



BA20220313645

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STATE OF CALIFORNIA
Office of the Secretary of State
**PUBLICLY TRADED CORPORATE DISCLOSURE
STATEMENT**

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 653-3516

For Office Use Only

-FILED-

File No.: BA20220313645

Date Filed: 6/2/2022

Corporation Details

Corporation Name	CBRE GROUP, INC.
Entity No.	2346048
Formed In	DELAWARE

Independent Auditor

Name of individual or organization	KPMG LLP
Description of other services, if any, performed by the Independent Auditor listed above.	Financial due diligence, tax and GAAP-related consultations and tax compliance at non-U.S. locations.

Board Diversity

Headquarters' location in the current calendar year: Check the applicable statement.	The corporation has not moved its principal executive office either into California from another state or out of California into another state.
Total number of directors on the corporation's current Board of Directors.	9 or more
Number of female directors on the corporation's current Board of Directors.	3 or more
Number of directors from underrepresented communities on the corporation's current Board of Directors.	3 or more

Required Statutory Disclosures

Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years?	No
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, provide description below.	No
Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, provide description below.	No

Directors

Director Name	Compensation	Shares	Options	Bankruptcy	Fraud
Brandon B. Boze (1)	299916	2,355	0	No	No
Beth F. Cobert (1)	319916	2,355	0	No	No
Curtis F. Feeny (2)	0	0	0	No	No
Reginald H. Gilyard (1)	299916	2,355	0	No	No
Shira D. Goodman (1)	324916	2,355	0	No	No
Christopher T. Jenny (1)	314916	2,355	0	No	No
Gerardo I. Lopez (1)	299916	2,355	0	No	No
Oscar Munoz (1)	299916	2,355	0	No	No
Laura D. Tyson (1)	299916	2,355	0	No	No
Ray Wirta (2)	0	0	0	No	No
Sanjiv Yajnik (1)	299916	2,355	0	No	No

Executive Officers

Executive Officer Name	Compensation	Shares	Options	Bankruptcy	Fraud
Emma E. Giamartino (3)	5837279	33,710	0	No	No
Leah C. Stearns (4)	8149179	33,050	0	No	No
Michael J. Lafitte	5474448	36,580	0	No	No
Daniel G. Queenan	5219394	34,654	0	No	No
Chandra Dhandapani	5771574	41,662	0	No	No

CEO Name	Compensation	Shares	Options	Bankruptcy	Fraud
Robert E. Sulentic (5)	13908085	125,656	0	No	No

Executive Officer Name	Bankruptcy	Fraud
None Entered		

Loans to Directors

Director Name	Description of Loan including Amount and Terms
None Entered	

Additional information and signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this filing.

Electronic Signature

☒ By checking this box, the corporation certifies the information contain herein, including any attachments, is true and correct.

Cindy Kee

Officer Signature

VP & Asst. Sec

Title of the Officer

06/02/2022

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 2021. 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, 2021 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 Stearns, Messrs. Lafitte and Queenan and Ms. Dhandapani on March 3, 2021 in the amount of 41,885, 3,850, 16,525, 18,290, 17,327 and 8,984 restricted stock units, respectively, and an additional (i) 3,379 Time Vesting Equity Awards of RSUs granted to Ms. Giamartino on July 28, 2021 and (ii) 2,221 Time Vesting Equity Awards of RSUs granted to Ms. Dhandapani on June 2, 2021, each of which are scheduled to vest 25% per year over four years (on each of March 3, 2022, 2023, 2024 and 2025);
- (ii) Adjusted EPS Equity Awards of RSUs that were granted to each of Mr. Sulentic, Meses. Giamartino and Stearns, Messrs. Lafitte and Queenan and Ms. Dhandapani on March 3, 2021 with a target unit amount equal to 83,771, 3,850, 16,525, 18,290, 17,327 and 8,984 restricted stock units, respectively, and an additional (i) Adjusted EPS Equity Awards of RSUs granted to Ms. Giamartino on July 28, 2021 with a target unit amount equal to 3,379 and (ii) Adjusted EPS Equity Awards of RSUs granted to Ms. Dhandapani on June 2, 2021 with a target unit amount equal to 2,221, 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 2021 and 2022 fiscal years, with full vesting of any earned amount on March 3, 2024;
- (iii) Relative TSR Strategic Equity Awards of RSUs with a target unit amount equal to 9,626 restricted stock units that were granted to each of Meses. Giamartino and Dhandapani on March 3, 2021, 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 December 1, 2017 (the “Comparison Group”) over a six-year measurement period, with full vesting of any earned amount no later than 60 days after December 1, 2023; and
- (iv) Relative EPS Strategic Equity Awards of RSUs with a target unit amount equal to 9,626 restricted stock units that were granted to each of Meses. Giamartino and Dhandapani on March 3, 2021, which are eligible to be earned based on measuring the cumulative EPS growth, as reported under GAAP EPS, of each of the other members of the Comparison Group over a six-year measurement period, with full vesting of any earned amount no later than 90 days after December 31, 2023.

For a full description of the Shares described have, see “Compensation Discussion and Analysis—Section 4. Elements of Our Compensation Program” beginning on page 50 of our 2022 Proxy Statement, as filed with the U.S. Securities and Exchange Commission on April 6, 2022. (Item 8. on Form SI-PT)

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

(2) Messrs. Feeny and Wirta did not stand for re-election due to our term limit restrictions and retired from our Board effective as of our May 2021 annual meeting. Accordingly, they did not receive any compensation for their service as a director in 2021. (Item 7. Form SI-PT)

(3) The amount reflected in the Compensation column for Ms. Giamartino includes a one-time promotional cash award of \$1,000,000 in connection with her promotion to Global Group President, Chief Financial Officer and Chief Investment Officer, which is subject to repayment in case of certain terminations without good reason, or for cause, within three years of July 28, 2021. (Item 8a. on Form SI-PT)

(4) The amount reflected in the Compensation column for Ms. Stearns includes: (i) a lump-sum cash severance payment of \$2,662,500, (ii) COBRA continuation coverage of \$25,345, (iii) outplacement assistance services of \$15,000 and (iv) reimbursement of legal fees of \$16,908 pursuant to her Transition Agreement. (Item 8a. on Form SI-PT)

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