



Secretary of State

SI-PT

Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)

FILED

 Secretary of State
 State of California

05/26/2021

Filing Date

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IMPORTANT - [Read Instructions](#) before completing this form.
Filing Fee – There is no fee for filing the Corporate Disclosure Statement.

Copy Fees – First page \$1.00; each additional page \$0.50;
 Certification Fee - \$5.00

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
5a. Check the applicable statement for the **current calendar year (select only one box):**

- ☐ The corporation has **not** moved its principal executive office either into California from another state or out of California into another state.
- ☐ The corporation has moved its principal executive office **into** California from another state.
- ☒ The corporation has moved its principal executive office **out** of California into another state.

5b. Total number of directors on the corporation's **current Board of Directors (select only one box):**

- ☒ 9 or more
- ☐ 8
- ☐ 7
- ☐ 6
- ☐ 5
- ☐ 4 or fewer

5c. Number of **female directors on the corporation's **current** Board of Directors (select only one box):**

- ☒ 3 or more
- ☐ 2
- ☐ 1
- ☐ 0

5d. Number of directors from **underrepresented communities on the corporation's **current** Board of Directors (select only one box):**

- ☒ 3 or more
- ☐ 2
- ☐ 1
- ☐ 0

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
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7. Directors

Names of Directors	Compensation	Shares	Option	Bankruptcy	Fraud
1) <u>Brandon B. Boze (1)</u>	<u>\$199,986*</u>	<u>2,789</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>\$219,986*</u>	<u>2,789</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>\$224,986*</u>	<u>2,789</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) <u>Reginald H. Gilyard (1)</u>	<u>\$199,986*</u>	<u>2,789</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) <u>Shira D. Goodman (1)</u>	<u>\$199,986*</u>	<u>2,789</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) <u>Christopher T. Jenny (1)</u>	<u>\$214,986*</u>	<u>2,789</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7) <u>Gerardo I. Lopez (1)</u>	<u>\$199,986*</u>	<u>2,789</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) <u>Oscar Munoz (1)(2)</u>	<u>\$100,246*</u>	<u>857</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>\$199,986*</u>	<u>2,789</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>\$199,986*</u>	<u>2,789</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)</u>	<u>\$199,986*</u>	<u>2,789</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

8. Executive Officers

Names of Executive Officers	Compensation	Shares	Options	Bankruptcy	Fraud
1) <u>Robert E. Sulentic (3)</u>	<u>\$11,993,465*</u>	<u>184,479**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) <u>Leah C. Stearns</u>	<u>\$3,470,480*</u>	<u>39,840**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) <u>John E. Durburg</u>	<u>\$3,863,425*</u>	<u>39,840**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) <u>Michael J. Lafitte</u>	<u>\$4,070,544*</u>	<u>46,076**</u>	<u>-0-</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) <u>Daniel G. Queenan</u>	<u>\$3,298,991*</u>	<u>39,840**</u>	<u>-0-</u>	<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 <input type="checkbox"/> Yes <input type="checkbox"/> No	Fraud <input type="checkbox"/> Yes <input type="checkbox"/> No
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8c. Additional Executive Officers (if not named in 8a or 8b)				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> 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) <u>Not applicable.</u>	_____
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

05/24/2021

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 2020. 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, 2020 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 that were granted to each of Mr. Sulentic, Ms. Stearns and Messrs. Durburg, Lafitte and Queenan in the amount of 61,493, 19,920, 19,920, 23,038 and 19,920 restricted stock units, respectively, which are scheduled to vest 25% per year over four years (on each of March 3, 2021, 2022, 2023 and 2024); and
- (ii) Adjusted EPS Equity Awards that were granted to each of Mr. Sulentic, Ms. Stearns and Messrs. Durburg, Lafitte and Queenan with a target unit amount equal to 122,986, 19,920, 19,920, 23,038 and 19,920 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 2020 and 2021 fiscal years, with full vesting of any earned amount on March 3, 2023.

Our 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 37 of our 2021 Proxy Statement, as filed with the U.S. Securities and Exchange Commission on April 5, 2021. (Item 8. on Form SI-PT)

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

(2) Mr. Munoz was appointed to our Board on November 19, 2020 and as such received pro-rated director compensation for 2020, 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 (which was 50% of what the annual grant otherwise would have been) was 857 restricted stock units, valued at the fair market value of our common stock of \$58.47 per share on the award date of November 19, 2020. (Item 7. Form SI-PT)

(3) Mr. Sulentic is also a Director of the Company.