



Secretary of State

SI-PT

**Corporate Disclosure Statement
(Domestic Stock and Foreign
Corporations)**

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FILED
Secretary of State
State of California
MAY 04 2020

IMPORTANT - Read Instructions before completing this form.**Filing Fee** - There is no fee for filing the Corporate Disclosure Statement.
Copy Fees - First page \$1.00; each additional page \$0.50;
 Certification Fee - \$5.00

This Space For Office Use Only

1. **Corporate Name** (Enter the **exact** name of the corporation as it is recorded with the California Secretary of State.)

CBRE Group, Inc.

2. **7-Digit Secretary of State Entity (File) Number**

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3. **Jurisdiction** (Enter the state, foreign country or other place where the corporation is formed)

Delaware

4. **Independent Auditor**

4a. Name of the Independent Auditor that prepared the most recent auditor's report.

KPMG LLP

4b. Description of other services, if any, performed by the Independent Auditor named in Item 4a.

Financial due diligence, tax and GAAP-related consultations and tax compliance at non-U.S. locations.

4c. Name of the Independent Auditor employed by the corporation on the date of this statement, if different from Item 4a.

5. **Reporting Compliance with California Corporations Code Sections 301.3 and 2115.5.**5a. Check the applicable statement for the **current** calendar year (select only one box):

- ☒ The corporation has **not** moved its principal executive office either into California from another state or out of California into another state.
- ☐ The corporation has moved its principal executive office **into** California from another state.
- ☐ The corporation has moved its principal executive office **out** of California into another state.

5b. **Total** number of directors on the corporation's **current** Board of Directors (select only one box):

- ☒ 6 or more
- ☐ 5
- ☐ 4 or fewer

5c. Number of **female** directors on the corporation's **current** Board of Directors (select only one box):

- ☒ 3 or more
- ☐ 2
- ☐ 1
- ☐ 0

6. **Required Statutory Disclosures**

6a. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years?

☐ Yes ☒ No

6b. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 229 of SEC Regulation S-K? If yes, attach a description.

☐ Yes ☒ No

6c. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description.

☐ Yes ☒ No

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Corporate Disclosure Statement
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7. Directors

Names of Directors	Compensation	Shares	Options	Bankruptcy	Fraud
1) <u>Brandon B. Boze (1)</u>	<u>299,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) <u>Beth F. Cobert (1)</u>	<u>319,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) <u>Curtis F. Feeny (1)</u>	<u>324,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) <u>Reginald H. Gilyard (1)</u>	<u>299,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) <u>Shira D. Goodman (1)</u>	<u>299,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) <u>Christopher T. Jenny (1)</u>	<u>314,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7) <u>Gerardo I. Lopez (1)</u>	<u>299,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) <u>Paula R. Reynolds (1)</u>	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) <u>Laura D. Tyson (1)</u>	<u>299,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) <u>Ray Wirta (1)</u>	<u>299,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) <u>Sanjiv Yajnik (1)</u>	<u>299,984*</u>	<u>4,228</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
12) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
13) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
14) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
15) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
16) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

8. Executive Officers

8a. Names of Executive Officers	Compensation	Shares	Options	Bankruptcy	Fraud
1) <u>Leah C. Stearns (3)</u>	<u>9,116,600*</u>	<u>133,868**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) <u>James R. Groch</u>	<u>4,926,544*</u>	<u>60,288**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) <u>Michael J. Lafitte</u>	<u>4,574,588*</u>	<u>53,455**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) <u>William F. Concannon</u>	<u>4,271,474*</u>	<u>46,623**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) <u>John E. Durburg</u>	<u>4,073,189*</u>	<u>44,211**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8b. Chief Executive Officer (if not named in 8a)	Compensation	Shares	Options	Bankruptcy	Fraud
<u>Robert E. Sulentic (4)</u>	<u>13,419,419*</u>	<u>200,963**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8c. Additional Executive Officers (if not named in 8a or 8b)					
1) _____				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud
2) _____				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud
3) _____				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud

9. Loans to Members of the Board of Directors

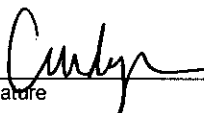
Names of Directors	Description of Loan including Amount and Terms
1) <u>Not applicable.</u>	_____
2) _____	_____

If additional space is needed, place the additional information on only one side of a standard letter-sized piece of paper (8 1/2 x 11) clearly marked as an attachment to the Corporate Disclosure Statement and attach the extra page(s) to the completed Corporate Disclosure Statement.

By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

Cindy Kee

Type or Print Name of Person Completing the Form



Signature

VP & Asst. Sec.

Title

04/27/2020

Date

**ATTACHMENT TO CORPORATE DISCLOSURE STATEMENT
OF
CBRE GROUP, INC.
(the “Company”)**

7-Digit Secretary of State Entity (File) Number: C2346048

* The dollar amount in the Compensation column for the Directors and the Executive Officers includes the dollar amounts of the aggregate grant date fair value under Financial Accounting Standards Board, Accounting Standards Codification, Topic 718, Stock Compensation, of all restricted stock units granted to the Directors and Executive Officers during 2019. See Note 2 “Significant Accounting Policies” and Note 14 “Employee Benefit Plans” to the Company’s consolidated financial statements as reported on Form 10-K for the year ended December 31, 2019 for a discussion on the valuation of our stock awards. (Item 7., Item 8a. and Item 8b. on Form SI-PT)

** The amount in the Shares column for the Executive Officers represents the following:

- (i) Time Vesting Equity Awards that were granted to each of Messrs. Sulentic, Groch, Lafitte, Concannon and Durburg in the amount of 68,327, 40,192, 35,637, 31,082 and 29,474 restricted stock units, respectively, which are scheduled to vest 25% per year over four years (on each of February 28, 2020, 2021, 2022 and 2023) and to Ms. Stearns a pro-rata amount of 19,439 restricted stock units, which are scheduled to vest 25% per year over four years (on each of May 15, 2020, 2021, 2022 and 2023);
- (ii) Adjusted EPS Equity Awards that were granted to each of Messrs. Sulentic, Groch, Lafitte, Concannon and Durburg with a target unit amount equal to 132,636, 20,096, 17,818, 15,541 and 14,737 restricted stock units, respectively, which are eligible to be earned based on the extent to which the company achieves adjusted EPS targets (over a minimum threshold) measured on a cumulative basis for the 2019 and 2020 fiscal years, with full vesting of any earned amount on February 28, 2022 and to Ms. Stearns a pro-rata target unit amount equal to 9,719 restricted stock units, which are eligible to be earned based on the extent to which the company achieves adjusted EPS targets (over a minimum threshold) measured on a cumulative basis for the 2019 and 2020 fiscal years, with full vesting of any earned amount on May 15, 2022;
- (iii) One-Time Transition Equity Award (“Transition Equity Award”) in the amount of 41,884 restricted stock units that was granted to Ms. Stearns, which are scheduled to vest 25% per year over four years (on each of May 15, 2020, 2021, 2022 and 2023);
- (iv) Time Vesting Strategic Equity Award in the amount of 20,942 restricted stock units that was granted to Ms. Stearns, which are scheduled to vest on December 1, 2023;
- (v) Relative TSR Strategic Equity Award with a target unit amount equal to 20,942 restricted stock units that was granted to Ms. Stearns, which are eligible to be earned based on measuring the cumulative total stockholder return (“TSR”) of the company against the cumulative TSR of each of the other companies comprising the S&P 500 on December 1, 2017 (the “Comparison Group”) with a minimum threshold over a six-year measurement period, with full vesting of any earned amount no later than 60 days after December 1, 2023; and
- (vi) Relative EPS Strategic Equity Award with a target unit amount equal to 20,942 restricted stock units that was granted to Ms. Stearns, which are eligible to be earned based on measuring the cumulative Adjusted EPS growth of the company against the cumulative EPS growth, as reported under GAAP, of each of the other members of the Comparison

Group with a minimum threshold over a six-year measurement period, with full vesting of any earned amount no later than 90 days after December 31, 2023.

Our Time Vesting Equity Awards, Adjusted EPS Equity Awards, Transition Equity Award, Time Vesting Strategic Equity Award, Relative TSR Strategic Equity Award and Relative EPS Strategic Equity Award are further described under the heading “Compensation Discussion and Analysis—Components of Our Program—Elements of our compensation program” beginning on page 38 of our 2020 Proxy Statement, as filed with the U.S. Securities and Exchange Commission on April 1, 2020. (Item 8a. and 8b. on Form SI-PT)

(1) Non-Employee Director. (Item 7. on Form SI-PT)

(2) Ms. Reynolds did not stand for re-election at the Company’s May 2019 annual meeting and accordingly did not receive any compensation for her service as a director in 2019.

(3) The amount reflected in the Compensation column includes (i) a cash transition bonus of \$1,000,000 paid to Ms. Stearns in connection with her commencement of employment with the Company and the guaranteed portion of Ms. Stearns’ 2019 bonus under the EBP, *i.e.*, the portion up to target and prorated for the portion of 2019 during which she was employed with the Company, and (ii) \$292,743 in relocation expenses reimbursed by the Company in connection with Ms. Stearns’ relocation to Dallas, Texas and a \$175,583 tax gross-up payment in connection with the tax liabilities Ms. Stearns incurred as a result of the Company’s reimbursement of Ms. Stearns’ relocation expenses.

(4) Mr. Sulentic is also an Employee Director of the Company.