy. The gross carrying value of the debt was $3.3 billion and $3.3 billion as of December 31, 2021 and 2020, respectively, which excludes debt issuance costs. See Note 10: Long-Term Debt and Other Borrowings for additional information.

The estimated fair value of interest rate swaps and foreign currency forward contracts are determined based on the expected cash flows of each derivative. The valuation method reflects the contractual period and uses observable market-based inputs, including interest rate and foreign currency forward curves.

Investments in Real Estate Ventures

The Company directly invests in early stage proptech companies, real estate venture capital funds, and other real estate companies across various sectors. The Company typically reports these investments at cost, less impairment charges, and adjusts to fair value if the Company identifies observable price changes in orderly transactions for identical or similar instruments of the same issuer.

Investments in early stage proptech companies or other real estate companies are typically fair valued as a result of pricing observed in subsequent funding rounds. These investments are not fair valued on a recurring basis and as such have been excluded from the fair value hierarchy table. As of December 31, 2021 and December 31, 2020, investments in early stage proptech companies had a fair value of approximately $24.0 million and $1.8 million, respectively, included in Other non-current assets on the Consolidated Balance Sheets.

In October 2021, the Company made a strategic investment of $150 million in WeWork, which is accounted for as an investment in equity securities reported at fair value. As quoted market prices for identical assets are available, this investment is classified as a Level 1 investment, and mark to market gains and losses are recognized on a recurring basis.

Investments in real estate venture capital funds are fair valued using the NAV per share (or its equivalent) provided by investees. Critical inputs to NAV estimates include valuations of the underlying real estate assets and borrowings, which incorporate investment-specific assumptions such as discount rates, capitalization rates, rental and expense growth rates, and asset-specific market borrowing rates. As these investments are not required to be classified in the fair value hierarchy, they have been excluded from the fair value hierarchy table. As of December 31, 2021 and December 31, 2020, investments in real estate venture capital funds had a fair value of approximately $54.1 million and $33.6 million, respectively, included in Other non-current assets on the Consolidated Balance Sheets.

The Company adjusts these investments to their fair values each reporting period, and the changes are reflected in Other income, net, in the Consolidated Statements of Operations. During the year ended December 31, 2021, we recognized an unrealized loss of $21.0 million related to our investment in WeWork, offset by unrealized gains of $10.6 million on other fair value investments. No unrealized gains or losses were recorded in the year ended December 31, 2020.

Recurring Fair Value Measurements

The following tables present information about the Company's assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2021 and 2020 (in millions):

	As of December 31, 2021			
	Total	**Level 1**	**Level 2**	**Level 3**
Assets				
Cash equivalents - money market funds	$ 45.2	$ 45.2	$ —	$ —
Deferred compensation plan assets	47.2	47.2	—	—
Foreign currency forward contracts	0.9	—	0.9	—
Deferred purchase price receivable	142.3	—	—	142.3
Equity securities	129.0	129.0	—	—
Total	$ 364.6	$ 221.4	$ 0.9	$ 142.3
Liabilities				
Deferred compensation plan liabilities	$ 47.4	$ 47.4	$ —	$ —
Foreign currency forward contracts	1.1	—	1.1	—
Interest rate swap agreements	84.0	—	84.0	—
Earn-out liabilities	21.4	—	—	21.4
Total	$ 153.9	$ 47.4	$ 85.1	$ 21.4

	As of December 31, 2020			
	Total	**Level 1**	**Level 2**	**Level 3**
Assets				
Cash equivalents - money market funds	$ 483.2	$ 483.2	$ —	$ —
Deferred compensation plan assets	49.5	49.5	—	—
Foreign currency forward contracts	2.5	—	2.5	—
Deferred purchase price receivable	166.3	—	—	166.3
Equity securities	$ —	$ —	$ —	$ —
Total	$ 701.5	$ 532.7	$ 2.5	$ 166.3
Liabilities				
Deferred compensation plan liabilities	$ 48.5	$ 48.5	$ —	$ —
Foreign currency forward contracts	1.1	—	1.1	—
Interest rate swap agreements	163.9	—	163.9	—
Earn-out liabilities	21.0	—	—	21.0
Total	$ 234.5	$ 48.5	$ 165.0	$ 21.0

Deferred Compensation Plans

Prior to 2017, the Company provided deferred compensation plans to certain U.S. employees whereby the employee could defer a portion of employee compensation, which the Company would hold in trust, enabling the employees to defer tax on compensation until payment is made to them from the trust. These plans are frozen. The employee continues to be at risk for any investment fluctuations of the funds held in trust.

The Company adopted a new deferred compensation plan, which became effective on January 1, 2019. The plan allows highly-compensated employees to defer a portion of compensation, enabling the employee to defer tax on compensation until payment is made. Deferred compensation is credited into an account denominated in ordinary shares of the Company in a number determined based on the fair market value of the Company's ordinary shares on the date of the deposit. All payments are made in ordinary shares.

The fair value of assets and liabilities of these plans are based on the value of the underlying investments using quoted prices in active markets at period end. Deferred compensation plan assets are presented within Prepaid expenses and other current assets and Other non-current assets in the Consolidated Balance Sheets. Deferred compensation liabilities are presented within Accrued compensation and Other non-current liabilities in the Consolidated Balance Sheets.

Foreign Currency Forward Contracts and Interest Rate Swaps

Refer to Note 9: Derivative Financial Instruments and Hedging Activities for discussion of the fair value associated with these derivative assets and liabilities.

Deferred Purchase Price Receivable

The Company recorded a DPP under its A/R Securitization program upon the initial sale of trade receivables. The DPP represents the difference between the fair value of the trade receivables sold and the cash purchase price and is recognized at fair value as part of the sale transaction. The DPP is subsequently remeasured each reporting period in order to account for activity during the period, such as the seller's interest in any newly transferred receivables, collections on previously transferred receivables attributable to the DPP and changes in estimates for credit losses. Changes in the DPP attributed to changes in estimates for credit losses are expected to be immaterial, as the underlying receivables are short-term and of high credit quality. The DPP is included in Other non-current assets in the Consolidated Balance Sheets and is valued using unobservable inputs (i.e., Level 3 inputs), primarily discounted cash flows. Refer to Note 19: Accounts Receivable Securitization for more information.

Earn-out Liabilities

The Company has various contractual obligations associated with the acquisition of several real estate service companies in the United States, Australia, Canada and Europe, including contingent consideration, comprised of earn-out payments to the sellers subject to achievement of certain performance criteria in accordance with the terms and conditions set forth in the purchase agreements. An increase to a probability of achievement would result in a higher fair value measurement.

The amounts disclosed in the table above are included in Other current liabilities and Other non-current liabilities within the Consolidated Balance Sheets. As of December 31, 2021, the Company had the potential to make a maximum of $27.5 million and a minimum of $0.0 million (undiscounted) in earn-out payments. Assuming the achievement of the applicable performance criteria, these earn-out payments will be made over the next five years.

Earn-out liabilities are classified within Level 3 in the fair value hierarchy because the methodology used to develop the estimated fair value includes significant unobservable inputs reflecting management's own assumptions. The fair value of earn-out liabilities is based on the present value of probability-weighted expected return method related to the earn-out performance criteria on each reporting date. The probabilities of achievement assigned to the performance criteria are determined based on due diligence performed at the time of acquisition as well as actual performance achieved subsequent to acquisition. Adjustments to the earn-out liabilities in periods subsequent to the completion of acquisitions are reflected within Operating, administrative and other in the Consolidated Statements of Operations.

The table below presents a reconciliation of earn-out liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) (in millions):

	2021	2020
Balance as of January 1,	$ 21.0	$ 24.6
Purchases/additions	4.0	9.0
Net change in fair value and other adjustments	0.1	0.6
Payments	(3.7)	(13.2)
Balance as of December 31,	$ 21.4	$ 21.0

Note 19: Accounts Receivable Securitization

The Company's A/R Securitization has an investment limit of $125.0 million, and terminates on August 20, 2022. Under the A/R Securitization, certain of the Company's wholly owned subsidiaries continuously sell (or contribute) receivables to wholly owned special purpose entities at fair market value. The special purpose entities then sell 100% of the receivables to an unaffiliated financial institution (the "Purchaser"). Although the special purpose entities are wholly owned subsidiaries of the Company, they are separate legal entities with their own separate creditors who will be entitled, upon their liquidation, to be satisfied out of their assets prior to any assets or value in such special purpose entities becoming available to their equity holders and their assets are not available to pay other creditors of the Company. As of December 31, 2021 and 2020, the Company had no outstanding balance drawn on the investment limit.

All transactions under the A/R Securitization are accounted for as a true sale in accordance with ASC 860, *Transfers and Servicing ("Topic 860")*. Following the sale and transfer of the receivables to the Purchaser, the receivables are legally isolated from the Company and its subsidiaries, and the Company sells, conveys, transfers and assigns to the Purchaser all its rights, title and interest in the receivables. Receivables sold are derecognized from the statement of financial position. The Company continues to service, administer and collect the receivables on behalf of the Purchaser, and recognizes a servicing liability in accordance with Topic 860. Any financial statement impact associated with the servicing liability was immaterial for all periods presented.

This program allows the Company to receive a cash payment and a DPP for sold receivables. The DPP is paid to the Company in cash on behalf of the Purchaser as the receivables are collected; however, due to the revolving nature of the A/R Securitization, cash collected from the Company's customers is reinvested by the Purchaser daily in new receivable purchases under the A/R Securitization. For the years ended December 31, 2021 and 2020, receivables sold under the A/R securitization were $1.3 billion and $1.2 billion, respectively, and cash collections from customers on receivables sold were $1.3 billion and $1.2 billion, respectively, all of which were reinvested in new receivables purchases and are included in cash flows from operating activities in the Consolidated Statements of Cash Flows. As of December 31, 2021 and 2020, the outstanding principal on receivables sold under the A/R Securitization were $158.7 million and $179.4 million, respectively. Refer to Note 18: Fair Value Measurements for additional discussion on the fair value of the DPP as of December 31, 2021 and 2020.

Note 20: Supplemental Cash Flow Information

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the Consolidated Balance Sheets to the sum of such amounts presented in the Consolidated Statements of Cash Flows (in millions):

	As of December 31,	
	2021	**2020**
Cash and cash equivalents	$ 770.7	$ 1,074.8
Restricted cash recorded in Prepaid expenses and other current assets	119.6	89.3
Total cash, cash equivalents and restricted cash shown in the statements of cash flows	$ 890.3	$ 1,164.1

Supplemental cash flows and non-cash investing and financing activities are as follows (in millions):

	Year Ended December 31,		
	2021	**2020**	**2019**
Cash paid for:			
Interest	$ 166.4	$ 158.5	$ 161.6
Income taxes	46.5	51.2	58.7
Operating leases	137.8	156.3	158.8
Non-cash investing/financing activities:			
Property and equipment acquired through finance leases	17.1	11.8	12.3
Deferred and contingent payment obligation incurred through acquisitions	4.0	40.0	22.6
(Decrease) increase in beneficial interest in a securitization	(24.0)	14.4	11.8
Right of use assets acquired through operating leases	119.2	65.0	49.9

Note 21: Subsequent Events

The Company has evaluated subsequent events through February 24, 2022, the date on which these financial statements were issued, and has determined there are no material subsequent events to disclose.

Note 22: Parent Company Information

Cushman & Wakefield plc
Parent Company Information
Condensed Balance Sheets

(in millions, except per share data)	As of December 31, 2021	2020
Assets		
Cash	$ 18.8	$ 12.8
Accounts receivables	153.9	130.0
Investments in subsidiaries	1,371.9	1,037.9
Total assets	$ 1,544.6	$ 1,180.7
Liabilities and Equity		
Liabilities		
Trade and other payables	$ 96.0	$ 85.1
Total liabilities	96.0	85.1
Equity		
Ordinary shares, nominal value $0.10 per share, 800,000,000 shares authorized; 223,709,308 and 221,960,472 shares issued and outstanding at December 31, 2021 and 2020, respectively	22.4	22.2
Additional paid-in-capital	2,896.6	2,843.4
Accumulated deficit	(1,278.2)	(1,528.2)
Accumulated other comprehensive loss	(193.0)	(242.7)
Total equity attributable to the Company	1,447.8	1,094.7
Non-controlling interests	0.8	0.9
Total equity	1,448.6	1,095.6
Total liabilities and equity	$ 1,544.6	$ 1,180.7

Parent Company Information
Condensed Statements of Operations and Comprehensive Income (Loss)

(in millions)	Year Ended December 31, 2021	2020	2019
Interest and other expense	$ (0.3)	$ —	$ (0.2)
Income (loss) in earnings of subsidiaries	250.3	(220.5)	0.4
Income (loss) before taxes	250.0	(220.5)	0.2
Net income (loss) attributable to the Parent Company	250.0	(220.5)	0.2
Other comprehensive income (loss) of subsidiaries	49.7	0.1	(88.4)
Comprehensive income (loss) attributable to the Parent Company	$ 299.7	$ (220.4)	$ (88.2)

Cushman & Wakefield plc

Parent Company Information

Condensed Statements of Cash Flows

	Year Ended December 31,		
(in millions)	2021	2020	2019
Cash flows from operating activities:			
Net income (loss)	$ 250.0	$ (220.5)	$ 0.2
Reconciliation of net income (loss) to net cash used in operating activities:			
(Income) loss in earnings of subsidiaries	(250.3)	220.5	(0.4)
Net cash used in operating activities	(0.3)	—	(0.2)
Cash flows from investing activities:			
Investment in subsidiaries	—	—	—
Net cash used in investing activities	—	—	—
Cash flows from financing activities:			
Proceeds from issuance of common stock	—	—	0.3
Other financing activities	6.3	2.1	0.1
Net cash provided by financing activities	6.3	2.1	0.4
Change in cash and cash equivalents	6.0	2.1	0.2
Cash and cash equivalents, beginning of year	12.8	10.7	10.5
Cash and cash equivalents, end of year	$ 18.8	$ 12.8	$ 10.7
Supplemental disclosure of non-cash activities:			
Stock-based compensation	58.2	42.0	61.3

Background and basis of presentation

DTZ Jersey Holdings Limited (together with its subsidiaries, the “Company”) was formed on August 21, 2014, by investment funds affiliated with TPG Capital, L.P. (“TPG”), PAG Asia Capital Limited (“PAG”) and Ontario Teachers’ Pension Plan (“OTPP”) (collectively, the “Sponsors”). On November 5, 2014, DTZ Jersey Holdings Limited acquired 100% of the combined DTZ group for $1.1 billion from UGL Limited (the “DTZ Acquisition”). On September 1, 2015, the Company acquired 100% of C&W Group, Inc. (“Cushman & Wakefield” or “C&W” and also defined as the “C&W Group merger”) for $1.9 billion.

On July 6, 2018, the shareholders of DTZ Jersey Holdings Limited exchanged their shares in DTZ Jersey Holdings Limited for interests in newly issued shares of Cushman & Wakefield Limited, a private limited company incorporated in England and Wales (the “Share Exchange”). On July 12, 2018, Cushman & Wakefield Limited reduced the nominal value of each ordinary share issued to $0.01 (“Capital Reduction”). On July 19, 2018, Cushman & Wakefield Limited re-registered as a public limited company organized under the laws of England and Wales (the “Re-registration”) named Cushman & Wakefield plc (the “Parent Company”). Cushman & Wakefield plc is a holding company that conducts substantially all of its business operations through its subsidiaries.

The accompanying condensed financial statements include the accounts of the Parent Company and reflect the activity of DTZ Jersey Holdings Limited though the date of the Re-registration. The investments in subsidiaries are reported on an equity method basis. Accordingly, these condensed financial statements have been presented on a “parent-only” basis. These parent-only financial statements should be read in conjunction with Cushman & Wakefield plc's audited Consolidated Financial Statements included elsewhere herein.

The condensed parent-only financial statements have been prepared in accordance with Rule 12-04, Schedule I of Regulation S-X, as the restricted net assets of the subsidiaries of the Company exceed 25% of the consolidated net assets of the Company. The total restricted net assets as of December 31, 2021 are $1.2 billion.

Dividends

The ability of the Parent Company’s operating subsidiaries to pay dividends may be restricted due to the terms of the subsidiaries’ financings agreements (see Note 10: Long-Term Debt and Other Borrowings). During the fiscal years ended December 31, 2021, 2020 and 2019, the Parent Company’s consolidated subsidiaries did not pay any cash dividends to the Parent Company.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None noted.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Rule 13a-15 of the Exchange Act requires that we conduct an evaluation of the effectiveness of our disclosure controls and procedures as of the period covered by this Annual Report, and we have a disclosure policy in furtherance of the same. This evaluation is designed to ensure that all corporate disclosure is complete and accurate in all material respects. The evaluation is further designed to ensure that all information required to be disclosed in our SEC reports is accumulated and communicated to management to allow timely decisions regarding required disclosures to be recorded, processed, summarized and reported within the time periods and in the manner specified in the SEC’s rules and forms. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our Chief Executive Officer and Chief Financial Officer supervise and participate in this evaluation, and they are assisted by other members of our Disclosure Committee.

We conducted the required evaluation, and our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined by Exchange Act Rule 13a-15(e)) were effective as of December 31, 2021 to accomplish their objectives at the reasonable assurance level.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f).

Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission. Our management concluded our internal control over financial reporting was effective as of December 31, 2021.

KPMG LLP, the Independent Registered Public Accounting Firm that audited the Consolidated Financial Statements included in this Annual Report on Form 10-K, issued an audit report on the Company's internal control over financial reporting. That Report of Independent Registered Public Accounting Firm is included in Item 8. Financial Statements and Supplementary Data.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act, that occurred during the quarter ended December 31, 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Not applicable.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to the information appearing under the headings "Directors and Executive Officers" and "Corporate Governance" in Cushman & Wakefield's Proxy Statement (the "Proxy Statement") for the 2022 Annual General Meeting of Shareholders (the “Annual Meeting”), which we will file with the SEC on or before the date that is 120 days after our 2021 fiscal year end.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to the information appearing under the headings "Compensation Discussion and Analysis" and "Equity Compensation Plan Information" in the Proxy Statement for the Annual Meeting.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated by reference to the information appearing under the heading "Security Ownership" in the Proxy Statement for the Annual Meeting.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to the information appearing under the heading "Certain Relationships and Related-Party Transactions" in the Proxy Statement for the Annual Meeting.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated by reference to the information appearing under the heading "Audit and Other Fees" in the Proxy Statement for the Annual Meeting.

PART IV

Item 15. Exhibits and Financial Statement Schedules

1. Financial Statements

See Index to Consolidated Financial Statements included in Part II, Item 8 of this report.

2. *Financial Statement Schedules*

See Schedule II - Valuation & Qualifying Accounts on page 97 of this report.

3. *Exhibits*

See Exhibit Index beginning on page 98 of this report.

Schedule II - Valuation & Qualifying Accounts

(in millions)	Allowance for Doubtful Accounts
Balance, December 31, 2018	$ 49.4
Charges to expense	22.0
Write-offs, payments and other	(13.0)
Balance, December 31, 2019	58.4
Charges to expense	47.7
Write-offs, payments and other	(35.2)
Balance, December 31, 2020	70.9
Charges to expense	21.6
Write-offs, payments and other	(20.3)
Balance, December 31, 2021	$ 72.2

EXHIBIT INDEX

Exhibit Number	Description of Exhibits	Method of Filing
2.1	Contribution Agreement, dated October 19, 2021, by and between Cushman & Wakefield of California, Inc. and Greystone Select Incorporated	Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on October 20, 2021
3.1	Articles of Association of Cushman & Wakefield plc, dated May 6, 2021	Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 7, 2021
4.1	Form of Ordinary Shares Certificate	Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A filed on July 25, 2018
4.2	Registration Rights Agreement, dated August 6, 2018, by and among Cushman & Wakefield plc and certain shareholders	Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on August 9, 2018
4.3	Joinder Agreement to Registration Rights Agreement, dated as of August 6, 2018, by and between Cushman & Wakefield plc and Vanke Service (HongKong) Co., Limited	Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on August 9, 2018
4.4	Description of Securities Registered Pursuant to Section 12 of the Exchange Act	Incorporated by reference to Exhibit 4.4 to the Registrant's Annual Report on Form 10-K on February 28, 2020
4.5	Indenture, dated as of May 22, 2020, among Cushman & Wakefield U.S. Borrower, LLC, DTZ UK Guarantor Limited, the other guarantors party thereto and Wilmington Trust, National Association, as trustee and notes collateral agent (including form of Notes)	Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on May 22, 2020
4.6	Pledge and Security Agreement, dated as of May 22, 2020, among Cushman & Wakefield U.S. Borrower, LLC, DTZ UK Guarantor Limited, the other grantors party thereto and Wilmington Trust, National Association, as notes collateral agent	Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on May 22, 2020
4.7	English Security Agreement, dated as of May 22, 2020, among DTZ UK Guarantor Limited, DTZ Worldwide Limited and Wilmington Trust, National Association, as notes collateral agent	Incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed on May 22, 2020
10.1	Shareholders Agreement, dated August 6, 2018, by and among Cushman & Wakefield plc and the shareholders party thereto	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 9, 2018
10.2	Purchase Agreement by and among Cushman & Wakefield plc and Vanke Service (Hong Kong) Co., Limited dates as of July 24, 2018	Incorporated by reference to Exhibit 10.45 to the Registrant's Registration Statement on Form S-1/A filed on July 30, 2018
10.3	Shareholder Agreement, dated as of August 6, 2018, by and among Cushman & Wakefield plc and Vanke Service (HongKong) Co., Limited	Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on August 9, 2018
10.4	Syndicated Facility Agreement (First Lien), dated as of November 4, 2014, among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, UBS AG, Stamford Branch, as Administrative Agent and Collateral Agent, and the lenders party thereto	Incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.5	Amendment No. 1 to the First Lien Credit Agreement, dated as of August 13, 2015, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, UBS AG, the Lenders party thereto, the L/C Issuers party thereto and UBS AG, Stamford Branch, as Administrative Agent and Swing Line Lender	Incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.6	First Lien Amendment No. 2, dated as of September 1, 2015, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, the 2015-1 Additional Term Lenders party thereto, the 2015-1 Converting Term Lenders party thereto, the 2015-1 Incremental Term Lenders party thereto, the Consenting Revolving Lenders party thereto, the 2015-1 Incremental Revolving Credit Lenders party thereto, each L/C Issuer party thereto, UBS AG, Stamford Branch, as Administrative Agent and Swing Line Lender and, for purposes of Sections 5, 8, 9 and 11 through 15 thereof only, each of the other Loan Parties party as of the date thereof	Incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.7	First Lien Amendment No. 3, dated as of December 22, 2015, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, UBS AG, Stamford Branch, as the Incremental Term Lender and Administrative Agent and, for purposes of Sections 4, 8, 9, 10, 11, 12 and 13 thereof only, each of the other Loan Parties party as of the date thereof	Incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.8	Amendment No. 4 to the First Lien Credit Agreement, dated as of April 28, 2016, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, the Lenders party thereto, the L/C Issuers party thereto, and UBS AG, Stamford Branch, as Administrative Agent and Swing Line Lender	Incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.9	First Lien Amendment No. 5, dated as of June 14, 2016, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, UBS AG, Stamford Branch, as the Incremental Term Lender and Administrative Agent and, for purposes of Sections 4, 8, 9, 10, 11, 12 and 13 thereof only, each of the other Loan Parties party as of the date thereof	Incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.10	First Lien Amendment No. 6, dated as of November 14, 2016, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, UBS AG, Stamford Branch, as the Incremental Term Lender and Administrative Agent and, for purposes of Sections 4, 8, 9, 10, 11, 12 and 13 thereof only, each of the other Loan Parties party as of the date thereof	Incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.11	Amendment No. 7 to the First Lien Credit Agreement, dated as of November 14, 2016, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, the Lenders party thereto and UBS AG, Stamford Branch, as Administrative Agent	Incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018

10.12	First Lien Amendment No. 8, dated as of September 15, 2017, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, the 2022 Revolving Credit Lenders party thereto, the L/C Issuers party thereto, UBS AG, Stamford Branch, as Administrative Agent and Swing Line Lender and, for purposes of Sections 4, 8, 9, 10, 11, 12 and 13 thereof only, each of the other Loan Parties party as of the date thereof	Incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.13	Amendment No. 9 to the First Lien Credit Agreement, dated as of September 15, 2017, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, the Lenders party thereto and UBS AG, Stamford Branch, as Administrative Agent	Incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.14	First Lien Amendment No. 10, dated as of March 15, 2018, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, UBS AG, Stamford Branch, as the Incremental Term Lender, Administrative Agent and Swing Line Lender, Barclays Bank Plc, Fifth Third Bank and Morgan Stanley Bank, N.A. as the Incremental Revolving Credit Lenders, each L/C Issuer party thereto and, for purposes of Sections 4, 8, 9, 10, 11, 12 and 13 thereof only, each of the other Loan Parties party as of the date thereof	Incorporated by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.15	Amendment No. 11 to the First Lien Credit Agreement, dated as of March 15, 2018, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, the Lenders party thereto and UBS AG, Stamford Branch, as Administrative Agent	Incorporated by reference to Exhibit 10.12 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.16	Syndicated Facility Agreement (Second Lien), dated as of November 4, 2014, among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, Bank of America, N.A., as Administrative Agent and Collateral Agent, and the lenders party thereto	Incorporated by reference to Exhibit 10.13 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.17	Amendment No. 1 to the Second Lien Credit Agreement, dated as of August 13, 2015, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, the Lenders party thereto and Bank of America, N.A., as Administrative Agent	Incorporated by reference to Exhibit 10.14 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.18	Second Lien Amendment No. 2, dated as of September 1, 2015, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, the 2015-2 Incremental Lenders party thereto, Bank of America, N.A., as Administrative Agent and, for purposes of Sections 6 and 9 through 15 thereof only, each of the other Loan Parties as of the date thereof	Incorporated by reference to Exhibit 10.15 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.19	Second Lien Amendment No. 3, dated as of December 22, 2015, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, Bank of America, N.A., as the Incremental Lender and Administrative Agent and, for purposes of Sections 4, 8, 9, 10, 11, 12 and 13 thereof only, each of the other Loan Parties party as of the date thereof	Incorporated by reference to Exhibit 10.16 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.20	Amendment No. 4 to the Second Lien Credit Agreement, dated as of April 28, 2016, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, the Lenders party thereto and Bank of America, N.A., as Administrative Agent	Incorporated by reference to Exhibit 10.17 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.21	Second Lien Amendment No. 5, dated as of May 19, 2017, by and among DTZ UK Guarantor Limited, DTZ U.S. Borrower, LLC, DTZ Aus Holdco Pty Limited, Owl Rock Capital Corporation and Owl Rock Capital Corporation II, as the Incremental Lenders and Bank of America, N.A., as Administrative Agent and, for purposes of Sections 4, 8, 9, 10, 11, 12 and 13 thereof only, each of the other Loan Parties party as of the date thereof	Incorporated by reference to Exhibit 10.18 to the Registrant's Registration Statement on Form S-1 filed on June 20, 2018
10.22	Credit Agreement, dated as of August 21, 2018, by and among DTZ U.S. Borrower, LLC, DTZ UK Guarantor Limited and JPMorgan Chase Bank, N.A., as Administrative Agent, Collateral Agent, Issuing Bank and Swing Line Lender, and the other lenders party thereto	Incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed on September 6, 2018
10.23	Credit Agreement Amendment No. 1, dated as of December 20, 2019, by and among Cushman & Wakefield U.S. Borrower, LLC, DTZ UK Guarantor Limited, JPMorgan Chase Bank, N.A., as Administrative Agent and the other lenders party thereto	Incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K filed on February 28, 2020
10.24	Credit Agreement Amendment No. 2, dated as of January 30, 2020, by and among Cushman & Wakefield U.S. Borrower, LLC, DTZ UK Guarantor Limited, JPMorgan Chase Bank, N.A., as Administrative Agent and the other lenders party thereto	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on January 31, 2020
10.25	Agreement for the Provision of Depositary Services and Custody Services, dated as of July 6, 2018, in respect of Cushman & Wakefield Limited Depositary Receipts among Computershare Trust Company, N.A., Cushman & Wakefield Limited, FTL Nominees 1 Limited, FTL Nominees 2 Limited and other Holders of Depositary Receipts	Incorporated by reference to Exhibit 10.23 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.26	Form of Deed of Indemnity for Directors*	Incorporated by reference to Exhibit 10.19 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.27	Form of Deed of Indemnity for Officers*	Incorporated by reference to Exhibit 10.20 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.28	Form of Non-executive Director Appointment Letter*	Incorporated by reference to Exhibit 10.21 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.29	Cushman & Wakefield plc 2018 Omnibus Management Share and Cash Incentive Plan, effective as of June 19, 2018*	Incorporated by reference to Exhibit 10.24 to the Registrant's Registration Statement on Form S-1/A filed on July 23, 2018
10.30	Form of Restricted Stock Unit Grant Agreement*	Incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on September 6, 2018
10.31	Form of Restricted Stock Unit Grant Agreement*	Incorporated by reference to Exhibit 10.31 to the Registrant's Annual Report on Form 10-K filed on February 26, 2021
10.32	Form of Restricted Stock Unit Grant Agreement*	Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on November 6, 2019
10.33	Form of Time and Performance-Based Restricted Stock Unit Grant Agreement*	Incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on November 6, 2019

10.34	Amended & Restated Cushman & Wakefield plc 2018 Omnibus Non-Employee Director Share and Cash Incentive Plan, effective as of May 6, 2021*	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 7, 2021
10.35	DTZ Jersey Holdings Limited Management Equity Incentive Plan, amended and restated effective as of January 7, 2016*	Incorporated by reference to Exhibit 10.26 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.36	Form of 2018 Stock Option Award Agreement under the DTZ Jersey Holdings Limited Management Equity Incentive Plan*	Incorporated by reference to Exhibit 10.27 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.37	Form of Pre-2018 Stock Option Award Agreement under the DTZ Jersey Holdings Limited Management Equity Incentive Plan*	Incorporated by reference to Exhibit 10.28 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.38	Form of Offer to Amend Certain Outstanding Stock Options in connection with the DTZ Jersey Holdings Limited Management Equity Incentive Plan*	Incorporated by reference to Exhibit 10.29 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.39	Form of DTZ Jersey Holdings Limited Restricted Stock Unit Grant Agreement*	Incorporated by reference to Exhibit 10.30 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.40	Form of Bonus Deferral and Co-Investment Restricted Stock Unit Grant Letter Agreement*	Incorporated by reference to Exhibit 10.31 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.41	Form of DTZ Jersey Holdings Limited Management Stockholders' Agreement*	Incorporated by reference to Exhibit 10.36 to the Registrant's Annual Report on Form 10-K filed on February 28, 2019
10.42	Form of Trust Over Shares and Nominee Shareholder Agreement*	Incorporated by reference to Exhibit 10.33 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.43	Cushman & Wakefield, Inc. Executive Employee Severance Plan, effective June 14, 2018*	Incorporated by reference to Exhibit 10.34 to the Registrant's Registration Statement on Form S-1/A filed on July 23, 2018
10.44	Amended and Restated Employment Agreement, dated as of August 27, 2020, by and among Cushman & Wakefield plc, Cushman & Wakefield Global Inc. and Brett White*	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 28, 2020
10.45	Option Grant Agreement between Brett White and DTZ Jersey Holdings Limited, dated May 8, 2015*	Incorporated by reference to Exhibit 10.36 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.46	Restricted Stock Unit Grant Agreement between Brett White and DTZ Jersey Holdings Limited, dated May 8, 2015*	Incorporated by reference to Exhibit 10.37 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.47	Restricted Stock Unit Grant Agreement between Brett White and DTZ Jersey Holdings Limited, dated May 8, 2015*	Incorporated by reference to Exhibit 10.38 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.48	Restricted Stock Unit Grant Agreement between Brett White and DTZ Jersey Holdings Limited, dated October 5, 2015*	Incorporated by reference to Exhibit 10.39 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.49	Form of Restricted Stock Unit Grant Agreement for grants in 2018, 2019 and 2020 between Brett White and DTZ Jersey Holdings Limited*	Incorporated by reference to Exhibit 10.40 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.50	Side Letter between Brett White and Cushman & Wakefield Global, Inc., dated June 8, 2018*	Incorporated by reference to Exhibit 10.41 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.51	Transition Agreement, dated as of February 27, 2020, by and between Duncan Palmer and Cushman & Wakefield plc*	Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on May 8, 2020
10.52	Amendment to Transition Agreement, dated as of November 19, 2020, by and among Cushman & Wakefield plc and Duncan Palmer.	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 25, 2020
10.53	Employment Agreement between Duncan Palmer and DTZ US NewCo, Inc., dated March 16, 2015*	Incorporated by reference to Exhibit 10.42 to the Registrant's Registration Statement on Form S-1/A filed on July 13, 2018
10.54	Side Letter between Brett White and Cushman & Wakefield Global, Inc., dated November 19, 2018*	Incorporated by reference to Exhibit 10.47 to the Registrant's Annual Report on Form 10-K filed on February 28, 2019
10.55	Employment Agreement between John Forrester and Cushman & Wakefield Debenham Tie Leung Limited dated February 19, 2019*	Incorporated by reference to Exhibit 10.48 to the Registrant's Annual Report on Form 10-K filed on February 28, 2019
10.56	Cushman & Wakefield plc Executive Deferred Compensation Plan*	Incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-8 filed on October 15, 2019
10.57	Offer Letter, dated as of January 4, 2021, by and between Cushman & Wakefield Global, Inc. and Neil Johnston*	Incorporated by reference to Exhibit 10.57 to the Registrant's Annual Report on Form 10-K filed on February 26, 2021
10.58	Offer letter, dated August 5, 2021, from Cushman & Wakefield plc to John Forrester*	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 9, 2021
10.59	Offer letter, dated September 18, 2021, from Cushman & Wakefield plc to Michelle MacKay*	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on October 1, 2021
10.60	Form of Employment Agreement, by and among Cushman & Wakefield plc, Cushman & Wakefield Debenham Tie Leung Limited and John Forrester*	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 15, 2021
10.61	Amended and Restated Limited Liability Company Agreement of Cushman Wakefield Greystone LLC, dated as of December 3, 2021	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 6, 2021
10.62	Side Letter, dated December 31, 2021, by and among Cushman & Wakefield Global, Inc., Cushman & Wakefield plc and Brett White*	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on January 4, 2022
10.63	Form of Restricted Stock Unit Grant Agreement*	Filed herewith
21.1	List of subsidiaries	Filed herewith
23.1	Consent of KPMG US LLP, Independent Registered Public Accounting Firm	Filed herewith
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 and Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 and Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	XBRL Cover Page Interactive Data File

*Indicates management contract or compensatory plan or arrangement.

Table of Contents

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CUSHMAN & WAKEFIELD plc

/s/ John Forrester
John Forrester
Director and Chief Executive Officer
February 24, 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant an in the capacities and on the date indicated.

Signature	Title	Date
/s/ John Forrester **John Forrester**	Director and Chief Executive Officer (Principal Executive Officer and Authorized Representative in the United States)	February 24, 2022
/s/ Neil Johnston **Neil Johnston**	Chief Financial Officer (Principal Financial Officer)	February 24, 2022
/s/ Len Texter **Len Texter**	Senior Vice President and Global Controller (Principal Accounting Officer)	February 24, 2022
/s/ Angelique Brunner **Angelique Brunner**	Director	February 24, 2022
/s/ Jonathan Coslet **Jonathan Coslet**	Director	February 24, 2022
/s/ Timothy Dattels **Timothy Dattels**	Director	February 24, 2022
/s/ Richard McGinn **Richard McGinn**	Director	February 24, 2022
/s/ Jodie McLean **Jodie McLean**	Director	February 24, 2022
/s/ Anthony Miller **Anthony Miller**	Director	February 24, 2022
/s/ Lincoln Pan **Lincoln Pan**	Director	February 24, 2022
/s/ Angela Sun **Angela Sun**	Director	February 24, 2022
/s/ Brett White **Brett White**	Director and Executive Chairman	February 24, 2022
/s/ Billie Williamson **Billie Williamson**	Director	February 24, 2022