



# State of California Secretary of State

**D**

19-990452

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

121

There is no fee for filing the Corporate Disclosure Statement.

IMPORTANT — Please read instructions before completing this form

**FILED**  
Secretary of State  
State of California

MAY 31 2019

**1. Corporate Name**

CBRE GROUP, INC.

C23440048

This Space For Office Use Only

**Independent Auditor****2. Name of the Independent Auditor that prepared the most recent auditor's report** KPMG LLP**3. Description of other services, if any, performed by the Independent Auditor named in Item 2**

Financial due diligence, tax and GAAP-related consultations in connection with acquisitions and tax compliance at non-US locations.

**4. Name of the Independent Auditor employed by the Corporation on the date of this statement, if different from Item 2****5a. Does the Corporation's most current SEC Form 10-K filing list a California Principal Executive Address?**☒ Yes. Proceed to Item #5b

No. Proceed to Item #6

**5b. Does the Corporation have 1 or more female Director on its current Board of Directors?** ☒ Yes ☐ No**Directors and Executive Officers**

6. Names of Directors	Compensation	Shares	Options	Bankruptcy	Fraud
1) Brandon B. Boze (1)	\$303,965	4,216	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Complete Item B of the attachment (Form SI-PTA), for additional Directors

7a. Names of Executive Officers	Compensation	Shares	Options	Bankruptcy	Fraud
1) James R. Groch	\$5,183,463*	66,370**	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Michael J. Lafitte	\$4,758,228*	58,849**	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) William F. Concannon	\$4,297,549*	51,327**	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) John E. Durburg	\$3,018,487*	30,972**	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) Calvin W. Frese, Jr.	\$8,852,148*	51,327**	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

7b. Chief Executive Officer (if not named in 7a)	Compensation	Shares	Options	Bankruptcy	Fraud
Robert E. Sulentic	\$10,334,821*	150,442**	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**7c. Additional Executive Officers (if not named in 7a or 7b)**

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

If more space is needed, enter additional information in Item D of the attachment (Form SI-PTA).

**Loans to Members of the Board of Directors****8. Names of Directors** Description of Loan (including amount and terms)

1) Not applicable.

If the Corporation has made additional loans to Directors, Complete Item C of the attachment (Form SI-PTA).

**Additional Statutory Disclosures****9. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years?** ☐ Yes ☒ No**10. 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**11. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description.** ☐ Yes ☒ No**12. 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.**

Marie Ly

Type or Print Name of Person Completing the Form

113

Marie Ly

Signature

Assistant Secretary

Title

5/30/2019

Date



# State of California Secretary of State

19-990452

## Attachment to Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)

This Space For Office Use Only

**IMPORTANT — Please read instructions before completing this form**

### A. Corporate Name

CBRE GROUP, INC.

### B. Additional Directors (Continued from Item 6 on Form SI-PT)

Names of Directors	Compensation	Shares	Options	Bankruptcy	Fraud
2) Beth F. Cobert (1)	\$325,458	4,216	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Curtis F. Feeny (1)	\$331,965	4,216	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Bradford M. Freeman (1)(2)	\$4,000	0	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) Reginald H. Gilyard (1)(3)	\$150,387	2,293	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) Christopher T. Jenny (1)	\$320,965	4,216	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7) Gerardo I. Lopez (1)	\$303,965	4,216	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) Frederic V. Malek (1)(2)	\$3,707	0	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) Paula R. Reynolds (1)	\$305,965	4,216	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) Laura D. Tyson (1)	\$303,965	4,216	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) Ray Wirta (1)	\$300,965	4,216	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
12) Sanjiv Yajnik (1)	\$302,965	4,216	0	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" 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
17)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
18)				<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

If the Corporation has additional Directors, attach additional pages as needed.

### C. Additional Loans to Members of the Board of Directors (Continued from Item 8 on Form SI-PT)

Names of Directors	Description of Loan (including amount and terms)
2) Not applicable.	
3)	
4)	
5)	
6)	
7)	
8)	

If the Corporation has made additional loans to Directors, attach additional pages as needed.

### D. Additional Information (Please reference item number from Form SI-PT or Form SI-PTA, as applicable)

See attached Addendum for footnote disclosures.

2/3

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

**CHARTER ID: C2346048**

**D. ADDITIONAL INFORMATION (continued)**

\* 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 2018. See Note 2 “Significant Accounting Policies” and Note 13 “Employee Benefit Plans” to the Company’s consolidated financial statements as reported on Form 10-K for the year ended December 31, 2018 for a discussion on the valuation of our stock awards. (Item 5. and Item 6a. on Form SI-PT and Item B. on SI-PTA)

\*\* Represents:

- (i) Time Vesting Equity Awards that were granted to each of Messrs. Sulentic, Groch, Lafitte, Concannon, Durburg and Frese in the amount of 75,221, 44,247, 39,233, 34,218, 20,648 and 34,218 restricted stock units, respectively, which are scheduled to vest 25% per year over four years (on each of February 16, 2019, 2020, 2021 and 2022);
- (ii) Adjusted EPS Equity Awards that were granted to each of Messrs. Sulentic, Groch, Lafitte, Concannon, Durburg and Frese with a target unit amount equal to 75,221, 22,123, 19,616, 17,109, 10,324 and 17,109 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 2018 and 2019 fiscal years, with full vesting of any earned amount on February 16, 2021;
- (iii) All of Mr. Frese’s outstanding unvested equity awards, including all awards granted to him in 2018, were cancelled upon execution of the Transition Agreement. For additional information, please refer to the discussion under “–Employment Agreements” beginning on page 51 of the Company’s 2019 Proxy Statement filed with the U.S. Securities and Exchange Commission on April 4, 2019.

The Time Vesting Equity Awards and Adjusted EPS Equity Awards are further described under the heading “Compensation Discussion and Analysis—Components of Our Program—Elements of our compensation program” beginning on page 36 of the Company’s 2019 Proxy Statement, as filed with the U.S. Securities and Exchange Commission on April 4, 2019. (Item 6a. and 6b. on Form SI-PT)

- (1) Non-Employee Director. (Item 5. on Form SI-PT and Item B. on SI-PTA)
- (2) Messrs. Freeman and Malek retired from the Company’s Board in May 2018.
- (3) Mr. Gilyard was appointed to our Board on November 16, 2018 and as such received pro-rated director compensation for 2018, including the pro-rated portion of his annual cash retainer under our director compensation policy, which was \$50,137 and the pro-rated portion of his equity grant was 2,293 restricted stock units, valued at the fair market value of our common stock of \$43.72 per share on the award date of November 16, 2018. (Item 5. on Form SI-PT and Item B. on SI-PTA)