



Secretary of State

SI-PT

Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)



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-FILED-

File No.: BA20230862529

Date Filed: 5/23/2023

Filing Fee — There is no fee for filing the Corporate Disclosure Statement.

Certification Fee (Optional) — \$5.00

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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 Number**

2346048

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

Delaware

4. **Independent Auditor**

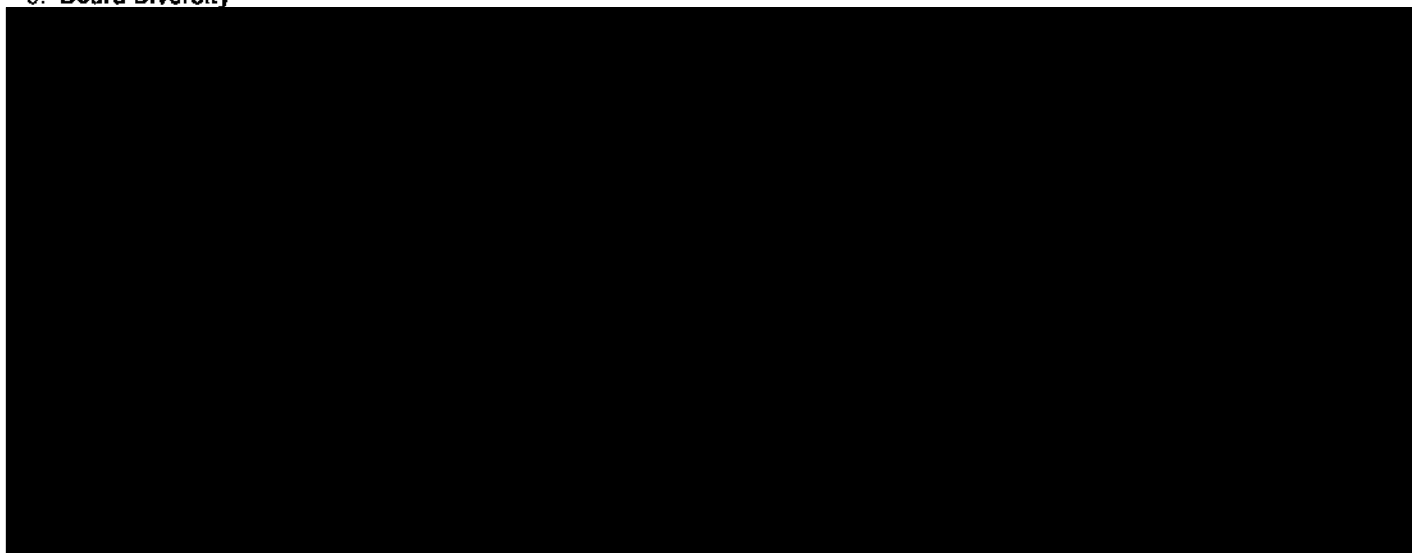
4a. Name of the Independent Auditor that prepared the most recent auditor's report.

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. **Board Diversity**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
(Domestic Stock and Foreign Corporations)
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7. Directors

Names of Directors	Compensation	Shares	Option	Bankruptcy	Fraud
1) Brandon B. Boze (1)	\$329,964*	2,784	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Beth F. Cobert (1)	\$354,964*	2,784	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Reginald H. Gilyard (1)	\$329,964*	2,784	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Shira D. Goodman (1)	\$359,964*	2,784	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) E.M. Blake Hutcheson (1)(2)	\$235,041*	2,022	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) Christopher T. Jenny (1)	\$349,964*	2,784	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7) Gerardo I. Lopez (1)	\$329,964*	2,784	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) Susan Meaney (1)(3)	\$392,411*	3,248	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) Oscar Munoz (1)	\$329,964*	2,784	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) Laura D. Tyson (4)	-0-	-0-	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) Sanjiv Jainik (1)	\$329,964*	2,784	-0-	<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) Emma E. Giamartino	\$3,471,860*	18,452**	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Chandra Dhandapani	\$5,026,775*	32,704**	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) John E. Durburg	\$5,899,575*	41,214**	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Daniel G. Queenan	\$5,904,341*	41,214**	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) Michael J. Lafitte	\$5,995,936*	41,214**	-0-	<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
Robert E. Sulentic (5)	\$25,912,100*	225,589**	-0-	<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)	Bankruptcy	Fraud
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

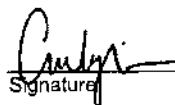
9. Loans to Members of the Board of Directors

Names of Directors	Description of Loan including Amount and Terms
1) Not applicable.	_____
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

05/23/2023
 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 2022. 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, 2022 for a discussion on the valuation of our stock awards. (Item 7. and Item 8. on Form SI-PT)

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

- (i) Time Vesting Equity Awards of RSUs that were granted to each of Mr. Sulentic, Meses. Giamartino and Dhandapani and Messrs. Durburg, Queenan and Lafitte on February 25, 2022 in the amount of 49,849, 9,226, 13,434, 20,607, 20,607 and 20,607 restricted stock units, respectively, each of which are scheduled to vest 25% per year over four years (on each of February 25, 2023, 2024, 2025 and 2026), and an additional 2,918 Time Vesting Equity Awards of RSUs granted to Ms. Dhandapani on May 19, 2022 which are scheduled to vest 25% per year over four years (on each of May 19, 2023, 2024, 2025 and 2026);
- (ii) Core EPS Equity Awards of RSUs that were granted to each of Mr. Sulentic, Meses. Giamartino and Dhandapani and Messrs. Durburg, Queenan and Lafitte on February 25, 2022 with a target unit amount equal to 99,699, 9,226, 13,434, 20,607, 20,607 and 20,607 restricted stock units, respectively, which are eligible to be earned based on the extent to which the company achieves Core EPS targets (over a minimum threshold) measured on a cumulative basis for the 2022 and 2023 fiscal years, with full vesting of any earned amount on February 25, 2025, and an additional Core EPS Equity Awards of RSUs granted to Ms. Dhandapani May 19, 2022 with a target unit amount equal to 2,918, which are eligible to be earned based on the extent to which the company achieves Core EPS targets (over a minimum threshold) measured on a cumulative basis for the 2022 and 2023 fiscal years, with full vesting of any earned amount on May 19, 2025;
- (iii) Time Vesting Strategic Equity Awards of RSUs that were granted to Mr. Sulentic in the amount of 25,347 restricted stock units which are schedule to vest on February 25, 2027, subject to Mr. Sulentic's continued employment with the Company on such date;
- (iv) Relative TSR Strategic Equity Awards of RSUs with a target unit amount equal to 25,347 restricted stock units that were granted to Mr. Sulentic on February 25, 2022, which are eligible to be earned based on measuring the cumulative TSR of the Company against the cumulative TSR of each of the other companies comprising the S&P 500 on January 1, 2022 and ending on December 31, 2026 (the "Comparison Group") over a five-year measurement period commencing on January 1, 2022 and ending on December 31, 2026, with full vesting of any earned amount no later than 90 days after December 31, 2026; and
- (v) Relative EPS Strategic Equity Awards of RSUs with a target unit amount equal to 25,347 restricted stock units that were granted to Mr. Sulentic on February 25, 2022, 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 EPS, of each of the other members of the Comparison Group with a minimum threshold over a five-year measurement period commencing on January 1, 2022 and ending on December 31, 2026, with full vesting of any earned amount no later than 90 days after December 31, 2026.

For a full description of the Shares described have, see "Compensation Discussion and Analysis—Section 4. Elements of Our Compensation Program" beginning on page 54 of our 2023 Proxy Statement, as filed with the U.S. Securities and Exchange Commission on April 6, 2023. (Item 8. on Form SI-PT)

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

(2) Mr. Hutcheson was appointed to our Board on September 1, 2022 and as such received pro-rated director compensation for 2022. The pro-rated portion of his annual cash retainer under our director compensation policy was \$78,356 and the pro-rated portion of his equity grant was 2,022 restricted stock units, valued at the fair market value of our common stock of \$77.49 per share on the award date of September 1, 2022. (Item 7. on Form SI-PT)

(3) Ms. Meaney was appointed to our Board on March 4, 2022 and as such received pro-rated director compensation for service on the Board from March 4, 2022 to May 18, 2022 in addition to her annual Board service retainer for the May 2022 to May 2023 board term. The pro-rated portion of her annual cash retainer under our director compensation policy was \$20,822 and the pro-rated portion of her equity grant was 464 restricted stock units, valued at the fair market value of our common stock of \$89.71 per share on the award date of March 4, 2022. These restricted stock units vested on May 18, 2022. (Item 7. on Form SI-PT)

(4) Dr. Tyson did not stand for re-election due to our term limit restrictions and retired from our Board effective as of our May 2022 annual meeting. Accordingly, she did not receive any compensation for her service as a director in 2022. (Item 7. Form SI-PT)

(5) Mr. Sulentic is also a Director of the Company. (Item 8b. on Form SI-PT)