



State of California

Secretary of State

Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)

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There is no fee for filing the Corporate Disclosure Statement.

IMPORTANT — PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME

CBRE GROUP, INC.

c2346048

FILED
Secretary of State
State of California

MAY 31 2018

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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

Directors and Executive Officers

5. NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) <u>Brandon B. Boze (1)</u>	<u>\$232,977*</u>	<u>4,453</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>\$225,977*</u>	<u>4,453</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>\$253,977*</u>	<u>4,453</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, COMPLETE ITEM B OF THE ATTACHMENT (FORM SI-PTA).

6a. NAMES OF EXECUTIVE OFFICERS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) <u>James R. Groch</u>	<u>\$10,998,411*</u>	<u>209,692**</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
2) <u>Michael J. Lafitte</u>	<u>\$10,142,457*</u>	<u>191,026**</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
3) <u>Calvin W. Frese, Jr.</u>	<u>\$9,962,817*</u>	<u>191,026**</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>\$9,921,101*</u>	<u>186,910**</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO

6b. CHIEF EXECUTIVE OFFICER (if not named in 6a)	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
<u>Robert E. Sulentic</u>	<u>\$8,610,288*</u>	<u>140,817**</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

6c. ADDITIONAL EXECUTIVE OFFICERS (if not named in 6a or 6b)

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

7. NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
1) <u>NOT APPLICABLE</u>	_____
2) _____	_____
3) _____	_____

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, COMPLETE ITEM C OF THE ATTACHMENT (FORM SI-PTA).

Additional Statutory Disclosures

8. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years? ☐ YES ☒ NO
9. 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
10. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description. ☐ YES ☒ NO
11. 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

Assistant Secretary

TITLE

05/30/2018

DATE



State of California

Secretary of State

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

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IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**A. CORPORATE NAME** CBRE GROUP, INC.**B. Additional Directors** (Continued from Item 5 on Form SI-PT)

NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
4) <u>Bradford M. Freeman (1)</u>	<u>\$234,669*</u>	<u>4,453</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) <u>Christopher T. Jenny (1)</u>	<u>\$247,977*</u>	<u>4,453</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
6) <u>Gerardo I. Lopez (1)</u>	<u>\$232,319*</u>	<u>4,453</u>	<u>0</u>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
7) <u>Frederic V. Malek (1)</u>	<u>\$241,067*</u>	<u>4,453</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>\$236,977*</u>	<u>4,453</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>\$233,977*</u>	<u>4,453</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>\$225,977*</u>	<u>4,453</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)(2)</u>	<u>\$114,334*</u>	<u>1,807</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
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 7 on Form SI-PT)

NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
4) <u>Not Applicable</u>	_____
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.

**ADDENDUM TO
ATTACHMENT TO CORPORATE DISCLOSURE STATEMENT
OF
CBRE GROUP, INC.
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 2017. See Note 2 "Significant Accounting Policies" and Note 13 "Employee Benefit Plans" to our consolidated financial statements as reported on Form 10-K for the year ended December 31, 2017 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, Frese and Concannon in the amount of 65,811, 41,174, 31,841, 31,841 and 29,783 restricted stock units, respectively, which are scheduled to vest 25% per year over four years (on each of March 3, 2018, 2019, 2020 and 2021);
- (ii) Adjusted EPS Equity Awards that were granted to each of Messrs. Sulentic, Groch, Lafitte, Frese and Concannon with a target unit amount equal to 75,006, 41,174, 31,841, 31,841 and 29,783 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 2017 and 2018 fiscal years, with full vesting of any earned amount on March 3, 2020;
- (iii) Time Vesting Strategic Equity Awards in the amount of 42,448 restricted stock units that were granted to each of Messrs. Groch, Lafitte, Frese and Concannon, which are scheduled to vest on December 1, 2023;
- (iv) Relative TSR Strategic Equity Awards with a target unit amount equal to 42,448 restricted stock units that were granted to each of Messrs. Groch, Lafitte, Frese and Concannon, 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
- (v) Relative EPS Strategic Equity Awards with a target unit amount equal to 42,448 restricted stock units that were granted to each of Messrs. Groch, Lafitte, Frese and Concannon, 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, Time Vesting Strategic Equity Awards, Relative TSR Strategic Equity Awards and Relative EPS Strategic Equity Awards are further described under the heading "Compensation Discussion and Analysis—Components of Our Program—Elements of our compensation program" beginning on page 40 of our 2018 Proxy Statement, as filed with the U.S. Securities and Exchange Commission on April 8, 2018. (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) Mr. Yajnik was appointed to our Board on November 14, 2017 and as such received pro-rated director compensation for 2017, including the pro-rated portion of his annual cash retainer under our director compensation policy, which was \$38,115 and the pro-rated portion of his equity grant was 1,807 restricted stock units, valued at the fair market value of our common stock of \$42.18 per share on the award date of November 14, 2017. (Item 5. on Form SI-PT and Item B. on SI-PTA)