



Secretary of State

SI-PT

Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)

For Office Use Only

-FILED-

File No.: BA20241006796

Date Filed: 5/21/2024

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. **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. **Required Statutory Disclosures**

5a. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years?

☐ Yes ☒ No

5b. 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

5c. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description.

☐ Yes ☒ No**- CONTINUE ON NEXT PAGE -**
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Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)
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6. Directors

Names of Directors	Compensation	Shares	Options	Bankruptcy	Fraud
1) Brandon B. Boze (1)	329,976	2,919	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Beth F. Cobert (1)	354,976	2,919	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Reginald H. Gilyard (1)	329,976	2,919	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Shira D. Goodman (1)(2)	382,901	2,919	-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)	329,976	2,919	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) Christopher T. Jenny (1)	349,976	2,919	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7) Gerardo I. Lopez (1)(3)	345,259	2,919	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) Susan Meaney (1)	329,976	2,919	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) Guy A. Metcalfe (1)(4)	-0-	-0-	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) Oscar Munoz (1)	329,976	2,919	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) Sanjiv Yajnik (1)	329,976	2,919	-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

7. Executive Officers

7a. Names of Executive Officers	Compensation	Shares	Options	Bankruptcy	Fraud
1) Robert E. Sulentic (5)	18,358,834	188,161	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Emma E. Giamartino	4,881,153	40,820	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Chandra Dhandapani	5,426,413	46,562	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) John E. Durburg	5,733,965	51,856	-0-	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) Daniel G. Queenan	5,754,363	51,856	-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
_____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input 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

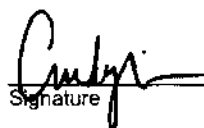
8. Loans to Members of the Board of Directors

Names of Directors	Description of Loan including Amount and Terms
1) _____	_____
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 & Assistant Secretary
Title

05/20/2024
Date

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

7-Digit Secretary of State Entity (File) Number: 2346048

* 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 2023. 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, 2023 for a discussion on the valuation of our stock awards. (Item 6. and Item 7. 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, Ms. Giamartino and Dhandapani and Messrs. Durburg and Queenan on March 10, 2023 in the amount of 62,720, 20,410, 23,281, 25,928 and 25,928 restricted stock units, respectively, each of which are scheduled to vest 25% per year over four years (on each of March 10, 2024, 2025, 2026 and 2027); and
- (ii) Core EPS Equity Awards of RSUs that were granted to each of Mr. Sulentic, Ms. Giamartino and Dhandapani and Messrs. Durburg and Queenan on March 10, 2023 with a target unit amount equal to 125,441, 20,410, 23,281, 25,928 and 25,928 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 2023 and 2024 fiscal years, with full vesting of any earned amount on March 10, 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 53 of our 2024 Proxy Statement, as filed with the U.S. Securities and Exchange Commission on April 12, 2024. (Item 7. on Form SI-PT)

(1) Non-Employee Director. (Item 6. on Form SI-PT)

(2) **Ms. Goodman** was appointed as our Lead Independent Director on November 15, 2023. The pro-rated portion of her lead independent director annual cash retainer under our director compensation policy was \$38,208. The pro-rated portion of her Audit Committee Chair annual cash retainer under our director compensation policy for her service as Audit Committee Chair from May 17, 2023 to November 14, 2023 was \$14,717. (Item 6. on Form SI-PT)

(3) **Mr. Lopez** was appointed as our Audit Committee Chair on November 15, 2023. The pro-rated portion of his Audit Committee Chair annual cash retainer under our director compensation policy for his service as Audit Committee Chair from November 15, 2023 to May 21, 2024 was \$15,283. (Item 6. on Form SI-PT)

(4) **Mr. Metcalfe** was appointed to our Board on February 26, 2024. Accordingly, he did not receive any director compensation for 2023. (Item 6. Form SI-PT)

(5) **Mr. Sulentic** is also a Director of the Company. (Item 7. Form SI-PT)