

CBRE GROUP, INC.  
Form DEF 14A  
April 05, 2018  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**CBRE Group, Inc.**

**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
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1. Amount Previously Paid:
  
2. Form, Schedule or Registration Statement No.:
  
3. Filing Party:
  
4. Date Filed:

**Table of Contents**

400 South Hope Street, 25<sup>th</sup> Floor

Los Angeles, California 90071

(213) 613-3333

April 5, 2018

Dear Fellow Stockholder:

On behalf of the Board of Directors and management of CBRE Group, Inc., I cordially invite you to attend our annual meeting of stockholders on Friday, May 18, 2018, at 200 Park Avenue, 21<sup>st</sup> Floor, New York, New York at 8:30 a.m. (Eastern Time). The notice of meeting and proxy statement that follow describe the business that we will consider at the meeting.

We hope that you will be able to attend the meeting. However, regardless of whether you are present in person, your vote is very important. We are pleased to again offer multiple options for voting your shares. You may vote by telephone, via the internet, by mail or in person, as described beginning on page 1 of the proxy statement.

Thank you for your continued support of CBRE Group, Inc.

Sincerely yours,

**Robert E. Sulentic**

*President and Chief Executive Officer*

**Table of Contents**

Notice of 2018 Annual Meeting  
of Stockholders

**May 18, 2018**

**8:30 a.m. (Eastern Time)**

***200 Park Avenue, 21<sup>st</sup> Floor, New York, New York***

**AGENDA:**

1. Elect the 10 Board-nominated directors named in the Proxy Statement;
  2. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018;
  3. Conduct an advisory vote on named executive officer compensation for the fiscal year ended December 31, 2017;
  4. Approve an amendment to our certificate of incorporation to reduce (to 25%) the stock-ownership threshold required for our stockholders to request a special stockholder meeting;
  5. If properly presented, to consider a stockholder proposal regarding our stockholders' ability to call special stockholder meetings; and
  6. Transact any other business properly introduced at the Annual Meeting.
- Only stockholders of record as of March 20, 2018 will be entitled to attend and vote at the Annual Meeting and any adjournments or postponements thereof.

We hope that you can attend the Annual Meeting in person. Regardless of whether you will attend in person, please complete and return your proxy so that your shares can be voted at the Annual Meeting in accordance with your instructions. Any stockholder attending the Annual Meeting may vote in person even if that stockholder returned a proxy. You will need to bring a picture ID and proof of ownership of CBRE Group, Inc. stock as of the record date to enter the Annual Meeting. If your common stock is held in the name of your broker, bank or other nominee and you want to vote in person, then you will need to obtain a legal proxy from the institution that holds your common stock indicating that you were the beneficial owner of our common stock on March 20, 2018.

We are pleased to furnish proxy materials to our stockholders on the internet. We believe that this allows us to provide you with the information that you need while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting.

**April 5, 2018**

By Order of the Board of Directors

**Laurence H. Midler**

*Executive Vice President, General Counsel and Secretary*

This Proxy Statement and accompanying proxy card are first being made available on or about April 5, 2018.

References in this Proxy Statement to CBRE, the company, we, us or our refer to CBRE Group, Inc. and include its consolidated subsidiaries, unless otherwise indicated or the context requires otherwise. References to the Board refer to our Board of Directors. A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, including financial statements, is being sent simultaneously with this Proxy Statement to each stockholder who requested paper copies of these materials and will also be available at [www.proxyvote.com](http://www.proxyvote.com).

**Table of Contents**

**Proxy Summary Information**

To assist you in reviewing the proposals to be voted upon at our 2018 Annual Meeting, we have summarized important information contained in this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2017. This summary does not contain all of the information that you should consider, and you should carefully read the entire Proxy Statement and Annual Report on Form 10-K before voting.

**Voting**

Stockholders of record as of March 20, 2018 may cast their votes in any of the following ways:

<b>Internet</b>	<b>Phone</b>	<b>Mail</b>	<b>In Person</b>
Visit <i>www.proxyvote.com</i> . You will need the 16-digit number included in your proxy card, voter instruction form or notice.	Call 1-800-690-6903 or the number on your voter instruction form. You will need the 16-digit number included in your proxy card, voter instruction form or notice.	Send your completed and signed proxy card or voter instruction form to the address on your proxy card or voter instruction form.	If you plan to attend the meeting, you will need to bring a picture ID and proof of ownership of CBRE Group, Inc. stock as of the record date. If your common stock is held in the name of your broker, bank or other nominee and you want to vote in person, then you will need to obtain a legal proxy from the institution that holds your common stock indicating that you were the beneficial owner of our common stock on March 20, 2018.

**Voting Matters and Board Recommendation**

**Proposal**

**Board Vote Recommendation**

Elect Directors (page 8)

**ü** *FOR each Director Nominee*

Ratify the Appointment of Independent Registered Public Accounting Firm for 2018 (page 27)

FOR

Advisory Vote to Approve Named Executive Officer Compensation for 2017 (page 30)

FOR

Approve an Amendment to our Certificate of Incorporation to Reduce (to 25%) the Stock-Ownership Threshold Required for our Stockholders to Request a Special Stockholder Meeting (page 70)

FOR

If Properly Presented, to Consider a Stockholder Proposal Regarding Special Stockholder Meetings (page 73)

AGAINST

### **Fiscal Year 2017 Business Highlights<sup>(1)</sup>**

We are the world's largest commercial real estate services and investment firm, based on 2017 global revenue of \$14.2 billion, with leading global market positions in our leasing, property sales, occupier outsourcing and valuation businesses.

Our service offering is supported by more than 450 offices worldwide with over 80,000 employees, excluding independent affiliates. We serve clients in more than 100 countries.

Our services include:

commercial real estate services operating under the CBRE brand name;

real estate investment management services operating under the CBRE Global Investors brand name; and

development services operating under the Trammell Crow Company brand name.

- (1) For more complete information regarding our fiscal year 2017 performance, please review our Annual Report on Form 10-K for the fiscal year ended December 31, 2017. You can obtain a free copy of our Annual Report on Form 10-K at the SEC's website ([www.sec.gov](http://www.sec.gov)) or by submitting a written request by (i) mail to CBRE Group, Inc., Attention: Investor Relations, 200 Park Avenue, New York, New York 10166, (ii) telephone at (212) 984-6515 or (iii) e-mail at [investorrelations@cbre.com](mailto:investorrelations@cbre.com).

**Table of Contents**

**PROXY SUMMARY INFORMATION**

In fiscal year 2017, we delivered strong results:

Our revenue totaled \$14.2 billion, up 9% from 2016.

Our fee revenue totaled \$9.4 billion, up 8% from 2016.<sup>(2)(3)</sup>

On a GAAP basis, net income for 2017 increased 21% to \$691.5 million and earnings per diluted share rose 20% to \$2.03 per share.

Our adjusted net income was \$924.5 million, up 19% from 2016.<sup>(3)</sup>

Our adjusted earnings per share ( adjusted EPS ) was \$2.71, up 18% from 2016.

Our adjusted earnings before interest, taxes, depreciation and amortization ( adjusted EBITDA ) was \$1.7 billion, up 10% from 2016.<sup>(3)</sup>

Our revenue mix has shifted in recent years toward more contractual revenue as occupiers and investors increasingly prefer to purchase integrated, account-based services from firms that meet the full spectrum of their needs nationally and globally.

We generated revenue from a highly-diversified base of clients. In 2017, our client roster included over 90 of the *Fortune 100* companies.

We executed a highly targeted M&A strategy, closing 11 acquisitions in 2017 that enhanced our capabilities, including companies operating in investment management, project management, retail experience advisory services, occupier brokerage focused on major technology companies, as well as two real estate software as a service companies.

We added significantly to our talent base, with one of our best years for producer recruiting, and strengthened the leadership team that is responsible for driving our continued growth.

We have been voted the most recognized commercial real estate brand in a *Lipsey Company* survey for 17 years in a row (including 2018) and we have been rated a World's Most Ethical Company by the *Ethisphere Institute* for five consecutive years (including 2018).

We ended 2017 in a very strong financial position with low leverage, high liquidity and considerable cash flow.

The following charts highlight our growth in adjusted EBITDA, adjusted net income and adjusted EPS for 2017 relative to 2016:

- (2) Fee revenue is gross revenue less both client reimbursed costs largely associated with employees that are dedicated to client facilities and subcontracted vendor work performed for clients.
- (3) These are non-GAAP financial measures. For supplemental financial data and a corresponding reconciliation of (i) revenue computed in accordance with GAAP to fee revenue, (ii) net income computed in accordance with GAAP to adjusted EBITDA and (iii) net income computed in accordance with GAAP to adjusted net income and to adjusted EPS, in each case for the fiscal years ended December 31, 2017 and 2016, see Annex A to this Proxy Statement. We also refer to adjusted EBITDA, adjusted net income and adjusted EPS from time to time in our public reporting as EBITDA, as adjusted, net income attributable to CBRE Group, Inc., as adjusted and diluted income per share attributable to CBRE Group, Inc. shareholders, as adjusted, respectively. As described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, our Board and management use non-GAAP financial measures to evaluate our performance and manage our operations. However, non-GAAP financial measures should be viewed in addition to, and not as an alternative for, financial results prepared in accordance with GAAP. The term GAAP, as used in this Proxy Statement, means generally accepted accounting principles in the United States.

## **2 CBRE - 2018 Proxy Statement**

**Table of Contents**

**PROXY SUMMARY INFORMATION**

**Our Corporate Strategy**

We operate in an industry that is characterized by enduring trends that support the long-term growth of our business. These include:

occupiers   growing acceptance of the outsourcing of real estate services;

investors   increasing allocation of capital to commercial real estate, and

the continuing consolidation of occupier and investor activity to the highest-quality, globally diversified service providers.

In addition, technological advancements hold significant opportunities for firms that invest prudently in digital capabilities.

We have a clear strategy to capitalize on the inherent opportunities within our sector. Our strategy is focused on delivering consistently superior client outcomes that other firms cannot replicate. This strategy is underpinned by six key elements:

An intense focus on client outcomes. We deeply study the results we produce for clients and then use the insights we gain to improve those results.

Having top talent   both client-facing professionals and business line/geographic leaders   in every key role.

Maintaining a premier operating platform   from research to marketing to human resources to, most especially, data/technology capabilities   that helps our professionals to serve clients.

Leveraging our scale as the world's largest commercial real estate services provider and using our collaborative culture to connect our people and capabilities around the world.

Making strategic investments in targeted M&A activity, data and technology, and other initiatives that enhance our capabilities.

Operating efficiently. We prudently manage our expense base to enable re-investment in the business while maintaining strong margins.

## Corporate Governance Highlights

### Board Independence

Independent director nominees	9 out of 10
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Independent Chair of the Board	Ray Wirta*
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### Director Elections

Frequency of Board elections	Annual
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Voting standard for uncontested elections	Majority Requirement
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Director term limits	12 Years <sup>(4)</sup>
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Limit on number of Board-nominated executive officers	Maximum 1
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Proxy access for director nominations	Yes
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**Evaluating and Improving Board Performance**

Board evaluations Annual

Committee evaluations Annual

**Aligning Director and Executive Interests with Stockholder Interests**

Director stock ownership requirements Yes

Executive officer stock ownership requirements Yes

Policy restricting trading, and prohibiting hedging and short-selling of, CBRE stock Yes

Compensation clawback policy for executive officers Yes

Ongoing stockholder outreach and engagement Yes

*\*Mr. Wirta is our current Board Chair. Our Board has appointed Mr. Boze to succeed Mr. Wirta as the Independent Chair of our Board, effective following the Annual Meeting, assuming Mr. Boze is re-elected at such meeting by*

*our stockholders.*

- (4) The application of this term-limit restriction does not go into effect until December 17, 2020 for any of the company's directors who were serving on the Board as of December 17, 2015. See "Corporate Governance - Term Limits" on page 17.

**Table of Contents****PROXY SUMMARY INFORMATION****Summary of Board Nominees**

The following table provides summary information about each of the director nominees who is being voted on by stockholders at the Annual Meeting.

Name	Age	Director		Principal Occupation	Other Public	
		Since			Committees	Company Boards
Brandon B. Boze*	37	2012		Partner of Value Act Capital	CC, GC	0
Beth F. Cobert*	59	2017		Chief Executive Officer of Skillful	CC, GC	0
Curtis F. Feeny*	60	2006		Managing Director of Silicon Valley Data Capital	AC, GC, EC	0
Christopher T. Jenny*	62	2016		Senior Advisor to Parthenon-EY	AC, GC	0
Gerardo I. Lopez*	58	2015		Former President and Chief Executive Officer of Extended Stay America, Inc.	CC, GC	1
Paula R. Reynolds*	61	2016		President and Chief Executive Officer of PreferWest, LLC	AC, CC	3

Robert E. Sulentic	61	2012	President and Chief Executive Officer of CBRE	EC	0
Laura D. Tyson*	70	2010	Distinguished Professor of the Graduate School, Haas School of Business, University of California, Berkeley	AC	1
Ray Wirta*	74	2001	Chief Executive Officer of The Koll Company and President of the Irvine Company	EC	0
Sanjiv Yajnik*	61	2017	President of Capital One Financial Services	AC, CC	0

*\*Independent Director*

*Mr. Wirta is our current Board Chair. Our Board has appointed Mr. Boze to succeed Mr. Wirta as the Independent Chair of our Board, effective following the Annual Meeting, assuming Mr. Boze is re-elected at such meeting by our stockholders.*

*Key:*

*ACAudit and Finance Committee*

*CCCompensation Committee*

*ECExecutive Committee*

*GCCorporate Governance and Nominating Committee*

## Executive Compensation Highlights

***Our Philosophy*** Our executive compensation program is designed to reinforce our corporate strategy and to attract and retain accomplished and high-performing executives and to motivate those executives to consistently achieve short- and long-term goals consistent with and in furtherance of our corporate strategy. To do this, we focus a significant percentage of our executive officers' compensation on both annual and long-term incentive awards intended to reflect growth in our business and in our share price in the short and long term, with a relatively modest portion of compensation paid in fixed base salary.

In 2017, we continued to place a significant percentage of our named executive officers' total annual target direct compensation at risk, with incentive programs tied to

financial and strategic performance measures. In 2017, our named executive officers (taken collectively) had on average approximately (1) 85% of their total annual target direct compensation tied to variable, as opposed to fixed, compensation, (2) 56% of their total annual target direct compensation tied to financial and strategic metrics (our annual cash bonus awards and Adjusted EPS Equity Awards) and (3) 60% of their total annual target direct compensation tied to our stock price performance (our Adjusted EPS Equity Awards and Time Vesting Equity Awards). This program design is intended to motivate our executive officers to achieve positive short- and long-term results for our stockholders consistent with and in furtherance of our corporate strategy.

## 4 CBRE - 2018 Proxy Statement

Table of Contents**PROXY SUMMARY INFORMATION**

The total target direct compensation mix for 2017 for (i) our Chief Executive Officer (CEO) and (ii) our CEO together with our other named executive officers (NEOs) is illustrated in the following charts<sup>(5)</sup>:

**Say on Pay** We received strong support for our executive compensation from our stockholders at our 2017 annual meeting of stockholders, at which over 97% of the votes cast on the say on pay proposal were in favor of the 2016 compensation that we paid to our named executive officers. In addition, stockholders that we engaged with as part of our outreach program generally reported that executive compensation was viewed as well-aligned with performance.

**2017 Financial Performance** We achieved strong overall financial and operational performance in 2017. Historically, our Board has set aggressive targets to achieve strategic growth and increase stockholder value, and our 2017

operating plan assumed continued solid growth over 2016. In 2017, we outperformed our internal growth target on a global basis and for our Global Workplace Solutions business. As we describe in greater detail under the heading Compensation Discussion and Analysis beginning on page 31, our overall performance directly impacted a portion of the compensation of all of our named executive officers, and the performance of our Global Workplace Solutions business directly impacted a portion of the compensation for William F. Concannon (our Global Group President and CEO Global Workplace Solutions).

**Annual Compensation** Set forth below is the 2017 compensation for our named executive officers. See the footnotes accompanying the Summary Compensation Table on page 55 for more information.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Non-Equity			Total (\$)
				Annual (\$)	Incentive Plan Compensation (\$)	All Other Compensation (\$)	
Robert E. Sulentic	2017	990,000		5,129,964	2,485,824	4,500	8,610,288

President and Chief  
Executive Officer

James R. Groch	2017	770,000	150,000	2,999,938	1,436,512	4,500	5,360,950
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Chief Financial Officer and  
Global

Director of Corporate  
Development

Michael J. Lafitte	2017	700,000	150,000	2,319,936	1,330,560	4,500	4,504,996
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Global Group President

Calvin W. Frese, Jr.	2017	695,000		2,319,936	1,305,920	4,500	4,325,356
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Global Group President

William F. Concannon	2017	693,750	150,000	2,169,990	1,265,400	4,500	4,283,640
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Global Group President and  
Chief Executive  
Officer Global Workplace  
Solutions

***One-Time Strategic Equity Award*** In addition to the compensation described above, in 2017, in exchange for the execution of certain restrictive covenants described below, the Compensation Committee made a one-time Strategic Equity Award with a six-year cliff vesting performance period to a group of our most senior executives around the globe,

including each of our named executive officers (other than Mr. Sulentic who declined the award as described below). Our named executive officers (other than Mr. Sulentic) each received awards with a target grant date value of \$5,500,000 (two-thirds of which is performance-based).

(5) Excludes one-time Strategic Equity Awards granted to our named executive officers (other than Mr. Sulentic) in 2017. See [One-Time Strategic Equity Award](#) on page 5 above.

**CBRE - 2018 Proxy Statement** **5**

**Table of Contents**

**PROXY SUMMARY INFORMATION**

The Compensation Committee also offered Mr. Sulentic a significant Strategic Equity Award. Mr. Sulentic determined (and the Compensation Committee agreed) that it was in the best interest of the company that Mr. Sulentic decline such award in order to maintain his independence and avoid any conflict of interest or appearance of conflict of interest as he was actively involved in designing the program and advocating for such awards and the related restrictive covenants with both our Board and our senior executives around the globe.

As a condition to receiving the Strategic Equity Award, the group of global senior executives participating in the program, including Messrs. Groch, Lafitte, Frese and Concannon entered into a restrictive covenants agreement with the company which provides for certain post-termination non-competition, non-solicitation of clients and non-solicitation of employees covenants. Although Mr. Sulentic declined his Strategic Equity Award as stated above, he nonetheless entered into the same restrictive covenants agreement with the company as our other named executive officers. All of our senior executives who were offered such Strategic Equity Award accepted their awards and executed the required restrictive covenants agreement.

The Strategic Equity Award is intended to retain our senior executives for the six-year cliff vesting performance period of the award and to incentivize each executive to continue increasing their focus on driving client outcomes and positioning the company for long-term growth during that six-year period.

The Strategic Equity Award differs from our annual equity awards in several ways:

The Strategic Equity Award is earned over a six-year cliff vesting performance period, which is much longer than typical market practice for ongoing annual equity awards.

The payout on two-thirds of the Strategic Equity Award is performance-based and is driven by the extent to which the company achieves rigorous cumulative Adjusted EPS and total shareholder return performance hurdles relative to the S&P 500 over a six-year performance period. For each measure, none of the performance-based awards will be earned unless our performance is above the 50<sup>th</sup> percentile. The remaining one-third of the Strategic Equity Award cliff vests based on continued service for a six-year vesting period.

For more detail on the design of the Strategic Equity Award, please refer to the discussion under Compensation, Discussion and Analysis Components of Our Program Elements of our compensation program One-Time Strategic Equity Award beginning on page 47.

***Executive Compensation*** In reviewing executive compensation for 2017 as compared to prior years, it is important to keep the following in mind:

In 2016, the Committee changed our annual equity grant date from August to March, effective March 2017. To effectuate this change in annual grant timing, in August 2016, the Committee awarded our executives a stub grant, as a bridge between August 2016 and the date of the next annual grant in March 2017. The stub grant value was

equal to 50% of each named executive officer's target annual long-term incentive award value and consisted solely of a Time Vesting Equity Award. As such, our executives received 100% of their target annual equity award in August 2015, 50% of their target annual equity award in August 2016 and 100% of their target annual equity award in March 2017. As a consequence, aggregate executive compensation was lower in 2016 as compared to 2015 and 2017.

**The combination of the lower stock award in 2016 due to the change in timing of the awards and the granting of the Strategic Equity Awards in 2017, are the principal drivers of the increase in executive compensation in 2017 as compared to 2016.**

**6**    *CBRE - 2018 Proxy Statement*

**Table of Contents**

**TABLE OF CONTENTS**

<b><u>PROPOSAL 1</u></b>	<b><u>Elect Directors</u></b>	<b>8</b>
<b><u>CORPORATE GOVERNANCE</u></b>		<b>15</b>
<b><u>PROPOSAL 2</u></b>	<b><u>Ratify Appointment of Independent Registered Public Accounting Firm</u></b>	<b>27</b>
<b><u>AUDIT AND OTHER FEES</u></b>		<b>28</b>
<b><u>PROPOSAL 3</u></b>	<b><u>Advisory Vote on Executive Compensation</u></b>	<b>30</b>
<b><u>COMPENSATION DISCUSSION AND ANALYSIS</u></b>		<b>31</b>
<b><u>EXECUTIVE MANAGEMENT</u></b>		<b>52</b>
<b><u>EXECUTIVE COMPENSATION</u></b>		<b>54</b>
<b><u>PROPOSAL 4</u></b>	<b><u>Approve an Amendment to our Certificate of Incorporation to Reduce (to 25%) the Stock-Ownership Threshold Required for Stockholders to Request a Special Stockholder Meeting</u></b>	<b>70</b>
<b><u>PROPOSAL 5</u></b>	<b><u>Consider a Stockholder Proposal Regarding Stockholders Ability to Call Special Stockholder Meetings</u></b>	<b>73</b>
<b><u>STOCK OWNERSHIP</u></b>		<b>76</b>

<b><u>RELATED-PARTY TRANSACTIONS</u></b>	<b>79</b>
<b><u>GENERAL INFORMATION ABOUT THE ANNUAL MEETING</u></b>	<b>81</b>
<b><u>ANNEX A Reconciliation of Certain Non-GAAP Financial Measures</u></b>	<b>A-1</b>
<b><u>ANNEX B Amended and Restated Certificate of Incorporation (as Proposed to be Amended by Proposal 4)</u></b>	<b>B-1</b>
<b><u>ANNEX C Amended and Restated By-Laws (as Proposed to be Amended if Proposal 4 is approved)</u></b>	<b>C-1</b>

*CBRE - 2018 Proxy Statement* 7

**Table of Contents**

**PROPOSAL 1 ELECT DIRECTORS**

Our Board has nominated 10 directors for election at this Annual Meeting to hold office until the next annual meeting and the election of their successors. All of the nominees currently are directors and were selected to serve on our Board based on:

outstanding achievement in their professional careers;

broad experience;

personal and professional integrity;

their ability to make independent, analytical inquiries;

financial literacy;

mature judgment;  
high-performance standards;

familiarity with our business and industry; and

an ability to work collegially.

We also believe that all of our director nominees have a reputation for honesty and adherence to high ethical standards. Each agreed to be named in this Proxy Statement and to serve if elected.

**Director Nomination Criteria: Qualifications, Skills and Experience**

Our by-laws provide that our Board may not nominate (i) more than one member of the company's current management to serve on the Board at any one time or (ii) any non-management director for re-election to the Board if that director has completed 12 years of service as an independent member of the Board.<sup>1</sup> Our Board believes that these

restrictions contribute to Board stability, vitality and diversity and help ensure that our Board continuously benefits from a balanced mix of perspectives and experiences. Our focus on Board refreshment has resulted in the addition of five new directors since October 2015.

Our Board seeks directors who represent a mix of backgrounds and experiences that will enhance the quality of our Board's deliberations and decisions. In nominating candidates, our Board considers a diversified membership in the broadest sense, including persons diverse in experience, gender and ethnicity. Our Board does not discriminate on the basis of race, color, national origin, gender, religion, disability or sexual preference. When evaluating candidates, our Board considers whether potential nominees possess integrity, accountability, informed judgment, financial literacy, mature confidence and high-performance standards.

Our Board is especially interested in adding candidates over time who are operating executives (particularly current chief executives or other operating executives of other large public companies) or who have a strong technology background and in both cases a passion for building a transformative business on a global basis. Other factors include having directors with international experience, including knowledge of emerging markets or management of business operations and resources

that are dispersed across a global platform. In addition, a majority of our Board must be independent, consistent with our Corporate Governance Guidelines and New York Stock Exchange ( NYSE ) listing standards. Further, at least one member of our Board should have the qualifications and skills necessary to be considered an Audit Committee Financial Expert under Section 407 of the Sarbanes-Oxley Act, as defined by the rules of the Securities and Exchange Commission ( SEC ).

The Corporate Governance and Nominating Committee of our Board of Directors, or the Governance Committee, is, among other things, responsible for identifying and evaluating potential candidates and recommending candidates to our Board for nomination, as well as performing assessments of the skills and experience needed to properly oversee our interests.

The Governance Committee regularly reviews the composition of our Board and determines whether the addition of directors with particular experience, skills or characteristics would make our Board more effective. When a need arises to fill a vacancy, or it is determined that a director possessing particular experiences, skills or characteristics would make our Board more effective, the Governance Committee conducts targeted efforts to identify and recruit individuals who have the identified qualifications. As a part of the search process, the Governance Committee may consult with other directors and members of our senior management and also may hire a search firm to assist in identifying and evaluating potential candidates.

<sup>1</sup> The application of this term-limit restriction does not go into effect until December 17, 2020 for any of the company's directors who were serving on the Board as of December 17, 2015. See Term Limits on page 17.

## **8 CBRE - 2018 Proxy Statement**

**Table of Contents**

**PROPOSAL 1**

All potential candidates are interviewed by our CEO, our Board Chair, our Governance Committee Chair and, to the extent practicable, the other members of the Governance Committee, and may be interviewed by other directors and members of senior management as desired and as schedules permit. In addition, the General Counsel reviews a director questionnaire submitted by the candidate, and a background and reference check is conducted as appropriate. The Governance Committee then meets to consider and approve the final candidates, and either makes its recommendation to the Board to fill a vacancy and to add an additional Board

member, or recommends a slate of candidates to the Board for nomination for election to the Board. The selection process for candidates is intended to be flexible, and the Governance Committee, in the exercise of its discretion, may deviate from the selection process when particular circumstances so warrant.

The Governance Committee will also consider candidates recommended to our Board by our stockholders. See Corporate Governance Stockholder Recommendations and Nominations of Director Candidates Stockholder Recommendations on page 16 for more information.

**Director Skills Matrix**

We believe our director nominees bring a well-rounded variety of experiences, qualifications, attributes and skills, and represent a mix of deep knowledge of the company and fresh perspectives. The director skills matrix below represents some of the key skills that our Board has identified as particularly valuable to the effective oversight of our company and the execution of our corporate strategy. This skills matrix highlights the depth and breadth of the skills of

our director nominees. This director skills matrix is not intended to be an exhaustive list of each of our director nominees skills or contributions to the Board. Further information on each director nominee, including some of their specific experience, qualifications, attributes and skills is set forth in the biographies on pages 10 to 13 of this Proxy Statement.



**Table of Contents**

**PROPOSAL 1**

**2018 Director Nominees**

*Brandon B. Boze*

**Age: 37**

**Director Since: December 2012**

**Board Committees:** Compensation  
Governance

Our Board has appointed Mr. Boze to succeed Mr. Wirta as the Independent Chair of our Board, effective following the Annual Meeting, assuming Mr. Boze is re-elected at such meeting by our stockholders. Mr. Boze is a Partner at ValueAct Capital, a privately-owned investment firm. Prior to joining ValueAct Capital in August 2005, Mr. Boze was an investment banker at Lehman Brothers, focused on power utilities and technology mergers and acquisitions.

**Qualifications, Attributes, Skills and Experience:**

Mr. Boze brings to our Board experience in finance, strategy and mergers and acquisitions as well as deep knowledge of our business as a Partner at a significant stockholder. He previously served on the board of directors of Valeant Pharmaceuticals International. Mr. Boze holds a B.E. from Vanderbilt University and is a CFA charterholder.

*Beth F. Cobert*

**Age: 59**

**Director Since: May 2017**

**Board Committees:** Compensation (Chair)  
Governance

Ms. Cobert has served as the Chief Executive Officer of Skillful, a non-profit organization focused on creating a skills-based labor market, since June 2017. She previously served as the Acting Director of the U.S. Office of Personnel Management from July 2015 to January 2017, and as the Deputy Director for Management of the U.S. Office of Management and Budget from October 2013 to July 2015. From 2001 to October 2013, Ms. Cobert served as a Senior Partner at McKinsey & Company, a global business strategy consulting firm. From 1990 to 2001, Ms. Cobert was a Partner at McKinsey & Company. She joined the firm in 1984 as an Associate and served in various leadership roles at McKinsey & Company.

**Qualifications, Attributes, Skills and Experience:**

Ms. Cobert brings to our Board nearly 30 years of experience as a consultant in business strategy, where she worked with corporate, non-profit and government entities on key strategic, operational and organizational issues across a range of sectors, including financial services, health care, legal services, real estate and telecommunications. Our Board also benefits from Ms. Cobert's government service. Ms. Cobert previously served as a member of the board of directors and chair of the United Way of the Bay Area and as a member of the Stanford University Graduate School of Business Advisory Council. Ms. Cobert holds a B.A. from Princeton University and an M.B.A. from Stanford University.

*Curtis F. Feeny*

**Age: 60**

**Director Since: December 2006**

**Board Committees:**                      Audit and Finance (Chair)  
    Governance  
    Executive

Mr. Feeny has been a Managing Director of Silicon Valley Data Capital, a venture capital firm, since July 2017. He previously served as a Managing Director of Voyager Capital, a venture capital firm, from January 2000 to December 2017. From 1992 through 1999, Mr. Feeny served as Executive Vice President of Stanford Management Co., which manages the Stanford University endowment.

**Qualifications, Attributes, Skills and Experience:**

Mr. Feeny brings broad knowledge of the commercial real estate industry and our business from his service as an employee and later director of Trammell Crow Company as well as from his many years of service as Chair of our Audit and Finance Committee. He also has broad experience counseling companies through growth and experience in corporate finance matters. Mr. Feeny previously served on the board of directors of Staples, Inc. and Trammell Crow Company, which we acquired in 2006. Mr. Feeny holds a B.S. from Texas A&M University and an M.B.A. from Harvard Business School.

**10 CBRE - 2018 Proxy Statement**

**Table of Contents****PROPOSAL 1***Christopher T. Jenny***Age: 62****Director Since: January 2016****Board Committees:** Audit and Finance  
Governance (Chair)

Mr. Jenny has served as a Senior Advisor to Parthenon-EY since January 2016 and was a Senior Managing Director at Parthenon-EY from August 2014 through December 2015. He previously served as President and Senior Partner with The Parthenon Group LLC, a Boston-based private management consulting and management firm, from 1995 to 2014 prior to its merger with Ernst & Young in August 2014. Prior to joining The Parthenon Group LLC in 1995, Mr. Jenny was a Partner at Bain & Company, Inc., a global business strategy consulting firm.

**Qualifications, Attributes, Skills and Experience:**

Mr. Jenny brings to our Board more than twenty years of experience as a consultant in business strategy, and has worked on issues related to business-unit strategy, profit improvement and mergers and acquisitions. In addition, he has experience as a senior operating executive and has managed portfolio companies for two of the nation's leading private-equity firms. He is a member of the board of directors of The Guardian Life Insurance Company of America, Mobile Virtual Player and PLT4M. He previously served on the board of directors of Mac-Gray Corporation. Mr. Jenny holds a B.A. from Dartmouth College and an M.B.A. from Harvard Business School.

*Gerardo I. Lopez***Age: 58****Director Since: October 2015****Board Committees:** Compensation  
Governance

Mr. Lopez served as a Senior Advisor to Extended Stay America, Inc. and its paired-share REIT, ESH Hospitality, Inc. from January 2018 to March 2018 and was its President and Chief Executive Officer from August 2015 to December 2017. Mr. Lopez previously served as President and Chief Executive Officer of AMC Entertainment Holdings, Inc. and its subsidiary, AMC Entertainment Inc., from March 2009 through August 2015. Prior to that, he was Executive Vice President of Starbucks Coffee Company and President of its Global Consumer Products, Seattle's Best Coffee and Foodservice divisions from September 2004 to March 2009, and President of the Handleman Entertainment Resources division of Handleman Company from November 2001 to September 2004. Mr. Lopez has



**Table of Contents**

**PROPOSAL 1**

*Robert E. Sulentic*

**Age: 61**

**Director Since: December 2012**

**Board Committee:** Executive

Mr. Sulentic has been our CEO since December 2012 and President since March 2010. He previously served as the President of our Development Services business from December 2006 to April 2011, as our Chief Financial Officer from March 2009 until March 2010 and as our Group President from July 2009 until March 2010. Mr. Sulentic was a member of our Board and Group President of Development Services, Asia Pacific and Europe, Middle East and Africa (EMEA) from December 2006 through March 2009. He was President and Chief Executive Officer of Trammell Crow Company from October 2000 through our acquisition of that company in December 2006, and prior to that served as its Executive Vice President and Chief Financial Officer from September 1998 to October 2000.

**Qualifications, Attributes, Skills and Experience:**

Mr. Sulentic brings to our Board a significant operating background in the commercial real estate industry through extensive experience, previously with the Trammell Crow Company before its acquisition by us, and later with the company in his capacities as Group President of several service lines, as our Chief Financial Officer, and currently as our President and CEO. He previously served as the Independent Board Chair and member of the board of directors of Staples, Inc., and previously served on the board of directors of Trammell Crow Company from December 1997 through December 2006, including as its Chairman from May 2002 through December 2006. Mr. Sulentic holds a B.A. from Iowa State University and an M.B.A. from Harvard Business School.

*Laura D. Tyson*

**Age: 70**

**Director Since: March 2010**

**Board Committee:** Audit and Finance

Dr. Tyson has been a Distinguished Professor of the Graduate School, Haas School of Business, University of California, Berkeley since July 2016. She was a Professor at the Haas School of Business, University of California, Berkeley from January 2007 to July 2016 and has also been the Director of the Institute for Business and Social Impact at the Haas School since July 2013. Dr. Tyson was previously Dean of the London Business School from January 2002 to December 2006 and Dean of the Haas School of Business from July 1998 to December 2001, and was Professor of Business Administration and Economics there from January 1997 to June 1998. She was a member of

President Clinton's cabinet from 1993 through 1996. During that time, she served as the Chair of the National Economic Council and as the National Economic Adviser to the President of the United States from February 1995 to December 1996, and she was the first woman to Chair the White House Council of Economic Advisers, in which capacity she served from January 1993 to February 1995.

**Qualifications, Attributes, Skills and Experience:**

Dr. Tyson brings experience from serving on the boards of directors of complex global organizations, and is a noted economist who brings experience in government and broad knowledge of macroeconomics and international economic issues to our Board. Dr. Tyson served as a member of President Obama's Economic Recovery Advisory Board from 2009 through 2011, as a member of President Obama's Council on Jobs and Competitiveness from 2011 through 2012, and as a member of the U.S. State Department Foreign Affairs Policy Board from 2011 through 2013. She is a member on the board of directors of AT&T Inc. She also serves as Chair of the Board of Trustees of the Blum Center for Developing Economies at the University of California, Berkeley and is a member of the board of directors of the non-profit Jacobs Foundation. She previously served on the board of directors of Eastman Kodak Company, Morgan Stanley and Silver Spring Networks, Inc. Dr. Tyson holds a B.A. from Smith College and a Ph.D. in Economics from the Massachusetts Institute of Technology.

**12 CBRE - 2018 Proxy Statement**

**Table of Contents**

**PROPOSAL 1**

*Ray Wirta*

**Age: 74**

**Director Since: September 2001**

**Independent Chair of our Board**

**Board Committee:** Executive (Chair)

Mr. Wirta has served as the Independent Chair of our Board since May 2014 and will continue to serve in such capacity until the expiration of his current term at the Annual Meeting. Prior to that, Mr. Wirta served as the Vice Chair of our Board from November 2013 to May 2014. He has served as the President of the Irvine Company since June 2016 and as the Chief Executive Officer of The Koll Company since November 2009. He previously served as President of the Investment Properties Group at the Irvine Company from June 2010 through June 2016. Mr. Wirta served as our Chief Executive Officer from September 2001 to June 2005, and Chief Executive Officer of our predecessor company, CBRE Services, Inc., from May 1999 to September 2001. He also served as Chief Operating Officer of that predecessor company from May 1998 to May 1999. Mr. Wirta served as a director and Non-Executive Chairman of Realty Finance Corporation, where he was the Chairman from May 2005 through August 2009. He also served as Interim Chief Executive Officer and President of that company from April 2007 to September 2007.

**Qualifications, Attributes, Skills and Experience:**

Mr. Wirta brings to our Board many years of experience in the commercial real estate industry, including a depth of knowledge about the real estate investment management and development services business and operational experience in our business operations as our former chief executive officer. Mr. Wirta holds a B.A. from California State University, Long Beach and an M.B.A. from Golden Gate University.

*Sanjiv Yajnik*

**Age: 61**

**Director Since: November 2017**

**Board Committees:** Audit  
Compensation

Mr. Yajnik has been the President of Capital One Financial Services, a division of Capital One, since June 2009. He is also President and Director of Capital One National Association, one of Capital One's two national bank subsidiaries, and serves on Capital One's Executive Committee. In addition, Mr. Yajnik oversees Capital One's community relations

throughout Texas, Oklahoma and Louisiana as President of the company's South Central Region. Since joining Capital One in 1998, he has held a number of senior leadership positions in Europe, Canada and the United States. Prior to Capital One, he held leadership positions at PepsiCo and Circuit City and was a Chief Engineer for Mobil Oil Corporation's shipping business. In November 2015, Mr. Yajnik was appointed by Texas Governor Greg Abbott to be Chairman of the Texas Economic Development Corporation. He is the Chairman of the Dallas Symphony Association, and leads the Board of Governors in overseeing the direction and governance for the Dallas Symphony Orchestra.

**Qualifications, Attributes, Skills and Experience:**

Mr. Yajnik brings to our board his broad business background and his experience in leading the transformation of a large, service-oriented global organization through technology enablement. Mr. Yajnik has spent the past two decades in financial services, with a wide range of experience in the U.S and international markets. He received an M.B.A. with honors from the University of Western Ontario, Canada, and completed the Executive Management Program at Stanford University. He is a medalist Chartered Engineer (I), and graduated with distinction from the Marine Engineering Research Institute, India.

*Messrs. Freeman and Malek, who currently serve on our Board, have a combined 32 years of director service to us. They will not stand for re-election and will retire from our Board at the expiration of their current terms at the Annual Meeting. We are grateful for their many years of service to CBRE.*

**Table of Contents**

**PROPOSAL 1**

The following summarizes the independence, diversity and tenure of our 2018 director nominees:

**Required Vote**

This is an uncontested Board election. As such, in order to be elected, each nominee must receive the affirmative vote of a majority of the votes cast on his or her election (*i.e.*, votes cast **FOR** a nominee must exceed votes cast as **AGAINST** ). Votes to **ABSTAIN** with respect to a nominee and broker non-votes are not considered votes cast, and so will not affect the outcome of the nominee's election.

**Recommendation**

**Our Board recommends that stockholders vote **FOR** all of the nominees.**

**14 CBRE - 2018 Proxy Statement**

**Table of Contents**

**CORPORATE GOVERNANCE**

We are governed by a Board and committees of the Board that meet several times throughout the year, and we are committed to maintaining the highest standards of business conduct and corporate governance. Governance is a continuous focus for us, starting with our Board and extending to management and our employees. Our Board has also established Corporate Governance Guidelines that provide a framework for the effective governance of the company.

In January 2017, our Board adopted proxy access for director nominations, which allows eligible stockholders to nominate

directors and include those nominees in our proxy materials. As set forth in our by-laws, a group of up to 20 stockholders who beneficially own at least 3% of our outstanding common stock in the aggregate and who have held their shares for at least three years may submit nominees. The maximum number of director nominees included in our proxy materials pursuant to this process shall be the greater of (i) 20% of the total number of directors serving in office at the deadline for nominations (rounded down to the nearest whole number) and (ii) two.

**GOVERNANCE HIGHLIGHTS**

Corporate Governance	Compensation	Stockholder Rights
10 director nominees, 9 of whom are independent	Pay-for-performance compensation program, which includes performance-based equity grants	Annual election of all directors
Director Term Limits (12 years)	Annual say on pay votes, with most recent favorable say on pay vote of over 97%	Majority voting requirement for directors in uncontested elections
Independent Chair of the Board		

Stock ownership requirements for directors and executive officers      Stockholder rights to call special meetings

Regular executive sessions of independent directors

Policy restricting trading, and prohibiting hedging and short-selling, of CBRE stock

No poison pill takeover defense plans

Risk oversight by the Board and its key committees

Compensation clawback policy for executive officers

Stockholders may act by written consent

Maximum of one Board-nominated management director

Proxy access for director nominations

All incumbent directors attended at least 80% of Board and Board committee meetings

Ongoing stockholder outreach and engagement

Robust Standards of Business Conduct and governance policies

No over-boarding by our directors on other public-company boards

### **Process for Selecting Director Candidates**

The Governance Committee identifies and evaluates potential candidates and recommends candidates to our Board for nomination. For greater detail about the criteria for director

candidates and the nomination process, see Proposal 1 Elect Directors Director Nomination Criteria: Qualifications, Skills and Experience on page 8.

<sup>2</sup> The application of this term-limit restriction does not go into effect until December 17, 2020 for any of the company's directors who were serving on the Board as of December 17, 2015. See Term Limits on page 17.

**CBRE - 2018 Proxy Statement 15**

**Table of Contents**

**CORPORATE GOVERNANCE**

**Stockholder Recommendations and Nominations of Director Candidates**

***Stockholder Recommendations***

If you are a stockholder who would like to recommend a candidate for our Governance Committee to consider for possible inclusion in our 2019 proxy statement, you must send notice to Laurence H. Midler, Secretary, CBRE Group, Inc., 400 South Hope Street, 25<sup>th</sup> Floor, Los Angeles, California 90071, by registered, certified or express mail, and provide him with a brief biographical sketch of the recommended candidate, a document indicating the recommended candidate's willingness to serve if elected, and evidence of your stock ownership. The Governance Committee or its chair will then consider the recommended director candidate in accordance with the criteria for director selection described under Proposal 1 Elect Directors

Director Nomination Criteria: Qualifications, Skills and Experience on page 8.

***Stockholder Nominations***

Stockholders who wish to nominate directors directly at an annual meeting should follow the instructions under Submission of Stockholder Proposals and Board Nominees on page 25. As discussed under Stockholder Director Nominations for Inclusion in the 2019 Proxy Statement on page 25, our by-laws allow stockholders to submit director nominations to be included in our proxy materials. A stockholder who wishes to nominate a candidate and have that candidate included in our proxy materials must follow the procedures described in Article I, Section 12 of our by-laws.

**Director Independence**

Pursuant to our Board's Corporate Governance Guidelines and the listing standards of the NYSE, our Board must consist of a majority of independent directors. In addition, all members of the Audit and Finance Committee, Compensation Committee and Governance Committee must be independent directors as defined by our Corporate Governance Guidelines and NYSE listing standards. Members of the Compensation Committee must also meet applicable NYSE independence requirements for compensation committee members, and members of the Audit and Finance Committee must further satisfy a separate SEC independence requirement, which generally provides that they may not (i) accept directly or indirectly any consulting, advisory or other compensatory fee from us or any of our subsidiaries, other than their compensation as directors or members of the Audit and Finance Committee or any other committees of our Board or (ii) be an affiliated person of ours.

Our Board regularly conducts a review of possible conflicts of interest and related-party transactions through the use of questionnaires, director self-reporting and diligence conducted by management. This review includes consideration

of any investments and agreements between directors and their related persons and the company, including those described under **Related-Party Transactions** in this Proxy Statement, and such person's beneficial ownership of our securities. The Board has determined that 90% of our director nominees (all except for Mr. Sulentic) are independent in accordance with NYSE listing standards and our Board's Categorical Independence Standards that it has adopted relating to our director independence. These Categorical Independence Standards are posted on the Corporate Governance section of the Investor Relations page on our website at [www.cbre.com](http://www.cbre.com).

### **Independent Director Meetings**

Our non-management directors meet in executive session without management present each time the full Board convenes for a regularly scheduled meeting. If our Board convenes for a special meeting, the non-management

directors will meet in executive session if circumstances warrant. The Chair of our Board is a non-management director that presides over executive sessions of our Board.

**Table of Contents**

**CORPORATE GOVERNANCE**

**Majority Voting to Elect Directors**

In uncontested elections, directors are elected by a majority vote requirement. Under this requirement, in order for a nominee to be elected in an uncontested election, the nominee must receive the affirmative vote of a majority of the votes cast in his or her election (*i.e.*, votes cast FOR a nominee must exceed votes cast as AGAINST ). Votes to ABSTAIN with respect to a nominee and broker non-votes

are not considered votes cast, and so will not affect the outcome of the nominee's election.

The company maintains a plurality vote standard in contested director elections, where the number of nominees exceeds the number of directors to be elected.

**Director Resignation Policy Upon Change of Employment**

Our Board's Corporate Governance Guidelines require that directors tender their resignation upon a change of their employment. The Governance Committee will then consider whether the change in employment has any bearing on the

director's ability to serve on our Board, our Board's goals regarding Board composition or any other factors considered appropriate and relevant. Our Board will then determine whether to accept or reject the tendered resignation.

**Term Limits**

The Board may not nominate any non-management director for re-election to the Board if that director has completed 12 years of service as an independent member of the Board on or prior to the date of election to which such nomination relates. The application of this term-limit restriction does not go into

effect until December 17, 2020 for any of the company's directors who were serving on the Board as of December 17, 2015. The Board believes that this restriction will contribute to Board stability and vitality.

## **Board Structure and Leadership**

Our Board currently consists of 12 directors, 10 of whom have been nominated for re-election. As previously noted, Messrs. Freeman and Malek currently serve on our Board, but will not stand for re-election and will retire from our Board following the expiration of their current terms at the Annual Meeting.

All of our directors are elected at each annual meeting of stockholders and hold office until the next election. Our Board has authority under our by-laws to fill vacancies and to increase or, upon the occurrence of a vacancy, decrease its size between annual meetings of stockholders.

The Board has determined that it is in the best interests of the company and its stockholders to set the size of the Board to 10 members effective as of the date of the Annual Meeting.

Our Board has appointed Mr. Boze to succeed Mr. Wirta as the Independent Chair of our Board, effective following the Annual Meeting, assuming Mr. Boze is re-elected at such meeting by our stockholders. Since 2001, we have separated the roles of CEO and Chair of the Board in recognition of the differences between the two positions. Our CEO is responsible for setting the strategic direction and overseeing the day-to-day leadership and performance of the company. The Chair of our Board, who is independent of management, provides oversight and guidance to our CEO. Although it has been our longstanding policy to have an independent Board Chair, we amended our by-laws in 2015 to require that the Board Chair be an independent director.

## Table of Contents

### **CORPORATE GOVERNANCE**

#### **Board Risk Management**

##### Oversight of Risk

The Board oversees risk management.

Board committees, which meet regularly and report back to the full Board, play significant roles in carrying out our Board's risk oversight function.

Company management is charged with managing risk through rigorous risk mitigation activities and strong internal controls.

Our Board regularly reviews information regarding our most significant strategic, operational, financial and compliance risks. Our Board maintains direct oversight over our enterprise risk management process rather than delegating this function to a Board or management committee. We maintain an executive risk committee chaired by our Chief Risk Officer and consisting of several other key senior executives responsible for identifying, assessing and managing our most significant risks. This executive risk committee reports to the CEO, and a detailed presentation is given on identified significant risks in connection with an annual General Counsel Report to the Board. Certain risks that are determined to be best managed directly by the Board versus management or that are in areas specific to a particular Board committee expertise are monitored and overseen at the Board or committee level as appropriate.

The Compensation Committee is responsible for overseeing the management of risks relating to our compensation plans and arrangements. For additional information regarding the Compensation Committee's assessment of our compensation-related risk, please see "Compensation Discussion and Analysis: How We Make Compensation Decisions: Compensation Risk Assessment" on page 40.

The Audit and Finance Committee oversees management of risks related to our financial reports and record-keeping and potential conflicts of interest, and also oversees our risk assessment and risk management more generally, including major business, financial, cybersecurity, legal and reputational risk exposures. In furtherance of this oversight responsibility, the Audit and Finance Committee typically receives quarterly reports from our Chief Risk Officer, our Chief Ethics and Compliance Officer, our Global Director of Assurance & Advisory, our Chief Digital & Technology Officer as well as updates from our General Counsel on any developments affecting our overall risk profile.

The Governance Committee manages risks associated with the independence of the Board and the composition of our Board and its committees.

Although each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee chair reports about such risks. These reports are presented at

every regularly scheduled Board meeting.

### **Succession Planning**

Our Board reviews management succession and development plans with the CEO on at least an annual basis. These plans include CEO succession in the event of an emergency or

retirement, as well as the succession plans for the CEO's direct reports and other employees critical to our continued operations and success.

### **Board Meetings and Committees**

Our Board held four meetings during fiscal year 2017 to review significant developments, engage in strategic planning and act on matters requiring Board approval. In 2017, each incumbent director attended at least 80% percent of our Board meetings and meetings of committees on which he or she served (taken in the aggregate) during the period that he or

she served thereon. Our Board also conducted several lengthy strategic planning sessions with our management during 2017.

Our Board currently has four standing committees that met or acted by written consent during fiscal year 2017: the Audit and Finance Committee, the Compensation Committee, the Governance Committee and the Executive Committee.

### **18 CBRE - 2018 Proxy Statement**

**Table of Contents****CORPORATE GOVERNANCE**

The following table describes the current members of each of the committees of our Board, and the number of meetings held during fiscal year 2017:

<b>Director</b>	<b>Board</b>	<b>Audit and Finance</b>	<b>Compensation</b>	<b>Governance</b>	<b>Executive</b>
Brandon B. Boze	ü		ü	ü	
Beth F. Cobert	ü		CHAIR	ü	
Curtis F. Feeny	ü	CHAIR		ü	ü
Bradford M. Freeman <sup>(1)</sup>	ü		ü	ü	
Christopher T. Jenny	ü	ü		CHAIR	
Gerardo I. Lopez	ü		ü	ü	
Frederic V. Malek <sup>(1)</sup>	ü		ü		
Paula R. Reynolds	ü	ü	ü		
Robert E. Sulentic	ü				ü
Laura D. Tyson	ü	ü			
Ray Wirta	CHAIR				CHAIR
Sanjiv Yajnik	ü	ü	ü		
<i>Number of Meetings</i>	4	9	3	5	1

(1) Messrs. Freeman and Malek currently serve on our Board, but will not stand for re-election and will retire from our Board following the expiration of their current terms at the Annual Meeting.

Each committee (other than the Executive Committee) is composed entirely of directors whom our Board has determined to be independent under current NYSE standards. Each committee operates under a charter approved by our Board that sets out the purposes and responsibilities of the committee and that are published in the Corporate Governance section of the Investor Relations page on our website at [www.cbre.com](http://www.cbre.com). In accordance with our Board's Corporate Governance Guidelines, our Board and each of the Audit and Finance Committee, Compensation Committee and Governance Committee conducts an annual performance self-assessment with the purpose of increasing the effectiveness of our Board and its committees. The responsibilities of all of our Board committees are described below.

**Audit and Finance Committee** The Audit and Finance Committee provides oversight of our accounting and financial reporting and disclosure processes; the adequacy of the systems of disclosure and internal control established by management; our compliance with legal and regulatory requirements; risk oversight and management generally; the audit of our financial statements; and the periodic review of our balance sheet management, borrowing and capital markets activities. Among other things, the Audit and Finance Committee: (i) retains, compensates, oversees and terminates the independent auditor and evaluates its independence and performance; (ii) approves all audit and any non-audit services performed by the independent auditor; (iii) reviews the results of the independent audit and internal audits as well as reports from our Chief Ethics and Compliance Officer, our Global Director of Assurance & Advisory and our Chief Digital & Technology Officer; (iv) reviews the independent auditor's report describing our internal quality-control procedures and any material issues raised by the most recent

internal quality-control review or any inquiry by governmental authorities; (v) reviews financial statements and releases and guidance provided to analysts and rating agencies; and (vi) establishes procedures to handle complaints regarding accounting, internal controls or auditing matters.

All of the members of the Audit and Finance Committee are independent within the meaning of SEC regulations, the listing standards of the NYSE and our Board's Corporate Governance Guidelines. Our Board has determined that each of Messrs. Feeny and Jenny, Ms. Reynolds and Dr. Tyson meets the qualifications of an audit committee financial expert in accordance with SEC rules and that they have the requisite accounting, related financial management and/or other relevant expertise, as described under Proposal 1 Elect Directors beginning on page 8.

**Compensation Committee** The Compensation Committee oversees the development and administration of our executive compensation policies, plans and programs, including reviewing and approving compensation of our executive officers and any compensation contracts or arrangements with our executive officers. In addition, the Compensation Committee reviews the performance of our executive officers, including our CEO. Each of the members of the Compensation Committee qualifies as a non-employee director within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and as an outside director for purposes of Section 162(m) of the Internal Revenue Code, and each of them is also independent within the meaning of the listing standards and rules of the NYSE applicable to members of compensation committees. For additional information on the responsibilities and activities of the Compensation Committee, including the Compensation Committee's processes for determining

**Table of Contents**

**CORPORATE GOVERNANCE**

executive compensation, see the "Compensation Discussion and Analysis" section of this Proxy Statement beginning on page 31.

***Governance Committee*** The Governance Committee oversees our Board's corporate governance procedures and practices, including the recommendations of individuals for service on our Board and recommendations to our Board regarding corporate governance matters and practices, including as to director compensation and directors' and officers' liability insurance. In addition, the Governance

Committee consults with our CEO regarding management succession planning. All of the members of the Governance Committee are independent within the meaning of the listing standards and rules of the NYSE.

***Executive Committee*** The Executive Committee implements policy decisions of our Board and is authorized to act on our Board's behalf between meetings of our Board, including by approving certain transactions within dollar thresholds established by our Board.

**Board Attendance at Annual Meeting of Stockholders**

Although the Board understands that there may be situations that prevent a director from attending an annual meeting of stockholders, it is the Board's policy that all directors should attend these meetings. All of our then-serving directors attended our 2017 annual meeting of stockholders on May 19, 2017.

**Compensation Committee Interlocks and Insider Participation**

The members of the Compensation Committee are set forth in the table on page 19. None of Messrs. Boze, Freeman, Lopez, Malek, Yajnik or Ms. Cobert and Reynolds has ever been an officer or employee of the company or any of its subsidiaries. In addition, during 2017, none of our directors was employed as an executive officer of another entity where any of our executive officers served on that entity's board of directors or compensation committee (or its equivalent).

**Director Compensation**

Our director compensation policy provides for the following annual compensation for each of our non-employee directors:

a \$75,000 annual cash retainer;

a restricted stock unit grant for a number of shares equal to \$150,000 divided by the fair market value of our common stock on the date of grant, which shares vest in full on the earlier of the one-year anniversary of grant or the next annual meeting of stockholders;

the Chair of the Audit and Finance Committee receives an additional annual cash retainer of \$15,000;

the Chair of the Governance Committee and the Chair of the Compensation Committee each receive an additional annual cash retainer of \$10,000; and

each non-employee director who serves on any of our Board committees receives an additional cash payment of \$1,000 per committee meeting attended.

In all cases, our non-employee directors may elect to receive shares of our common stock in lieu of cash payments (in like

amounts). Non-employee directors who are appointed or elected off-cycle (*i.e.*, outside an annual meeting) receive a *pro rata* portion of their cash retainer and restricted stock unit grant based on the length of their service until the next annual meeting.

Our non-employee directors are eligible to defer their compensation through our Deferred Compensation Plan, as described under Executive Compensation Summary of Plans, Programs and Agreements Deferred Compensation Plan on page 62. We also reimburse our non-employee directors for all reasonable out-of-pocket expenses incurred in the performance of their duties as directors. Employee directors do not receive any fees for attendance at meetings or for their service on our Board.

Our Board also has adopted stock ownership requirements that are applicable to non-employee directors. A description of these stock ownership requirements can be found under Stock Ownership Requirements on page 23.

## **20 CBRE - 2018 Proxy Statement**

Table of Contents**CORPORATE GOVERNANCE**

The following table provides information regarding compensation earned during the fiscal year ended December 31, 2017 by each non-employee director for his or her Board and committee service. Robert E. Sulentic, who is our President and CEO, is not compensated for his role as a director. Compensation information for Mr. Sulentic is described under "Compensation Discussion and Analysis" beginning on page 31 and under "Executive Compensation" beginning on page 54. For stock awards in the table below, the dollar amounts indicated reflect the aggregate grant date fair value for awards granted during the fiscal year ended December 31, 2017.

Name	Fees Earned or		Change in Pension	
	Paid in Cash <sup>(1)</sup>	Awards <sup>(2)(3)</sup>	Value and Nonqualified Deferred Compensation Earnings	Total
	(\$)	(\$)	(\$)	(\$)
Brandon B. Boze	83,000	149,977		232,977
Beth F. Cobert	76,000	149,977		225,977
Curtis F. Feeny	104,000	149,977		253,977
Bradford M. Freeman <sup>(4)</sup>	81,000	149,977	3,692	234,669
Christopher T. Jenny	98,000	149,977		247,977

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Gerardo I. Lopez <sup>(4)</sup>	82,000	149,977	342	232,319
Frederic V. Malek <sup>(4)</sup>	88,000	149,977	3,090	241,067
Paula R. Reynolds	87,000	149,977		236,977
Laura D. Tyson	84,000	149,977		233,977
Ray Wirta	76,000	149,977		225,977
Sanjiv Yajnik <sup>(5)</sup>				114,334
	38,115	76,219		

(1) Includes fees associated with the annual Board service retainer, attendance at committee meetings and chairing a Board committee. Our non-employee directors may elect to receive shares of our common stock in lieu of cash payments (in like amounts). We reflect these stock in lieu of cash payments under the column titled Fees Earned or Paid in Cash, and not under the Stock Awards column.

(2) This represents the grant date fair value under Financial Accounting Standards Board, Accounting Standards Codification (ASC), Topic 718, Stock Compensation, of all restricted stock units granted to the directors during 2017. See also Note 2 Significant Accounting Policies and Note 13 Employee Benefit Plans to our consolidated financial statements as reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for a discussion of the valuation of our stock awards.

(3) Each of Ms. Cobert, Reynolds and Dr. Tyson and Messrs. Boze, Feeny, Freeman, Jenny, Lopez, Malek and Wirta was awarded 4,453 restricted stock units pursuant to our director compensation policy, valued at the fair market value of our common stock of \$33.68 per share on the award date of May 19, 2017.

(4) Pursuant to our Deferred Compensation Plan, our non-employee directors are eligible to defer their director fees as described under Summary of Plans, Programs and Agreements Deferred Compensation Plan on page 62. During 2017, the total deferred account balances (which included amounts deferred during 2017 as well as amounts

deferred from prior years) for Messrs. Freeman, Lopez and Malek accrued interest at an annualized rate of 3.81% for the period from January 1, 2017 through March 31, 2017, 3.96% for the period from April 1, 2017 through June 30, 2017, 3.80% for the period from July 1, 2017 through September 30, 2017 and 3.65% for the period from October 1, 2017 through December 31, 2017.

Mr. Freeman deferred a total of \$81,000 of his 2017 cash compensation. Mr. Freeman's total accrued interest for 2017 was \$18,677.

Mr. Lopez deferred a total of \$37,500 of his 2017 cash compensation. Mr. Lopez's total accrued interest for 2017 was \$1,795.

Mr. Malek deferred a total of \$88,000 of his 2017 cash compensation. Mr. Malek's total accrued interest for 2017 was \$15,680.

In accordance with SEC rules regarding above-market interest on non-qualified deferred compensation, accrued interest for 2017 of \$3,692, \$342 and \$3,090 for Messrs. Freeman, Lopez and Malek, respectively, is considered to be compensation and is shown in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column based on a comparison to 120% of the long-term quarterly applicable federal rate for the months when the interest rate was set.

(5) Mr. Yajnik was appointed to our Board on November 14, 2017 and as such received pro-rated director compensation for 2017. The pro-rated portion of his annual cash retainer under our director compensation policy 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.

**Table of Contents****CORPORATE GOVERNANCE**

The table below shows the aggregate number of stock awards (*i.e.*, restricted stock units) and option awards outstanding for each non-employee director as of December 31, 2017:

<b>Name</b>	<b>Aggregate Number of Stock Awards Outstanding</b>	<b>Aggregate Number of Shares Underlying Options Outstanding</b>
Brandon B. Boze	4,453	
Beth F. Cobert	4,453	
Curtis F. Feeny	4,453	
Bradford M. Freeman	4,453	1,886
Christopher T. Jenny	4,453	
Gerardo I. Lopez	4,453	
Frederic V. Malek	4,453	

Paula R. Reynolds	4,453	
Laura D. Tyson	4,453	1,886
Ray Wirta	4,453	1,886
Sanjiv Yajnik	1,807	

#### **Corporate Governance Guidelines and Code of Ethics**

Our Board has adopted Standards of Business Conduct applicable to our directors, officers and employees as well as a Code of Ethics for Senior Financial Officers applicable to our CEO, Chief Financial Officer and Chief Accounting Officer. In addition, our Board has adopted Corporate Governance Guidelines, which set forth a framework within which our Board, assisted by its committees, directs our affairs.

Other key governance policies include:

*Policy Regarding Transactions with Interested Parties and Corporate Opportunities.* Our Board has adopted a related-party transactions and corporate opportunities policy that directs our Audit and Finance Committee to review and approve, among other things, potential conflicts of interest between us and our directors and executive officers. See *Related-Party Transactions Review and Approval of Transactions with Interested Persons* on page 79.

*Whistleblower Policy.* We have a Whistleblower Policy that directs the Audit and Finance Committee to investigate complaints (received directly or through management) regarding:

deficiencies in or noncompliance with our internal accounting controls or accounting policies;

circumvention of our internal accounting controls;

fraud in the preparation or review of our financial statements or records;  
misrepresentations regarding our financial statements or reports;

violations of legal or regulatory requirements; and

retaliation against whistleblowers.

*Equity Award Policy.* We have an Equity Award Policy that is designed to maintain the integrity of the equity award process and to ensure compliance with all applicable laws. The Equity Award Policy sets forth the procedures that must be followed in connection with employee awards and imposes stringent controls around any award made outside of the normal cycle. Our Equity Award Policy is described in greater detail under the heading Compensation Discussion and Analysis Other Relevant Policies and Practices Equity Award Policy and procedures for equity grants on page 50.

*Compensation Clawback Policy.* We have a policy that permits us, subject to the discretion and approval of our Board, to recover cash-based and performance-based-equity incentive compensation paid to any current or former Section 16 officer if there is a restatement of our financial results in certain circumstances. These circumstances are described in greater detail under Compensation Discussion and Analysis Other Relevant Policies and Practices Compensation Clawback Policy on page 50.

## **22 CBRE - 2018 Proxy Statement**

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**Table of Contents**

**CORPORATE GOVERNANCE**

Current copies of our Board's Standards of Business Conduct, Code of Ethics for Senior Financial Officers, Corporate Governance Guidelines, Policy Regarding Transactions with Interested Parties and Corporate Opportunities, Whistleblower Policy and Equity Award Policy are available on our website and in print upon written request to our Investor Relations Department at CBRE Group, Inc., 200 Park Avenue, New York, New York 10166, or by email at [investorrelations@cbre.com](mailto:investorrelations@cbre.com). If the Board grants any waivers from the Board's Standards of Business Conduct or the Code of Ethics for Senior Financial Officers to any of our directors or executive officers, or if we amend such policies, we will, if required, disclose these matters through the Investor Relations section of our website on a timely basis.

**Stock Ownership Requirements**

In order to align the interests of our Board members and executives with the interests of our stockholders, our Board has adopted stock ownership requirements for non-employee directors, and the Compensation Committee has adopted executive officer stock ownership requirements that are applicable to all of our Section 16 officers.

***Non-Employee Directors.*** Each non-employee director has a target minimum common stock ownership requirement of five times the value of the annual stock grants made by us to the non-employee director pursuant to our then current director compensation plan. If at any time the target common stock ownership requirement is not satisfied, the director must retain the shares remaining after payment of taxes and exercise price upon exercise of stock options, the vesting of restricted stock or the settlement of vested restricted stock units, as applicable. Shares that count toward compliance with the requirements include: shares owned outright by the director (either directly or beneficially, *e.g.*, through a family trust); and shares issued upon the settlement of vested restricted stock units. Shares that do not count toward achievement of the requirements include: (i) shares held by mutual or hedge funds in which the non-employee director is a general partner, limited partner or investor; (ii) unexercised outstanding stock options (whether or not vested); (iii) unvested/unearned restricted stock units or restricted

stock; and (iv) shares transferred to a non-employee director's employer pursuant to such employer's policies.

***Executive Officers.*** Depending on their positions, our executive officers have a target minimum common stock ownership requirement of two to five times their annual base salary. The CEO's target minimum ownership requirement is five times his annual base salary, and the target minimum ownership requirement for our other named executive officers for 2017 is three times their annual base salary. If at any time an executive officer's equity holdings do not satisfy these target minimum ownership requirements, depending on his or her position, the executive must retain 100% (for our CEO) or 75% (for our other named executive officers) of the shares remaining after payment of taxes and exercise price upon the exercise of stock options or upon the vesting of restricted stock or the settlement of vested restricted stock units, as applicable. Shares that count toward compliance with the requirements include: shares owned outright (either directly or indirectly); shares issued upon the settlement of vested restricted stock units; and allocated shares in other company benefit plans. Unexercised outstanding stock options (whether or not vested) and unvested/unearned restricted stock and restricted stock units do not count toward compliance with the requirements.

## Corporate Responsibility

We view it as a priority to operate in an environmentally and socially responsible manner, and it is our practice to act responsibly in relationships with our stockholders, customers, suppliers, employees, communities and other stakeholders. The seven pillars of our Corporate Responsibility program are:

Environmental Sustainability;

People and Culture;

Health and Safety;

Communities and Giving;  
Procurement;

Ethics and Compliance; and

Governance.

We believe that we can make the greatest impact by:

mitigating the impact of the built environment on climate change;

using our talent, energy and resources to improve the quality of our communities and the lives of others; and

**Table of Contents**

**CORPORATE GOVERNANCE**

helping our employees to reach their full potential while providing a safe and ethical workplace. In 2017 and in early 2018, our corporate responsibility efforts were recognized with the following awards and accolades:

We were named to the Dow Jones Sustainability Index – North America for the fourth year in a row. Inclusion in this index is based on an assessment of a company’s financially material environmental, social and governance factors.

We remained a constituent of the FTSE4Good Index and have been a part of FTSE4Good since 2014. The FTSE4Good Index Series is designed to measure the performance of companies demonstrating Environmental, Social and Governance practices.

For the fifth consecutive year, we were named as one of the World’s Most Ethical Companies by *Ethisphere Institute*, a global leader in defining and advancing the standards of ethical business practices.

For the fifth consecutive year, we achieved a perfect score on the Human Rights Campaign’s 2018 Corporate Equality Index and were designated as a “Best Place to Work” for Lesbian, Gay, Bisexual, Transgender and Queer Equality.

We were listed at #27 in the 2018 Forbes Just 100: America’s Best Corporate Citizens ranking. The list assessed companies on seven aspects of business behavior: employee relations, quality of goods and services, client service, environmental impact, community support, diversity and ethical conduct.

We received a 2017 EPA ENERGY STAR® Partner of the Year – Sustained Excellence Award, marking the 10<sup>th</sup> consecutive year of ENERGY STAR recognition.

For the 11<sup>th</sup> consecutive year, we were named to the “Companies That Care” Honor Roll by The Center for Companies That Care, which recognizes organizations that demonstrate ten characteristics of socially responsible employers through their daily business practices.

We were recognized as one of the 100 Most Sustainable Companies in the U.S. by Barron’s. The 1,000 largest U.S. publicly held companies were considered for this recognition based on various attributes of corporate citizenship.

We were listed at #45 (out of 250 companies) in the 2018 America’s Best Employers For Diversity list by Forbes, and are the only commercial real estate company to receive this honor.

We were named a 2017 Best Workplace for Diversity in the United States by FORTUNE and Great Place to Work®. To learn more about our corporate responsibility and sustainability efforts, please view our Corporate Responsibility Report on [www.cbre.com/responsibility](http://www.cbre.com/responsibility).

## **Stockholder Engagement**

Throughout each year, management and members of our Board engage with a significant portion of our stockholders through a number of forums, including quarterly earnings presentations, our annual meeting, our annual Investor Day, our annual Corporate Responsibility Report, investor conferences and web communications, as well as our SEC filings, our Annual Report and proxy statement.

We also have a formal corporate governance outreach program. This program covers a wide array of topics with a broad group of stockholders, and stockholder feedback is regularly provided to the Board and the company's management. In 2017, topics of discussion included company strategy and performance, executive compensation, board

diversity and refreshment, corporate governance policies and corporate responsibility. In addition, in 2017, we sought stockholder input on two specific corporate governance issues: (i) the ability of stockholders to call a special meeting and (ii) board composition.

As a result of all of our stockholder engagement efforts, and after careful consideration of all relevant factors, we are submitting a proposal in this Proxy Statement asking our stockholders to reduce the ownership threshold for stockholders to call a special meeting from 30% to 25%. Stockholders that we spoke to generally expressed minimal concerns about our Board's composition and indicated their continued support of individual directors.

## **24 CBRE - 2018 Proxy Statement**

Table of Contents

**CORPORATE GOVERNANCE**

**Communications with our Board**

Stockholders and other interested parties may write to the Chair of the Board (who acts as the lead independent director), the entire Board or any of its members at CBRE Group, Inc., c/o Laurence H. Midler, Executive Vice President, General Counsel and Secretary, 400 South Hope Street, 25<sup>th</sup> Floor, Los Angeles, California 90071 or via email to [larry.midler@cbre.com](mailto:larry.midler@cbre.com). The Board considers stockholder questions and comments to be important and endeavors to respond promptly and appropriately, even though the Board may not be able to respond to all stockholder inquiries directly.

The Board has developed a process to assist with managing inquiries and communications. The General Counsel will review any stockholder communications and will forward to the Chair of our Board, our Board or any of its members a summary and/or copies of any such correspondence that deals with the functions of our Board or committees thereof or that the General Counsel otherwise determines requires their attention. Certain circumstances may require that our Board depart from the procedures described above, such as the receipt of threatening letters or e-mails or voluminous inquiries with respect to the same subject matter.

**Submission of Stockholder Proposals and Board Nominees**

If you would like to include a proposal for stockholder consideration in our 2019 proxy statement or bring business before our annual meeting of stockholders in 2019, you must send notice to Laurence H. Midler, Secretary, CBRE Group, Inc., 400 South Hope Street, 25<sup>th</sup> Floor, Los Angeles, California 90071, by registered, certified, or express mail and provide the required information and follow the other procedural requirements as described below.

***Stockholder Proposals for Inclusion in the 2019 Proxy Statement.*** Stockholders who wish to present a proposal in accordance with SEC Rule 14a-8 for inclusion in our proxy materials to be distributed in connection with our 2019 annual meeting of stockholders must submit their proposals in accordance with that rule so that they are received by the Secretary at the address set forth above no later than the close of business on December 6, 2018. If the date of our 2019 annual meeting is more than 30 days before or after May 18, 2019, then the deadline to timely receive such material shall be a reasonable time before we begin to print and send our proxy materials. Failure to deliver a proposal in accordance with this procedure may result in it not being deemed timely received. As the rules of the SEC make clear, simply submitting a timely proposal does not guarantee that it will be included in our proxy materials.

***Stockholder Director Nominations for Inclusion in the 2019 Proxy Statement.*** Our by-laws permit any stockholder, or group of up to 20 stockholders, who has beneficially owned 3% or more of our outstanding common stock continuously for at least three years to submit director nominations to be included in our proxy materials. The maximum number of director nominees included in our proxy pursuant to this process (known as proxy access ) shall be the greater of (i) 20% of the total number of directors serving in office at the deadline for nominations (rounded

down to the nearest whole

number) and (ii) two. The notice required to nominate a director for the 2019 annual meeting through this proxy access process must be delivered to (or mailed to and received at) the address set forth above no later than February 17, 2019 and no earlier than January 18, 2019, unless our 2019 annual meeting of stockholders is to be held more than 30 days before, or more than 70 days after, May 18, 2019, in which case the stockholder's notice must be delivered not earlier than the close of business on the 120th day prior to the 2019 annual meeting and not later than the close of business on the later of the 90th day prior to the 2019 annual meeting or the 10th day after public announcement of the date of the 2019 annual meeting is first made. The notice must set forth the information required by our by-laws with respect to each proxy access director nomination that eligible stockholder or stockholders intend to present at the 2019 annual meeting and must otherwise be in compliance with our by-laws.

***Other Stockholder Proposals or Nominations for Presentation at the 2019 Annual Meeting.*** If a stockholder wishes to bring business to a meeting for consideration other than a matter brought pursuant to SEC Rule 14a-8, the stockholder must give our Secretary written notice of the stockholder's intent to do so and provide the information required by the provision of our by-laws dealing with stockholder proposals. In addition, our by-laws allow stockholders to nominate one or more persons for election as directors outside of the proxy access process described above (although doing so relieves the company of the obligation to include a director nominee in the proxy materials prepared for the relevant stockholders meeting). The notice of such a proposal or director nomination must be delivered to (or mailed to and received at) the address set forth above no later than February 17, 2019 and no earlier than January 18, 2019, unless our 2019 annual meeting of stockholders is to be held more than 30 days before, or more than 70 days after,

**Table of Contents**

**CORPORATE GOVERNANCE**

May 18, 2019, in which case the stockholder's notice must be delivered not earlier than the close of business on the 120th day prior to the 2019 annual meeting and not later than the close of business on the later of the 90th day prior to the 2019 annual meeting or the 10th day after public announcement of the date of the 2019 annual meeting is first made. In the event that the number of directors to be elected at the annual meeting is increased and no public announcement naming all of the nominees or specifying the size of the increased Board has been made by February 7, 2019, then notice of a stockholder's nomination to fill the new position or positions may be delivered to (or mailed to and received at) the address set forth above no later than the close of business on the 10th

day after public announcement of such increase is first made. The requirements for such stockholder's notice are set forth in our by-laws, which are posted in the Corporate Governance section of the Investor Relations page on our website at [www.cbre.com](http://www.cbre.com). We will submit all candidates nominated by a stockholder pursuant to the procedures and requirements outlined in this Other Stockholder Proposals or Nominations for Presentation at the 2019 Annual Meeting section to the Governance Committee for its review, and this submission may include an analysis of the candidate from our management. Any stockholder making a nomination in accordance with the foregoing process will be notified of the Governance Committee's decision.

**26 CBRE - 2018 Proxy Statement**

**Table of Contents**

**PROPOSAL 2 RATIFY APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit and Finance Committee of our Board appointed KPMG LLP as our independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ending December 31, 2018. During 2017, KPMG LLP served as our independent accountant and reported on our consolidated financial statements for that year. KPMG LLP has been our independent auditor at all times since 2008.

The Audit and Finance Committee periodically considers whether to rotate our independent auditor in order to assure continuing auditor independence. The Board and the members of the Audit and Finance Committee believe that the continued retention of KPMG LLP as the company's independent auditor in fiscal year 2018 is in the best interests of the company and its stockholders.

We expect that representatives of KPMG LLP will attend the Annual Meeting and will have the opportunity to make a statement if they so desire and to respond to appropriate questions.

Although stockholder ratification is not required, the appointment of KPMG LLP is being submitted for ratification at the Annual Meeting with a view towards soliciting stockholders' opinions, which the Audit and Finance Committee will take into consideration in future deliberations. If KPMG LLP's selection is not ratified at the Annual Meeting, the Audit and Finance Committee will consider the engagement of other independent accountants. The Audit and Finance Committee may terminate KPMG LLP's engagement as our independent accountant without the approval of our stockholders whenever the Audit and Finance Committee deems termination appropriate.

**Required Vote**

Approval of this Proposal 2 requires the affirmative vote (*i.e.*, FOR votes) of a majority of the shares present or represented and entitled to vote thereon at our 2018 Annual Meeting. A vote to ABSTAIN will count as present for purposes of this proposal and so will have the same effect as a vote AGAINST this proposal. In the absence of instructions, your broker may vote your shares on this proposal. For more information, see General Information about the Annual Meeting Voting Instructions and Information If you do not vote/effect of broker non-votes on page 82.

**Recommendation**

**Our Board recommends that stockholders vote FOR ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.**

**Table of Contents****AUDIT AND OTHER FEES**

The following table shows the fees for audit and other services provided by KPMG LLP for the fiscal years ended December 31, 2017 and 2016 (in millions):

Fees	Fiscal 2017	Fiscal 2016
Audit Fees	\$ 10.7	9.6
Audit-Related Fees	2.5	2.5
Tax Fees <sup>(1)</sup>	1.1	4.7
All Other Fees		
Total Fees	\$ 14.3	16.8

(1) The year over year reduction in tax fees of \$3.6 million is due to in-sourcing of tax compliance and tax planning work and the use of other third-party consultants.  
A description of the types of services provided in each category is as follows:

*Audit Fees* Includes fees associated with the audit of our annual financial statements, review of our annual report on Form 10-K and quarterly reports on Form 10-Q, statutory audits, and consents and assistance with and review of registration statements filed with the SEC. In addition, audit fees include those fees related to KPMG LLP's audit of the effectiveness of our internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act.

*Audit-Related Fees* Includes fees associated with the audit of our employee benefit plans, accounting consultations related to GAAP and the application of GAAP to proposed transactions. In addition, audit-related fees include those fees related to KPMG LLP's audit of the effectiveness of our internal controls over client accounting.

*Tax Fees* Includes fees associated with tax compliance at international locations, domestic and international tax advice and planning and assistance with tax audits and appeals.

### **Audit and Finance Committee Pre-Approval Process**

The Audit and Finance Committee is responsible for overseeing and approving our independent auditor's fees, and pre-approves all audit and permissible non-audit services provided by our independent auditor. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. Our independent auditors and management

are required to periodically report to the Audit and Finance Committee regarding the extent of services provided by the independent auditor in accordance with this pre-approval process and the fees for the services performed to date. In certain one-off cases, the Audit and Finance Committee Chair (on behalf of the Audit and Finance Committee) may also pre-approve particular services, with that pre-approval subject to subsequent Audit and Finance Committee ratification.

### **Audit and Finance Committee Report**

The Audit and Finance Committee consists of five directors, each of whom is independent under NYSE rules and applicable securities laws. The Board has determined that each member of the Audit and Finance Committee is financially literate as required under NYSE rules. Our Board has also determined that each of Messrs. Feeny and Jenny, Ms. Reynolds and Dr. Tyson meets the qualifications of an

audit committee financial expert as described under *Corporate Governance Board Meetings and Committees Audit and Finance Committee* on page 19. The Audit and Finance Committee operates under a written charter adopted by the Board a copy of which is published in the Corporate Governance section of the Investor Relations page of our website at [www.cbre.com](http://www.cbre.com).

**28 CBRE** - *2018 Proxy Statement*

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**Table of Contents**

**AUDIT AND OTHER FEES**

The Audit and Finance Committee assists the Board in fulfilling its responsibilities to our stockholders with respect to our independent auditors, our corporate accounting and reporting practices, risk oversight and the quality and integrity of our financial statements and reports. The Audit and Finance Committee is directly responsible for overseeing the appointment, compensation, retention and oversight of the work of our independent auditor, and the Audit and Finance Committee and its chair oversee the selection of our independent auditor's lead engagement partner. In addition, the Audit and Finance Committee reviews and considers all potential related-party and corporate-opportunity transactions involving us and our directors and executive officers, and periodically reviews our balance sheet management, borrowing and capital markets activities as well as our merger-and-acquisition and co-investment performance.

The Audit and Finance Committee discussed with our independent auditors the scope, extent and procedures for the fiscal 2017 audit. Following completion of the audit, the Audit and Finance Committee met with our independent auditors, with and without management present, to discuss the results of their examinations, the cooperation received by the auditors during the audit examination, their evaluation of our internal controls over financial reporting and the overall quality of our financial reporting.

Management is primarily responsible for our financial statements, reporting process and systems of internal controls. In ensuring that our management fulfilled that responsibility, the Audit and Finance Committee reviewed and discussed with management the audited financial statements in the Annual Report on Form 10-K for the fiscal year ended December 31, 2017. Discussion topics included the quality and acceptability of the accounting principles, the reasonableness of significant judgments, the clarity of disclosures in the financial statements and an assessment of the work of the independent auditors.

The independent auditors are responsible for expressing an opinion on the conformity of the audited financial statements with GAAP. The Audit and Finance Committee reviewed and discussed with the independent auditors their judgments as to the quality and acceptability of our accounting principles and such other matters as are required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 1301 Communications with Audit Committees and the Sarbanes-Oxley Act of 2002. In addition, the Audit and Finance Committee received from the independent auditors

written disclosures and a letter regarding their independence as required by applicable rules of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Audit and Finance Committee, discussed with the independent auditors their independence from us and our management and considered the compatibility of non-audit services with the auditors' independence.

Based on the reviews and discussions described above, the Audit and Finance Committee recommended to the Board (and the Board subsequently approved) the inclusion of the audited financial statements in the Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for filing with the SEC.

In addition, the Audit and Finance Committee has appointed KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018. The Board concurred with the selection of KPMG LLP. The Board has recommended to our stockholders that they ratify and approve the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

In accordance with law, the Audit and Finance Committee is responsible for establishing procedures for the receipt, retention and treatment of complaints that we receive regarding accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission of complaints by our employees received through established procedures of concerns regarding questionable accounting or auditing matters. The Audit and Finance Committee approved the establishment of an ethics and compliance program in 2004 and receives periodic reports from our Chief Ethics and Compliance Officer regarding that program.

**Audit and Finance Committee**

Curtis F. Feeny, *Chair*

Christopher T. Jenny

Paula R. Reynolds

Laura D. Tyson

Sanjiv Yajnik

Notwithstanding any statement in any of our filings with the SEC that might be deemed to incorporate part or all of any filings with the SEC by reference, including this Proxy Statement, the foregoing Report of the Audit and Finance Committee is not incorporated into any such filings.

**Table of Contents**

**PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Our Board is committed to excellence in governance and recognizes the interest of our stockholders in our executive compensation program. As a part of that commitment, and in accordance with SEC rules, we are asking you to approve, on an advisory basis, a resolution on the compensation of the named executive officers as reported in this Proxy Statement. This proposal, commonly known as a “say on pay” proposal, gives you the opportunity to endorse or not endorse our 2017 executive compensation program and policies for our named executive officers. The Board has adopted a policy providing for annual “say on pay” advisory votes. Accordingly, the next “say on pay” vote will occur at our annual meeting of stockholders in 2019.

In deciding how to vote on this proposal, our Board encourages you to review the “Compensation Discussion and Analysis” in this Proxy Statement beginning on page 31 for a detailed description of our executive compensation philosophy and programs.

This vote is not intended to address any specific item of compensation, but rather the overall compensation that was paid in 2017 to our named executive officers resulting from our compensation objectives, policies and practices as described in this Proxy Statement. Because your vote is advisory, it will not be binding upon the Board. However, the Board and the Compensation Committee value the opinions expressed by our stockholders and will review the voting results in connection with their ongoing evaluation of our executive compensation program.

We received strong support for our executive compensation from our stockholders at our 2017 annual meeting of stockholders, at which over 97% of the votes cast on the “say on pay” proposal were in favor of the 2016 compensation that we paid to our named executive officers. In addition, stockholders that we engaged with as part of our outreach program generally reported that executive compensation was viewed as well-aligned with performance.

Our executive compensation program is designed to reinforce our corporate strategy and to attract and retain accomplished and high-performing executives and to motivate those executives to consistently achieve short- and long-term goals consistent with and in furtherance of our corporate strategy. To achieve this goal, we have designed an executive compensation program based on the following principles:

*Paying for performance* A significant portion of each executive’s potential compensation is at risk, with incentive programs tied to financial and strategic performance measures. The financial measures may be at the global level, or based on a combination of global and/or business line performance, depending on the executive’s position.

*Alignment with the interests of stockholders* Equity awards (including those tied to our financial performance) and promoting stock ownership align our executives’ financial interests with those of our stockholders.

*Attracting and retaining top talent* The compensation of our executives must be competitive so that we may attract and retain talented and experienced executives.

*Transparency and corporate governance* It is critical to us that we are transparent and reflect best practices in corporate governance when establishing our executive compensation.

The text of the resolution in respect of Proposal 3 is as follows:

**RESOLVED**, that the compensation paid to our named executive officers for 2017 set forth in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables and narrative in this Proxy Statement, as disclosed pursuant to Item 402 of Regulation S-K, is hereby approved on an advisory basis.

### **Required Vote**

Approval of this Proposal 3 requires the affirmative vote (*i.e.*, **FOR** votes) of a majority of the shares present or represented and entitled to vote thereon at our 2018 Annual Meeting. A vote to **ABSTAIN** will count as **present** for purposes of this proposal and so will have the same effect as a vote **AGAINST** this proposal. A broker non-vote will not count as **present**, and so will have no effect in determining the outcome with respect to this proposal.

### **Recommendation**

**Our Board recommends that stockholders vote **FOR** the advisory approval of the compensation of our named executive officers for the fiscal year ended December 31, 2017.**

**Table of Contents**

**COMPENSATION DISCUSSION AND ANALYSIS**

This Compensation Discussion and Analysis, or CD&A, provides you with detailed information regarding the material elements of compensation paid to our executive officers, including the considerations and objectives underlying our compensation policies and practices. Although our executive compensation program is generally applicable to all of our executive officers, this CD&A focuses primarily on the program as applied to the following executives (whom we refer to as named executive officers):

Robert E. Sulentic	President and CEO
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James R. Groch	Chief Financial Officer and Global Director of Corporate Development
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Michael J. Lafitte	Global Group President
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Calvin W. Frese, Jr.	Global Group President
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William F. Concannon	Global Group President and Chief Executive Officer Global Workplace Solutions
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**2017 Executive Summary**

**Business Highlights**

In fiscal year 2017, we delivered strong results. Some highlights are as follows:

Our revenue totaled \$14.2 billion, up 9% from 2016.

Our fee revenue totaled \$9.4 billion, up 8% from 2016.<sup>3,4</sup>

On a GAAP basis, net income for 2017 increased 21% to \$691.5 million and earnings per diluted share rose 20% to \$2.03 per share.

Our adjusted net income was \$924.5 million, up 19% from 2016.<sup>4</sup>

Our adjusted EPS was \$2.71, up 18% from 2016.<sup>4</sup>

Our adjusted EBITDA was \$1.7 billion, up 10% from 2016.<sup>4</sup>

Our revenue mix has shifted in recent years toward more contractual revenue as occupiers and investors increasingly prefer to purchase integrated, account-based services from firms that meet the full spectrum of their needs nationally and globally.

We generated revenue from a highly-diversified base of clients. In 2017, our client roster included over 90 of the *Fortune 100* companies.

We executed a highly targeted M&A strategy, closing 11 acquisitions in 2017 that enhanced our capabilities, including companies operating in investment management, project management, retail experience advisory services, occupier brokerage focused on major technology companies, as well as two real estate software as a service companies.

We added significantly to our talent base, with one of our best years for producer recruiting, and strengthened the leadership team that is responsible for driving our continued growth.

We have been voted the most recognized commercial real estate brand in a *Lipsey Company* survey for 17 years in a row (including 2018) and we have been rated a World's Most Ethical Company by the *Ethisphere Institute* for five consecutive years (including 2018).

We ended 2017 in a very strong financial position with low leverage, high liquidity and considerable cash flow.

<sup>3</sup> Fee revenue is gross revenue less both client reimbursed costs largely associated with employees that are dedicated to client facilities and subcontracted vendor work performed for clients.

<sup>4</sup> For supplemental financial data and a corresponding reconciliation of (i) revenue computed in accordance with GAAP to fee revenue (ii) net income computed in accordance with GAAP to adjusted EBITDA and (iii) net income computed in accordance with GAAP to adjusted net income and to adjusted EPS, in each case for the fiscal years ended December 31, 2017 and 2016, please see Annex A to this Proxy Statement.

**Table of Contents**

**COMPENSATION DISCUSSION AND ANALYSIS**

The following charts highlight our growth in adjusted EBITDA, adjusted net income and adjusted EPS for 2017 relative to 2016:

**Executive Compensation Highlights**

We achieved strong overall financial and operational performance in 2017 over 2016. Historically, our Board has set aggressive targets to achieve strategic growth and increase stockholder value consistent with stockholder expectations of growth in profits each year, and our 2017 operating plan assumed continued solid growth over 2016. In 2017, we outperformed our internal growth target on a global basis and for our Global Workplace Solutions business. As we describe in greater detail under the heading "Compensation Discussion and Analysis" beginning on page 31, our overall performance directly impacted a portion of the compensation of all of our named executive officers, and the performance of our Global Workplace Solutions business directly impacted a portion of the compensation for William F. Concannon (our Global Group President and CEO Global Workplace Solutions).

Our executive compensation program is designed to reinforce our corporate strategy and to attract and retain accomplished and high-performing executives and to motivate those executives to consistently achieve short- and long-term goals consistent with and in furtherance of our corporate strategy. Our pay philosophy emphasizes pay-for-performance through significant variable compensation tied to accomplishments against financial metrics and strategic measures relative to targets and goals. Due to our solid overall financial and operational performance in 2017, and after giving effect to each executive's strong performance on his respective strategic measures, the total direct cash compensation earned in respect of 2017 was above the target amounts established for our CEO and Messrs. Groch, Lafitte, Frese and Concannon.

Summarized on page 34 are the key components of our executive compensation program established and administered by the Board's Compensation Committee (which we shall refer to in this CD&A as the "Committee") with respect to our executive compensation program for the named executive officers for 2017.

As part of the review of target annual compensation, and after consultation with the Committee's independent compensation consultant and consideration of market compensation data, in early 2017, the Committee approved increases to Messrs. Frese and Concannon's annual base salary and increases in both the target annual performance award and annual long-term equity target for Messrs. Sulentic, Frese and Concannon. These increases reflect their

superior performance as well as better alignment relative to their respective market peers and other CBRE global executives.

In reviewing executive compensation for 2017 as compared to prior years, it is important to keep the following in mind:

In 2016, the Committee changed our annual equity grant date from August to March, effective March 2017. To effectuate this change in annual grant timing, in August 2016, the Committee awarded our executives a stub grant, as a bridge between August 2016 and the date of the next annual grant in March 2017. The stub grant value was equal to 50% of each named executive officer's target annual long-term incentive award value and consisted solely of a Time Vesting Equity Award. As such, our executives received 100% of their target annual equity award in August 2015, 50% of their target annual equity award in August 2016 and 100% of their target annual equity award in March 2017. As a consequence, aggregate executive compensation was lower in 2016 as compared to 2015 and 2017.

In 2017, in exchange for the execution of certain restrictive covenants described below, a group of our most senior executives around the globe, including each of our named executive officers (other than Mr. Sulentic who declined the award as described below), received a one-time Strategic Equity Award with a six-year cliff vesting performance period. The Committee also offered Mr. Sulentic a significant Strategic Equity Award. Mr. Sulentic determined (and the Committee agreed) that it was in the best interest of

## **32 CBRE - 2018 Proxy Statement**

Table of Contents

**COMPENSATION DISCUSSION AND ANALYSIS**

the company that Mr. Sulentic decline such award in order to maintain his independence and avoid any conflict of interest or appearance of conflict of interest as he was actively involved in designing the program and advocating for such awards and the related restrictive covenants with both our Board and our senior executives around the globe. As a condition to receiving the Strategic Equity Award, the group of global senior executives participating in the program, including Messrs. Groch, Lafitte, Frese and Concannon entered into a restrictive covenants agreement with the company which provides for certain post-termination non-competition, non-solicitation of clients and non-solicitation of employees covenants. Although Mr. Sulentic declined his Strategic Equity Award as stated above, he nonetheless entered into the same restrictive covenants agreement with the company as our other named executive officers. All of our senior executives who were offered such Strategic Equity Award accepted their awards and executed the required restrictive covenants agreement. The Strategic Equity Award is intended to retain our executives for the six-year cliff vesting performance period of the award and to incentivize each executive to continue increasing his focus on driving client outcomes and positioning the company for long-term growth during that six-year period.

**The combination of the lower stock award in 2016 due to the change in timing of the awards and the granting of the Strategic Equity Awards in 2017, are the principal drivers of the increase in executive compensation in 2017 as compared to 2016.**

Table of Contents**COMPENSATION DISCUSSION AND ANALYSIS****COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM****Compensation**

<b>Component</b>	<b>Description and Purpose</b>	<b>Committee Actions for 2017</b>
<b>Base Salary</b>	<p>Provides a minimum level of fixed compensation necessary to attract and retain senior executives.</p> <p>Set at a level that recognizes the skills, experience, leadership and individual contribution of each executive as well as the scope and complexity of the executive's role, including due consideration given to appropriate comparator group benchmarking.</p>	<p>In 2017, the Committee increased base salaries for the following executives relative to 2016:</p> <p>Mr. Frese to \$700,000 (an increase of \$20,000).</p> <p>Mr. Concannon to \$700,000 (an increase of \$25,000).</p> <p>The other named executive officers did not receive base salary increases for 2017 relative to 2016.</p>
<b>Annual Performance Awards</b>	<p>Variable cash incentive opportunity tied to achievement of financial and individual strategic objectives.</p> <p>The financial performance measure used to determine a significant portion of each executive's earned award is adjusted EBITDA as measured at the global level and, for Mr. Concannon, also as measured at the GWS business level.</p> <p>We believe that adjusted EBITDA is the best measure to evaluate our operating performance because it excludes certain items that management does not consider directly indicative of the company's ongoing performance.</p>	<p>In 2017, the Committee increased the target annual performance award for the following executives relative to 2016:</p> <p>Mr. Sulentic to \$1,980,000 (an increase of \$495,000).</p> <p>Mr. Frese to \$1,050,000 (an increase of \$30,000).</p> <p>Mr. Concannon to \$1,000,000 (an increase of \$25,000).</p> <p>2017 target annual performance award opportunities for the other named executive officers were unchanged from 2016.</p> <p>Global Adjusted EBITDA for 2017 was \$1.7 billion, which was above the target level and resulted in a financial adjustment factor of</p>

Each executive had a target cash 117.3%. Adjusted EBITDA for our Global performance award opportunity, Workplace Solutions business line was 80% of which (the financial portion ) \$517.3 million, which was also above target, and was impacted by the company s financial performance and 20% of which (the strategic measures portion ) was impacted by both the company s financial performance and the executive s personal performance against strategic performance objectives.

An executive may also earn a supplemental and discretionary bonus award in cases of exceptional and exceedingly deserving circumstances.

Each named executive officer exceeded their strategic performance objectives, resulting in strategic adjustment factors ranging from 130% to 140%.

In addition, the CEO recommended, and the Committee approved supplemental bonus awards for Messrs. Groch, Lafitte, and Concannon for their exemplary leadership and outstanding performance in growing the company during 2017.

For more detail on each named executive officer s target bonus opportunity and the performance factors considered in determining actual earned bonuses for 2017, please refer to the discussion beginning on page 41 in this CD&A.

**Annual Long-Term Incentives**

Annual grants of restricted stock units intended to align the interests of our executives with those of stockholders over a multi-year period, and to support executive retention objectives.

Generally, our executives will receive two-thirds of their target annual long-term incentive award value in the form of a Time Vesting Equity Award, and one-third of their target award value in the form of an Adjusted EPS Equity Award. (We describe these two types of awards in greater detail under the heading

**C o m p o n e n t s o f O u r**

In 2017, the Committee increased the annual long-term equity target for the following executives relative to 2016:

Mr. Sulentic to \$5,630,000 (an increase of \$1,505,000). After his 2017 target long-term equity incentive award had been established by our Board of Directors, Mr. Sulentic requested, and our Board agreed, to reduce his 2017 target long-term equity incentive award by \$500,000. Therefore, Mr. Sulentic s actual long-term equity incentive target for 2017 was \$5,130,000 (an increase of \$1,005,000).

Mr. Frese to \$2,320,000 (an increase of \$70,000).

Program Elements of our compensation program beginning on page 47). Mr. Concannon to \$2,170,000 (an increase of \$120,000).

2017 annual long-term equity targets for the other named executive officers were unchanged from 2016.

In 2016, the Committee changed our annual equity grant date from August to March, effective March 2017. To effectuate this change in annual grant timing, in August 2016, the Committee awarded our executives a stub grant, as a bridge between August 2016 and the date of the next annual grant in March 2017. The stub grant value was equal to 50% of each named executive officer's target annual

**34 CBRE - 2018 Proxy Statement**

Table of Contents**COMPENSATION DISCUSSION AND ANALYSIS****Compensation****Component      Description and Purpose****Committee Actions for 2017**

long-term incentive award value and consisted solely of a Time Vesting Equity Award. As such, our executives received 100% of their target annual equity award target annual equity award in August 2015, 50% of their target annual equity award in August 2016 and 100% target annual equity award in March 2017. As a consequence, aggregate executive compensation was lower in 2016 as compared to 2015 and 2017.

The March 2017 annual equity awards granted to Messrs. Groch, Lafitte, Frese and Concannon were granted at the normal target grant value, 50% in the form of a Time Vesting Equity Award and 50% in the form of an Adjusted EPS Equity Award to maintain the two-thirds time-based, one-third performance-based mix for the combined August 2016 and March 2017 awards.

As noted above, Mr. Sulentic was also awarded an annual equity award in March 2017 in the amount of \$5,630,000, which Mr. Sulentic requested, and our Board agreed, to reduce by \$500,000. Therefore, Mr. Sulentic's actual long-term equity incentive target for 2017 was \$5,130,000, an increase of \$1,005,000 over the prior year. Two-thirds of the incremental increase to Mr. Sulentic's annual equity award was granted in the form of an Adjusted EPS Equity Award and one-third was granted in the form of a Time Vesting Equity Award. With respect to the remaining \$4,125,000 portion of his annual equity award, 50% was granted in the form of a Time Vesting Equity Award and the other 50% was granted in the form of an Adjusted EPS Equity Award.

The Adjusted EPS Equity Awards granted in 2015 were earned at 169.2% of target, based on our

cumulative Adjusted EPS of \$5.01 for 2016 and 2017.

**One-Time Strategic Equity Award and Restrictive Covenants Agreement**      One-time strategic equity award with a six-year vesting period intended to provide our executives with a significant and incremental financial incentive that aligns with the outcomes that we generate for our stockholders.

In 2017, in exchange for the execution of certain restrictive covenants described below, the Committee made a one-time Strategic Equity Award with a six-year cliff vesting performance period to a group of our most senior executives around the globe, including each of our named executive officers (other than Mr. Sulentic who declined the award as described below). Our named executive officers (other than Mr. Sulentic) each received awards with a target grant date value of \$5,500,000 (two-thirds of which is performance-based).

The Committee also offered Mr. Sulentic a significant Strategic Equity Award. Mr. Sulentic determined (and the Committee agreed) that it was in the best interest of the company that Mr. Sulentic decline such award in order to maintain his independence and avoid any conflict of interest or appearance of conflict of interest as he was actively involved in designing the program and advocating for such awards and the related restrictive covenants with both our Board and our senior executives around the globe.

As a condition to receiving the Strategic Equity Award, the group of global senior executives participating in the program, including Messrs. Groch, Lafitte, Frese and Concannon entered into a restrictive covenants agreement with the company which provides for certain post-termination non-competition, non-solicitation of clients and non-solicitation of employees covenants. Although Mr. Sulentic declined his Strategic Equity Award as stated above, he nonetheless entered into the same restrictive covenants agreement with the company as our other named executive officers. All of our senior executives who were offered such Strategic Equity Award accepted their awards and executed the required restrictive covenants agreement.

**Table of Contents**

**COMPENSATION DISCUSSION AND ANALYSIS**

**Compensation**

**Component      Description and Purpose**

**Committee Actions for 2017**

The Strategic Equity Award differs from our annual equity awards in several ways:

The Strategic Equity Award is earned over a six-year cliff vesting performance period, which is much longer than typical market practice for ongoing annual equity awards.

The payout on two-thirds of the Strategic Equity Award is performance-based and is driven by the extent to which the company achieves rigorous cumulative Adjusted EPS and total shareholder return performance hurdles relative to the S&P 500 over a six-year performance period. For each measure, none of the performance-based awards will be earned unless our performance is above the 50th percentile. The remaining one-third of the Strategic Equity Award cliff vests based on continued service for a six-year vesting period.

For more detail on the design of the Strategic Equity Award, please refer to the discussion beginning on page 47 in this CD&A.

**Corporate Governance Highlights**

**Compensation and Corporate Governance Policies and Practices**

*Independence*

We have a Compensation Committee that is 100% independent. The Committee engages its own compensation consultant and confirms each year that the consultant has no conflicts of interest and is independent.

***No Hedging***

We have a policy prohibiting all directors and employees from engaging in any hedging transactions with CBRE securities held by them, which includes the purchase of any financial instrument (including prepaid variable forward contracts, equity swaps and collars) designed to hedge or offset any decrease in the market value of our securities.

***Compensation  
Clawback Policy***

We have a compensation clawback policy that permits the company, subject to the discretion and approval of our Board, to recover cash-based and performance-based-equity incentive compensation paid to any current or former Section 16 officer if there is a restatement of our financial results in certain circumstances. These circumstances are described in greater detail in this CD&A under the heading Other Relevant Policies and Practices Compensation Clawback Policy on page 50.

***Stock Ownership  
Requirements***

We have stock ownership requirements for directors and our executive officers that require retention of threshold amounts of the net shares acquired upon the exercise of stock options, the vesting of restricted stock or the settlement of vested restricted stock units until required ownership levels are met. The stock ownership requirements for our named executive officers are set forth in this CD&A under Other Relevant Policies and Practices Equity Ownership Policy on page 49.

***Equity Award Policy***

We have an Equity Award Policy that is designed to maintain the integrity of the equity award process and to ensure compliance with all applicable laws. The Equity Award Policy sets forth the procedures that must be followed in connection with employee awards and imposes stringent controls around any award made outside of the normal cycle. Our Equity Award Policy is described in greater detail in this CD&A under the heading Other Relevant Policies and Practices Equity Award Policy and procedures for equity grants on page 50.

***No Single Trigger  
Change of Control  
Payments***

We do not have employment contracts, plans or other agreements that provide for single trigger change of control payments or benefits (including automatic accelerated vesting of equity awards upon a change of control only) to any of our named executive officers.

***No Special Perquisite*** Our named executive officers receive no special perquisites or other personal benefits, unless such benefits serve a reasonable business purpose, such as benefits specifically relating to healthcare and insurance.

***No Tax Gross-Ups***

As a policy matter, we do not provide tax gross-ups to our named executive officers.

**Table of Contents**

**COMPENSATION DISCUSSION AND ANALYSIS**

**Philosophy and Objectives of Our Executive Compensation Program**

Compensation plays a vital role in supporting short- and long-term business objectives that ultimately drive business success. We believe that our compensation programs should reinforce our corporate strategy and focus our executives on creating sustainable long-term stockholder value. As a result, we reward our executives for annual and long-term business performance, based on global and/or business line financial performance as well as based on progress against individual strategic performance measures.

The Committee establishes and administers our executive compensation program. The primary objectives of the program are to attract and retain accomplished and high-performing executives and to motivate those executives to consistently achieve short- and long-term goals consistent with and in furtherance of our corporate strategy. These short- and long-term compensation incentives are designed to:

*Link pay to performance* We place a significant portion of each executive officer's potential compensation at risk, with incentive programs tied to financial and strategic performance measures. Depending on the executive's position, the financial measures may be at the global level (*i.e.*, based on our global consolidated results) or based on a combination of global and business line performance. Depending on the achievement of these financial and strategic measures, the resulting payout could be above, at or below target amounts. In addition, all of our long-term incentives have a performance component in that the ultimate value of those incentives depends upon our stock price over a multi-year period. We seek to further link our long-term incentives to our financial results and stockholder returns by awarding a combination of Adjusted EPS Equity Awards and Time Vesting Equity Awards. The one-time Strategic Equity Award is also strongly performance-based, with the payout on two-thirds of the award driven by the extent to which the company achieves rigorous cumulative Adjusted EPS and total shareholder return performance hurdles relative to the S&P 500 over a six-year performance period. Such performance awards will not vest unless the company's performance on the relevant metric exceeds 50<sup>th</sup> percentile performance. These awards are further described under the heading Components of Our Program Elements of our compensation program beginning on page 40.

*Align the interests of our executives with those of our stockholders* We seek to instill a sense of ownership in the company through equity-based awards and stock ownership requirements applicable to our directors and executives. Equity awards align an executive's financial interests with those of our stockholders by creating incentives to preserve and increase stockholder value as well as achieve solid financial results for our stockholders over a multi-year period.

*Attract and retain top leadership talent* To successfully execute our business strategy, we must attract and retain top talent in our industry. This requires us to provide our executives with compensation opportunities at a level commensurate with other organizations competing for their talents.

*Be transparent and reflect best practices in corporate governance* In addition to implementing compensation programs that are easily understood and tracked, we have adopted specific policies and practices that are designed to further align executive compensation with long-term stockholder interests as described under Corporate Governance Highlights on page 36.

We believe that our stockholders recognize the positive attributes of our executive compensation program. As previously noted, we received strong support for our executive compensation from our stockholders at our 2017 annual meeting of stockholders, at which over 97% of the votes cast on the say on pay proposal were in favor of the 2016 compensation for our named executive officers. In addition, stockholders that we engaged with as part of our outreach program generally reported that executive compensation was viewed as well-aligned with performance.

## **How We Make Compensation Decisions**

### **Our Compensation Committee**

Each year, the Committee determines the appropriate target levels of each component of compensation for each executive officer based on factors the Committee deems relevant in its

business judgment. Key factors that the Committee may consider in any given year include:

Industry and market conditions;

**Table of Contents**

**COMPENSATION DISCUSSION AND ANALYSIS**

Global financial performance (*i.e.*, based on our global consolidated results) and business line financial performance;

Global and business line performance relative to competitors;

Individual factors, including performance and expectations, responsibilities, experience, retention risk, succession planning, prior compensation and positioning among other senior executives;

Overall effectiveness of the compensation program in achieving, measuring and rewarding desired performance levels;

The results of our annual say on pay vote from the prior year's annual meeting of stockholders;

Advice from the Committee's independent compensation consultant;  
Market compensation data among comparable companies; and

Current and evolving practices and trends among comparable companies.

These factors may vary from year to year based upon the Committee's subjective business judgment reflecting its members' collective experience. Upon setting target compensation levels, the Committee reviews our Board-approved annual operating plan and related strategy and objectives and uses this information to establish annual financial and strategic performance goals for each executive officer. Following year-end, performance relative to these goals is measured, and individual compensation levels are then determined.

**Our Chief Executive Officer**

Our CEO meets with the Committee and its independent compensation consultant to provide perspective about us and our industry that may be helpful in conducting an accurate survey of relevant market data from time to time. In addition, our CEO makes recommendations on non-CEO executive compensation, reviews the consultant's report to the Committee and provides the Committee with commentary on portions of the report. At the invitation of the

Committee, our CEO also attends meetings when the performance of other executive officers is discussed. During these meetings, our

CEO provides an assessment of those executives' performance and recommends a payout percentage with respect to the strategic measures portion of the annual performance bonus for each of those executive officers. The Committee makes all ultimate compensation decisions with respect to our executive officers (including for our CEO), incorporating both the feedback from its independent compensation consultant and our CEO. Our CEO does not attend Committee discussions where the Committee evaluates his performance or sets his compensation.

### **The Committee's Independent Compensation Consultant**

The Committee has retained Frederic W. Cook & Co., Inc., or FW Cook, as its independent compensation consultant. FW Cook reports directly to the Committee, attends meetings and provides advice to the Committee Chair. FW Cook prepares analyses for the Committee based on its review of market data that it believes to be relevant, including compensation levels at, and the financial performance of, a comparator group of companies identified for the relevant period. FW Cook meets with the Committee and with management to solicit input on job scope, performance, retention issues and other factors that it views as relevant. FW Cook then prepares reports for the Committee with respect to management recommendations as to compensation opportunities of the applicable executive officers and the reasonableness of such recommendations. The Governance Committee also engages FW Cook from time to time to advise it on non-employee director compensation and FW Cook advises the Committee on compensation-related developments and best practices.

FW Cook has not provided the company any services other than the services that it provided to the Committee (and may from time to time provide to the Governance Committee with respect to non-employee director compensation). After considering, among other things, the other factors described elsewhere in this Proxy Statement with respect to FW Cook's work for the Committee and (i) the absence of any business or personal relationship between FW Cook and any member of the Committee or any of our executive officers, (ii) a certification from FW Cook that it does not trade in our securities, (iii) FW Cook's Independence Policy that is reviewed annually by its board of directors and (iv) FW Cook's policy of proactively notifying the Committee chair of any potential or perceived conflicts of interest, the Committee has concluded that FW Cook is independent and that its work does not raise any conflict of interest.

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS****Comparative Market Data**

We seek to offer total compensation competitive with the market in which we compete for executive talent. For some positions, this market is broader than the commercial real estate services and investment industry in which we operate. Accordingly, the Committee periodically reviews comparator company compensation data, general industry compensation survey data and recommendations from the Committee's independent compensation consultant to understand whether our executive compensation is reasonable and competitive.

For certain executives, the Committee examines target compensation levels against business services sector comparators and a broad group of non-manufacturing companies, including those that the Committee considers to be our most comparable public company competitors. This group changes from time to time, and for 2017 executive-compensation-planning purposes it consisted of the following companies:

AECOM	Jones Lang LaSalle Incorporated
Aon plc	ManpowerGroup Inc.
Brookfield Asset Management Inc.	Marsh & McLennan Companies, Inc.
Cognizant Technology Solutions Corporation	Realty Holdings Corp
Computer Sciences Corporation*	Xerox Corporation
Fidelity National Financial, Inc.	Waste Management, Inc.
Fluor Corporation	Willis Group Holdings Public Limited Company
Jacobs Engineering Group Inc.	

\* On April 3, 2017, Computer Sciences Corporation merged with the Enterprise Services business of HP Enterprise to create DXC Technology. DXC Technology was added to the comparator group for 2018 planning purposes.

The group of companies listed above includes business services companies outside our industry, with stature, size and complexity that are generally similar to our own, in recognition of the fact that all of our direct competitors are smaller than us and/or are non-public organizations, and competition for certain senior management talent is not limited to our industry. We believe that the compensation paid by the comparator group, taken as a whole, serves as one appropriate reference for our executive compensation, and we do not target any particular compensation percentile within the comparator group when setting executive compensation.

The Committee considers market compensation data that it believes to be reliable and relevant when establishing executive compensation targets. As one factor in setting compensation targets for our CEO, the Committee examines data for comparable positions in the comparator group described above, which indicates, for example, that our CEO's base salary and annual incentive targets should be above those of the next highest paid company executive. This is partly a function of competitive market data, which indicates that chief executive officers are paid significantly

higher than other executives, but it also reflects the Committee's view that our CEO bears ultimate responsibility for our global results and our overall success, such that his compensation opportunity should be set higher. Because reliable comparative data for other positions that might be specific to our business, such as a head of corporate development or a regional or business-line chief executive officer, is not broadly available from the comparator group, the Committee reviews components of the comparator group for the most comparable level positions (*e.g.*, 2<sup>nd</sup> or 3<sup>rd</sup> highest paid), as well as other data from outside the identified comparator group that it considers to be a reliable indicator of market compensation levels for those positions. As noted above under **How We Make Compensation Decisions** Our Compensation Committee on page 37, market compensation data is only one of many factors considered by the Committee when setting the compensation mix and levels for any particular executive. The actual factors considered by the Committee may vary from year to year based upon the Committee's subjective business judgment reflecting its members' collective experience.

## **Say on Pay Results**

The Committee also considers the results of annual stockholder advisory votes on the compensation of our named executive officers in connection with the discharge of its responsibilities. We received strong support for our executive compensation from our stockholders at our 2017 annual meeting of stockholders, at which over 97% of the votes cast on the **say on pay** proposal were in favor of the 2016 compensation for our named executive officers. At the 2018

Annual Meeting, we will again hold an advisory vote to approve our named executive officer compensation for 2017. See **Proposal 3 Advisory Vote on Executive Compensation** on page 30. The Committee will continue to consider the

results of these annual advisory votes in evaluating our executive compensation policies and programs.

**Table of Contents**

**COMPENSATION DISCUSSION AND ANALYSIS**

**Stockholder Outreach**

In 2017, we continued our stockholder outreach program and sought feedback from stockholders on a variety of topics, including company strategy and performance, executive compensation, board diversity and refreshment, corporate governance policies and corporate responsibility. With

respect to executive compensation, stockholders generally reported that executive compensation was viewed as well-aligned with performance. The Committee endeavors to incorporate feedback from our stockholders into our annual compensation decisions.

**Compensation Risk Assessment**

The Committee annually reviews the risks that may arise from our compensation programs, and in 2017, we undertook a comprehensive assessment of risk relating to those programs. Our management prepared a detailed inventory of all of our compensation programs, and FW Cook, on behalf of the Committee, worked with our management to analyze each

program's design to determine whether the program creates or encourages excessive or inappropriate risk taking. Based on this review and analysis, we and the Committee have concluded that our compensation programs do not present any risk that is reasonably likely to have a material adverse effect on us.

**Components of Our Program**

**Elements of our compensation program**

The compensation program for our named executive officers consists primarily of three elements, which are described in more detail below:

Base salary;

Annual performance awards (paid in cash); and

Long-term equity-based incentives (granted with time-based and performance-based vesting conditions). We endeavor to attract, motivate and retain exceptional individuals with demonstrated leadership and other capabilities required to implement innovative business initiatives, while concurrently encouraging those leaders to work towards ambitious long-term business objectives. We further seek to customize our pay practices based on individual performance, leadership and potential, as well as global and business line results. We assess our executives in the context of a methodical performance management process. We believe that our pay practices support all of these efforts.

A significant percentage of our executive officers' annual compensation package is variable, consisting of annual cash performance awards and long-term equity-based incentives. As shown in the charts below, for 2017, the targeted annual cash performance awards and long-term equity incentives comprised approximately (i) 88% of total target direct compensation for our CEO and (ii) on average 85% of total target direct compensation for our CEO together with our other named executive officers (taken collectively).<sup>5</sup>

<sup>5</sup> Excludes one-time Strategic Equity Awards granted to our named executive officers (other than Mr. Sulentic) in 2017. Please refer to the discussion under "One-Time Strategic Equity Award" beginning on page 47 for additional information regarding these awards.

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS***Base Salary*

We provide competitive base salaries that allow us to attract and retain a high-performing leadership team at a reasonable level of fixed costs. Base pay levels generally reflect a variety of factors, such as the executive's skill and experience, the seniority of the position, the difficulty of finding a replacement, affordability and the positioning of the base pay against market salary levels and against base salaries of other senior executives at the company. Base salaries are generally reviewed annually during the first quarter of the year but may

also be reviewed at other times if an executive officer's responsibilities have materially changed or other special circumstances so warrant.

In 2017, we paid base salaries to our named executive officers as set forth in the table below. For additional information regarding the base salaries (and the reasons for any associated increases) of our named executive officers for 2017, see the heading entitled "2017 Executive Summary Executive Compensation Highlights" on page 32.

Name	2017 Base	
	Salary	Change from 2016
Robert E. Sulentic President and Chief Executive Officer	\$ 990,000	No change.
James R. Groch Chief Financial Officer and Global Director of Corporate Development	\$ 770,000	No change.
Michael J. Lafitte Global Group President	\$ 700,000	No change.

Calvin W. Frese, Jr. \$ 700,000 Increased in 2017 by \$20,000.  
Global Group President

William F. Concannon \$ 700,000 Increased in 2017 by \$25,000.  
Global Group President and Chief Executive  
Officer Global Workplace Solutions

### *Annual Performance Awards*

In 2017, the Committee granted annual performance awards to our executive officers under our stockholder-approved Executive Incentive Plan, or EIP. The EIP is an incentive plan that permits executives to earn performance awards up to an individual cap based on a percentage of our adjusted EBITDA for the relevant performance period, which cap is 2.25% for our CEO and 1.50% for each of our other executive officers. Within the framework of the EIP, the Committee uses our Executive Bonus Plan, or EBP, to establish target and maximum awards and determine actual payouts thereunder for our executives. The EBP is designed to motivate and reward executives by aligning pay with annual performance, and the amount of an award thereunder is measured by the executive's success against a combination of challenging financial and strategic performance measures established by the Committee. The maximum payout of annual performance awards to an executive under the EBP is generally less than

his or her respective cap under the EIP. Notwithstanding this maximum payout under the EBP, the Committee may (among other things) exercise its discretion in any year to award additional amounts to an executive up to his or her respective cap under the EIP or to pay an additional bonus outside of the EIP. In addition, we may determine in any year to pay an award under the EIP or EBP in cash, or in the form of company stock or other non-cash forms of compensation.

### *Annual EBP Target Award*

In 2017, the Committee established annual performance award targets for our named executive officers under the EBP as set forth in the table below. For additional information regarding the annual performance award targets (and the reasons for any associated increases) of our named executive officers for 2017, see the heading entitled "2017 Executive Summary Executive Compensation Highlights" on page 32.

Name	2017 EBP	
	Target Awards	Change from 2016
Robert E. Sulentic President and Chief Executive Officer	\$ 1,980,000	Increased in 2017 by \$495,000.

James R. Groch	\$ 1,155,000	No change.
Chief Financial Officer and Global Director of Corporate Development		

Michael J. Lafitte	\$ 1,050,000	No change.
Global Group President		

Calvin W. Frese, Jr.	\$ 1,050,000	Increased in 2017 by \$30,000.
Global Group President		

William F. Concannon	\$ 1,000,000	Increased in 2017 by \$25,000.
Global Group President and Chief Executive Officer Global Workplace Solutions		

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS***2017 Adjusted EBITDA Target under the EBP*

The Committee uses adjusted EBITDA<sup>6</sup> when establishing financial performance targets under the EBP so that we can effectively tie compensation to our operating results. We believe that adjusted EBITDA is the best measure to evaluate our operating performance because it excludes certain items that management does not consider directly indicative of the company's ongoing performance. We believe sustained growth in profitability over time significantly correlates to value creation for our stockholders. As such, we seek to appropriately align our executives' compensation to performance in the areas where they have the most direct impact. For our CEO and other corporate executives who manage our global business, their financial performance

targets are measured against adjusted EBITDA against plan at the global level. For our business line executives, their financial performance targets are measured against adjusted EBITDA against plan at both the global level and at the business line levels. We believe that this combined measurement encourages our executives to collaborate with and contribute to the success of their global colleagues. For 2017, the Committee decided that 80% of the 2017 EBP award for our named executive officers was to be weighted on financial performance measures (using adjusted EBITDA) and that the remaining 20% was to be weighted on both financial performance measures and individual strategic measures (as discussed below).

The 2017 adjusted EBITDA targets for our named executive officers, as compared to actual adjusted EBITDA in 2017, were as follows:

	<b>Target for</b>	<b>Actual</b>	
	<b>2017 adjusted</b>	<b>2017 adjusted</b>	
	<b>EBITDA</b>	<b>EBITDA</b>	<b>Relevant Business Measure</b>
			<b>Weighting</b>
	\$ 1,625.6 million	\$ 1,709.5 million	Global (100%)
Robert E. Sulentic			
President and Chief Executive Officer			
James R. Groch			
Chief Financial Officer and Global Director of Corporate			

## Development

Michael J. Lafitte

Global Group President

Calvin W. Frese, Jr.

Global Group President

William F. Concannon	\$ 492.2 million	\$ 517.3 million <sup>7</sup>	Global Workplace Solutions (50%)
Global Group President and Chief Executive Officer Global Workplace Solutions	\$ 1,625.6 million	\$ 1,709.5 million	Global (50%)

Target financial performance under the EBP corresponds to our Board-approved internal financial and operating plan established at the beginning of each performance year, which we believe represents appropriate goal-setting by us. Following year-end, our actual financial performance is then compared to the targeted financial performance, and a resulting adjustment factor is applied to the executive's entire target EBP award. For our executives to be eligible to receive any award under the EBP for 2017, our actual financial performance had to exceed 70% of the applicable target for adjusted EBITDA (as indicated in the table above). Performance at the target level for adjusted EBITDA would have resulted in a 100% adjustment factor (*i.e.*, no multiplier or discount applied to the EBP target award), and performance at 130% or greater of the target level for adjusted EBITDA would have resulted in a 200% adjustment factor. The adjustment factor for performance between 70%

and 130% of the target level is linearly interpolated. For example, in 2017 our adjusted EBITDA at the global level was 105.2% of target (resulting in a 117.3% adjustment factor to the portion of a target EBP award subject to global performance); and adjusted EBITDA in our Global Workplace Solutions business was 105.1% of target (for Mr. Concannon, our Global Group President and CEO Global Workplace Solutions, resulting in a 117.0% adjustment factor to the 50% portion of his target EBP award subject to our Global Workplace Solutions business performance). Once determined, the adjustment factor is applied to the entire target EBP award, and the portion of the resulting product subject to financial performance measures (as noted above, 80% of the 2017 EBP award for our named executive officers) becomes the financial performance portion of the total EBP award.

<sup>6</sup> For additional information on adjusted EBITDA, please see footnote (3) under Proxy Summary Information on page 2.

<sup>7</sup> For a reconciliation of net income computed in accordance with GAAP to EBITDA and adjusted EBITDA for our Global Workplace Solutions business for the fiscal year ended December 31, 2017, see Annex A to this Proxy

Statement.

**42** *CBRE - 2018 Proxy Statement*

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS***2017 Strategic Measures under the EBP*

Although company financial performance is critical to our success, the Committee also believes that a portion of the EBP award (as noted above, 20% of the 2017 EBP award for our named executive officers) should be affected by reference to performance against important strategic measures. Each of these strategic measures translates into a specific objective that is designed to reward performance that is consistent with and in furtherance of our corporate strategy. The payout of the strategic measure component of annual performance awards under the EBP is more qualitative in nature and subjective in measurement. These measures which the Committee approves for each executive at the beginning of each performance year enable the Committee to influence management's performance against strategies beyond near-term financial measures to include certain strategic measures such as the quality of our earnings, the positioning of our business for the future and the mitigation of risk.

Following the end of the performance year, the Committee reviews each executive's performance against the various strategic measures that were established at the beginning of the year, determines the relative weighting of each strategic measure, and considers any special factors that could have affected performance during the year. The Committee then determines a preliminary strategic measures award multiplier using the ratings framework below:

**STRATEGIC MEASURES SCORECARD**

<b>Rating</b>	<b>Performance Assessment</b>	<b>Preliminary Multiplier Against Portion of EBP Award Subject to Strategic Measures</b>
1	Far Below Expectations	0%
2	Partially Met Expectations	75%
3	Met Expectations	100%
	Somewhat Exceeded Expectations	125%

5	Far Exceeded Expectations	150%
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After the preliminary strategic measures award multiplier is determined, the Committee then further reviews each executive's performance relative to his or her executive colleagues and takes into account other objectives and measures that may have become important to us or the executive during the year that are not reflected in the formal strategic measures approved at the beginning of the performance year. Based on this review, the Committee may further increase or decrease the amount of the preliminary strategic measures award multiplier, subject to a multiplier cap of 150%. The multiplier percentage, as so further adjusted, becomes the final strategic measures award multiplier, which is then applied to the strategic measures portion of the EBP award (as adjusted by the financial performance adjustment factor described above). The resulting product becomes the final strategic performance portion of the total EBP award.

With respect to the CEO, the Committee determines his performance against strategic measures. With respect to other executive officers, the Committee reviews the determinations and recommendations of the CEO and then makes the final decision as to their performance and percentage payout assigned.

#### *2017 EBP Award Payout Determination*

The financial performance portion and the final strategic performance portion of the EBP award, each as described above, were then added together to arrive at a total 2017 EBP award, subject to an overall cap of 200% of the target EBP award under the terms of the EBP.

Table of Contents**COMPENSATION DISCUSSION AND ANALYSIS**

The table below generally describes the financial and strategic measures applied to each of our named executive officers and their resulting payouts against targets under the EBP for 2017.

<b>Name</b>	<b>Financial Measures</b>	<b>Strategic Measures</b>	<b>2017 Target</b>	<b>2017 Payout</b>
Robert E. Sulentic President and Chief Executive Officer	Global adjusted EBITDA 100%	Mr. Sulentic was expected to achieve specific objectives set for him in the following general areas in support of the company's corporate strategy:  Execute the initiatives identified in the company's business strategy refresh  Advancement of leadership structure  Data strategy advancements  Execution of Global Investors strategic plan  Upgrade corporate strategy function  Support the company's diversity initiative	\$ 1,980,000	\$ 2,485,824
	<i>Actual Achievement Against Target: 105.2%</i>	<i>Strategic Performance Rating: 135%</i>		
	<i>Adjustment Factor: 117.3%</i>			

<p>James R. Groch Chief Financial Officer and Global Director of Corporate Development</p>	<p>Global adjusted EBITDA 100%</p>	<p>Mr. Groch was expected to achieve specific objectives set for him in the following general areas in support of the company's corporate strategy:</p>	<p>\$ 1,155,000 \$ 1,436,512<sup>(1)</sup></p>
		<p>Strategically invest the company's capital</p>	
		<p>Strengthen the company's finance and corporate development capabilities</p>	
		<p>Lead cost containment efforts</p>	
		<p>Support the company's diversity initiative</p>	
	<p><i>Actual Achievement Against Target: 105.2%</i></p>	<p><i>Strategic</i></p>	
	<p><i>Adjustment Factor: 117.3%</i></p>	<p><i>Performance</i></p>	
		<p><i>Rating: 130%</i></p>	

<p>Michael J. Lafitte Global Group President</p>	<p>Global adjusted EBITDA 100%</p>	<p>Mr. Lafitte was expected to achieve specific objectives set for him in the following general areas in support of the company's corporate strategy:</p>	<p>\$ 1,050,000 \$ 1,330,560<sup>(1)</sup></p>
		<p>Advance the company's project management business</p>	
		<p>Devise and implement a new Capital Markets</p>	

strategy

Implement digital and technology initiatives in the company's advisory and GWS business

Advance the company's client care program

Support cost containment efforts

Support the company's diversity initiative

*Actual Achievement Against Target: 105.2%* *Strategic Performance*  
*Adjustment Factor: 117.3%* *Rating: 140%*

(1) This amount does not include a supplemental and discretionary bonus award of \$150,000 granted to each of Messrs. Groch and Lafitte under our EBP in recognition of their exemplary leadership and outstanding performance in growing the company during 2017. Including this supplemental bonus award, the total EBP award for Messrs. Groch and Lafitte for 2017 was \$1,586,512 and \$1,480,560, respectively. A further explanation of this supplemental bonus award is provided immediately below this table.

**44 CBRE - 2018 Proxy Statement**

Table of Contents**COMPENSATION DISCUSSION AND ANALYSIS**

<b>Name</b>	<b>Financial Measures</b>	<b>Strategic Measures</b>	<b>2017 Target</b>	<b>2017 Payout</b>
Calvin W. Frese, Jr. Global Group President	Global adjusted EBITDA 100%	<p>Mr. Frese was expected to achieve specific objectives set for him in the following general areas in support of the company's corporate strategy:</p> <p>Develop and execute a plan to scale the company's private client capital markets business</p> <p>Senior executive development, succession planning and alignment of senior executive compensation in EMEA and Asia Pacific</p> <p>Advance collaboration between geographic/line of business leaders and corporate development in establishing M&amp;A priorities</p> <p>Lead the company's bureaucracy reduction initiative</p>	\$ 1,050,000	\$ 1,305,920

Support cost  
containment efforts

Support the  
company's diversity  
initiative

*Actual Achievement Against Target: 105.2%*    *Strategic  
Performance  
Rating: 130%*

*Adjustment Factor: 117.3%*

<p>William F. Concannon</p> <p>Global Group President and Chief Executive Officer Global Workplace Solutions</p>	<p>Global adjusted EBITDA 50%</p> <p>Global Workplace Solutions adjusted EBITDA 50%</p>	<p>Mr. Concannon was expected to achieve specific objectives set for him in the following general areas in support of the company's corporate strategy:</p> <p>Advance the company's project management business and facilities management business</p> <p>Develop and implement a plan for local facilities management expansion</p> <p>Support the company's client care program</p> <p>Support the company's diversity initiative</p>	<p>\$ 1,000,000</p> <p>\$ 1,265,400<sup>(2)</sup></p>
		<p><i>Actual Achievement Against Target: 105.2% (Global); 105.1% (Global Workplace Solutions)</i></p>	<p><i>Strategic Performance Rating: 140%</i></p>

*Global Adjustment Factor: 117.3%*

*Global Workplace Solutions Adjustment  
Factor: 117.0%*

(2) This amount does not include a supplemental and discretionary bonus award of \$150,000 granted to Mr. Concannon under our EBP in recognition of his exemplary leadership and outstanding performance during 2017. Including this supplemental bonus award, the total EBP award for Mr. Concannon for 2017 was \$1,415,400. A further explanation of this supplemental bonus award is provided immediately below this table.

*Supplemental and Discretionary Awards Granted under our EBP*

The EBP provides our CEO the opportunity to recommend to the Committee a supplemental and discretionary bonus award to other named executive officers in cases of exceptional and exceedingly deserving circumstances. The amount of any supplemental bonus award is determined in the CEO's sole discretion, but subject to ratification by our Board or the Committee.

Messrs. Groch, Lafitte and Concannon each received a supplemental bonus award of \$150,000 for 2017. These supplemental bonuses were awarded in recognition of their exemplary leadership and outstanding performance in growing the company during 2017. These accomplishments included:

the substantial reduction to the company's effective tax rate;  
the successful execution of recruitment and retention strategies which had an immediate and positive impact on the company's performance;

the advancement of the company's project management business through key infill acquisitions and an upgraded leadership team; and

the development of the CBRE 360 initiative, which was launched in early January 2018 and is a new global capability focused on delivering enhanced employee experiences in the workplace.

*Long-Term Incentives*

We use equity compensation as a long-term incentive to create alignment with stockholders, to reward achievement of multi-year financial objectives, and as a retention tool for top

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS**

executives that have the most direct impact on corporate results. The link to performance in our long-term incentive grants is prospective in nature. For example, equity grants encourage executives not only to contribute to the creation of additional stockholder value but also to help maintain and preserve existing stockholder value because the executives share in that value through their equity. Our equity grants are subject to multi-year vesting schedules, which help us to retain key talent.

With respect to our CEO, the Committee determines the amount of his equity award. With respect to other executive officers, our CEO recommends to the Committee each year the recipients of equity awards as well as the amount of each award. In evaluating these recommendations and making its final award determinations for all executive officers, the Committee considers:

the executive's position within our organization;

ongoing performance and expected contributions by the executive to our future success; and

input from the Committee's independent compensation consultant (FW Cook), taking into consideration relevant market data (when applicable), pay equity among the relevant employee group and other factors.

As part of the review of target annual compensation opportunities, the Committee approved increases in 2017 to the annual long-term equity targets for Messrs. Sulentic, Frese and Concannon. The increases reflect their superior performance as well as better alignment relative to their respective market peers and other CBRE global executives.

*Annual Long-Term Incentive Program*

The table below represents the dollar values (measured at grant date fair value) underlying the annual equity awards that were made to our named executive officers for 2017.

Name	Adjusted EPS Equity Award (at Target) <sup>(1)(2)(4)</sup>	Time Vesting Equity Award <sup>(1)(3)(4)</sup>	Total 2017	
			Annual Equity Awards <sup>(1)</sup>	Change from 2016 Target
Robert E. Sulentic President and Chief Executive Officer	\$ 2,732,500	\$ 2,397,500	\$ 5,130,000 <sup>(5)</sup>	Increased in 2017 by \$1,005,000.

James R. Groch	\$ 1,500,000	\$ 1,500,000	\$ 3,000,000 <sup>(4)</sup>	No change. <sup>(6)</sup>
Chief Financial Officer and Global Director of Corporate Development				
Michael J. Lafitte	\$ 1,160,000	\$ 1,160,000	\$ 2,320,000 <sup>(4)</sup>	No change. <sup>(6)</sup>
Global Group President				
Calvin W. Frese, Jr.	\$ 1,160,000	\$ 1,160,000	\$ 2,320,000 <sup>(4)</sup>	Increased in 2017 by \$70,000.
Global Group President				
William F. Concannon <sup>(7)</sup>	\$ 1,085,000	\$ 1,085,000	\$ 2,170,000 <sup>(4)</sup>	Increased in 2017 by \$120,000.
Global Group President and Chief Executive Officer Global Workplace Solutions				

(1) These amounts reflect the Committee-approved award values, with the actual number of restricted stock units granted rounded down to the nearest whole share as set forth on the Grants of Plan-Based Awards table on page 56.

(2) The Adjusted EPS Equity Award was granted with a target number of restricted stock units, zero to 200% of which may be earned based on our achievement against adjusted EPS performance targets (over a minimum threshold) as measured on a cumulative basis for the 2017 and 2018 fiscal years, with full vesting of any earned amount on March 3, 2020. If actual adjusted EPS is less than the minimum threshold, then none of the units will be earned. The maximum number of units available under the award is 200% of the target number of units, and there is linear interpolation between the various adjusted EPS performance targets.

(3) The Time Vesting Equity Award will vest 25% per year on each of March 3, 2018, 2019, 2020 and 2021.

(4) With respect to Messrs. Groch, Lafitte, Frese and Concannon, 50% of each of their 2017 annual equity award was granted in the form of an Adjusted EPS Equity Award and the other 50% was granted in the form of a Time Vesting Equity Award.

- (5) In 2017, the Board set Mr. Sulentic's long-term equity award at \$5,630,000. After his 2017 long-term equity incentive award had been established by our Board, Mr. Sulentic requested, and our Board agreed, to reduce his award by \$500,000. Therefore, Mr. Sulentic's actual long-term equity incentive award for 2017 was \$5,130,000, an increase of \$1,005,000 over the prior year. Two-thirds of the incremental increase to Mr. Sulentic's long-term equity award was granted in the form of an Adjusted EPS Equity Award and one-third was granted in the form of a Time Vesting Equity Award. With respect to the remaining \$4,125,000 portion of his 2017 annual equity award, 50% was granted in the form of an Adjusted EPS Equity Award and the other 50% was granted in the form of a Time Vesting Equity Award.
- (6) In 2016, our named executive officers received a stub grant equal to 50% of their normal target grant value as a result of the change in annual grant timing.
- (7) Mr. Concannon became retirement-eligible in November 2017. For additional information regarding the treatment of his outstanding equity awards upon retirement, please refer to the discussion under Severance Plan; Treatment of Death, Disability and Retirement Under 2014, 2015, 2016 and 2017 Equity Award Agreements; Treatment of Qualifying Termination and Retirement Under Strategic Equity Award Agreements beginning on page 63.

**46 CBRE - 2018 Proxy Statement**

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**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS***Change to Annual Grant Date*

Historically, annual equity grants have been made in August each year. In 2016, the Committee decided to change our annual equity grant date from August to March, effective March 2017. The Committee determined that awarding equity grants in the first quarter of a fiscal year would allow the Committee to set performance-based goals for our Adjusted EPS Equity Awards using prior year actuals rather than forecast. As our Adjusted EPS Equity Awards are tied to fiscal year performance, this allows us to set future growth targets with greater confidence. Moving the grant date to March also allows the Committee to evaluate all components of total direct compensation (*i.e.*, base salary, annual performance awards and long-term equity) at the same time. To effectuate this change in annual grant timing, in August 2016, the Committee awarded our executives a stub grant, as a bridge between August 2016 and the date of the next annual grant in March 2017. The stub grant value was equal to 50% of each named executive officer's target annual long-term incentive award value and consisted solely of a Time Vesting Equity Award. As such, our executives received 100% of their target annual equity award in August 2015, 50% of their target annual equity award in August 2016 and 100% target annual equity award in March 2017. As a consequence, aggregate executive compensation was lower in 2016 as compared to 2015 and 2017.

*2017 Annual Equity Awards*

In March 2017, Messrs. Groch, Lafitte, Frese and Concannon received annual equity awards at the normal target grant value of \$3,000,000, \$2,320,000, \$2,320,000 and \$2,170,000, respectively, 50% in the form of a Time Vesting Equity Award and 50% in the form of an Adjusted EPS Equity Award to maintain the two-thirds time-based, one-third performance-based mix for the combined August 2016 and March 2017 awards as outlined below:

*Time Vesting Equity Award* A time vesting award that vests 25% per year on each of March 3, 2018, 2019, 2020 and 2021.

*Adjusted EPS Equity Award* A performance-vesting award that vests in full in March 2020, based on our achievement against various adjusted EPS performance targets (over a minimum threshold) as measured on a cumulative basis for the 2017 and 2018 fiscal years. The awards have a target unit amount, zero to 200% of which may be earned depending on our actual adjusted EPS over the performance period. If actual adjusted EPS is less than the minimum threshold, then none of the units will be earned. There is linear interpolation between the adjusted EPS performance threshold and target and also between the adjusted EPS performance target and maximum.

Mr. Sulentic also was awarded an annual equity award in March 2017 in the amount of \$5,630,000. However, after his

annual equity award had been established by our Board, Mr. Sulentic requested, and our Board agreed, to reduce his award by \$500,000. Therefore, Mr. Sulentic's actual annual equity award for 2017 was \$5,130,000, an increase of \$1,005,000 over the prior year. Two-thirds of the incremental increase to Mr. Sulentic's annual equity award was granted in the form of an Adjusted EPS Equity Award and one-third was granted in the form of a Time Vesting Equity Award. With respect to the remaining \$4,125,000 portion of his annual equity award, 50% was granted in the form of a Time Vesting Equity Award and the other 50% was granted in the form of an Adjusted EPS Equity Award.

*One-Time Strategic Equity Award*

In 2017, in exchange for the execution of certain restrictive covenants described below, a group of our most senior executives around the globe, including each of our named executive officers (other than Mr. Sulentic who declined the award as described below), received a one-time Strategic Equity Award with a six-year cliff vesting performance period. The Committee also offered Mr. Sulentic a significant Strategic Equity Award. Mr. Sulentic determined (and the Committee agreed) that it was in the best interest of the company that Mr. Sulentic decline such award in order to maintain his independence and avoid any conflict of interest or appearance of conflict of interest as he was actively involved in designing the program and advocating for such awards and the related restrictive covenants with both our Board and our senior executives around the globe.

The one-time Strategic Equity Award is strongly performance-based, with vesting of two-thirds of the award to each executive driven by the extent to which the company achieves rigorous cumulative Adjusted EPS and total shareholder return performance hurdles relative to the S&P 500 over a six-year performance period. The Strategic Equity Award was structured to:

encourage focus on longer term business outcomes (performance and vesting periods are six years); and

provide our executives with a significant and incremental financial incentive that aligns with the outcomes that we generate for our stockholders.

The Strategic Equity Award is split into three types of restricted stock unit ( RSU ) awards:

*Time Vesting Strategic Equity Award (one-third of target grant value)* cliff vests six years from the date of grant on December 1, 2023.

*Relative TSR ( rTSR ) Strategic Equity Award (one-third of target grant value)* granted with a target number of restricted stock units, zero to 175% of which may be earned based on the cumulative total shareholder return ( TSR ) of the company compared to the cumulative TSR of each of the other companies comprising the S&P 500 on December 1,

**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS**

2017 (the S&P 500 Comparison Group ) over a six-year measurement period commencing on December 1, 2017 and ending on December 1, 2023.

*Relative EPS ( rEPS ) Strategic Equity Award (one-third of target grant value)* granted with a target number of restricted stock units, zero to 175% of which may be earned based on the cumulative adjusted EPS growth of the company compared to the cumulative EPS growth, as reported under GAAP, of each of the other companies in the S&P 500 Comparison Group over a six-year measurement period commencing on January 1, 2018 and ending on December 31, 2023.

The performance and payout schedule for the rTSR and rEPS Strategic Equity Awards is intended to be extremely challenging, as evidenced by the fact that such performance awards will not vest unless the company's performance on the relevant metric exceeds 50<sup>th</sup> percentile performance. The payout schedule for the rTSR and rEPS Strategic Equity Awards is as follows:

<b>CBRE's rTSR Performance (Percentile Rank)</b>	<b>% of Target rTSR Share Units that Vest</b>	<b>CBRE's rEPS Performance (Percentile Rank)</b>	<b>% of Target rEPS Share Units that Vest</b>
<= 50 <sup>th</sup> Percentile	0%	<= 50 <sup>th</sup> Percentile	0%
>= 75 <sup>th</sup> Percentile	175%	>= 75 <sup>th</sup> Percentile	175%

If the company's performance percentile ranking is less than or equal to the 50<sup>th</sup> percentile, then none of the relevant performance awards will be earned. If the company's performance percentile ranking is greater or equal to the 75<sup>th</sup> percentile, then 175% of the relevant performance awards will be earned. There is linear interpolation if the company's performance percentile ranking falls between the 50<sup>th</sup> percentile and 75<sup>th</sup> percentile. The rTSR Strategic Equity Awards and rEPS Strategic Equity Awards will vest on the date on which the Committee certifies the performance percentile ranking achieved (which certification will occur as soon as practicable following the end of the performance period, but in no event more than 60 days with respect to the rTSR Strategic Equity Awards and 90 days with respect to the rEPS Strategic Equity Awards).

*Restrictive Covenants Agreement*

As a condition to receiving the Strategic Equity Award, the group of global senior executives participating in the program, including Messrs. Groch, Lafitte, Frese and Concannon entered into a restrictive covenants agreement with the company which provides for certain post-termination non-competition, non-solicitation of clients and non-solicitation of employees covenants. Although Mr. Sulentic declined his Strategic Equity Award as stated above, he nonetheless entered into the same restrictive

covenants agreement with the company as our other named executive officers. All of our senior executives who were offered such Strategic Equity Award accepted their awards and executed the required restrictive covenants agreement.

#### *Certified Achievement for Adjusted EPS Equity Awards Granted in 2015*

On August 13, 2015, we granted (including to our named executive officers for 2017) Adjusted EPS Equity Awards eligible to be earned based on our achievement against certain adjusted EPS performance targets (over a minimum threshold) as measured on a cumulative basis for the 2016 and 2017 fiscal years, with full vesting of any earned amount on August 14, 2018. These 2015 Adjusted EPS Equity Awards were granted with a target number of restricted stock units, zero to 200% of which could be earned based on the extent to which the company achieves cumulative adjusted EPS targets over the performance period. On February 16, 2018, the Committee certified the company's cumulative adjusted EPS performance for the performance period at \$5.01, versus a cumulative adjusted EPS target for those grants of \$4.83. As such, the recipients of these awards will vest on August 14, 2018 into 169.2% of the target number of restricted stock units, subject to forfeiture in certain circumstances as set forth in their award agreement.

#### **Additional Elements of Our Compensation Program**

***Deferred Compensation Plan*** The purpose of our Deferred Compensation Plan, or DCP, is to provide certain employees whose incomes exceed a certain threshold (including our executive officers) and non-employee directors a tax-efficient manner in which to defer compensation to future years, thus increasing the value of our overall compensation program in support of our recruitment and retention objectives. Certain of our non-employee directors (but none of our named executive officers) participated in the DCP in 2017. The DCP is described in more detail under **Executive Compensation Summary of Plans, Programs and Agreements Deferred Compensation Plan** on page 62.

***No Single Trigger Change of Control Payments*** We do not have agreements or plans that provide for single trigger change of control payments or benefits (including automatic accelerated vesting of equity awards upon a change of control only) to any of our named executive officers.

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**Table of Contents****COMPENSATION DISCUSSION AND ANALYSIS**

***Severance Plan; Treatment of Annual Equity Awards on Termination due to Death, Disability and Retirement; Treatment of Strategic Equity Awards on Qualifying Termination or Retirement*** We have a Change in Control and Severance Plan for Senior Management, which we refer to in this Proxy Statement as the Severance Plan, in which all of our named executive officers for 2017 participate. The Committee believes that the Severance Plan is reflective of current compensation practices and trends and will help ensure retention and continuity of our executives. Our Committee further believes that the Severance Plan is essential to recruiting, retaining and developing high-quality executive talent in the competitive market because it provides protection to the executive if the company does not retain him or her in certain circumstances. Participants under the Severance Plan are eligible to receive (i) severance benefits upon a qualifying termination of employment, including enhanced benefits for a qualifying termination that occurs within a window period surrounding a change in control of the company, and (ii) continued vesting in respect of equity awards held by them if they remain employed with us on the date of a change in control of the company (or accelerated vesting if such equity awards are not assumed by the successor company). In addition, the award agreements pursuant to which we granted our 2014, 2015, 2016 and 2017 equity awards provide for continued or accelerated vesting of the unvested portion of those awards in the event of termination of employment due to death, disability or retirement. Furthermore, the award agreements pursuant to which we granted the one-time Strategic Equity Awards provide for continued or accelerated vesting of a pro-rata amount of the unvested portion of those awards in the event of termination of employment due to death or disability, by the company without cause or the grantee for good reason, or due to retirement. We describe these severance benefits and continued or accelerated vesting terms in greater detail under the heading **Executive Compensation Summary of Plans, Programs and Agreements Severance Plan, Treatment of Death, Disability and Retirement Under 2014, 2015, 2016 and 2017 Equity Award Agreements, Treatment of Qualifying Termination and Retirement Under Strategic Equity Award Agreements** on page 63.

***Indirect Elements of Compensation*** Our named executive officers are eligible to participate in the same health, welfare and insurance benefit plans in which our employees are generally able to participate. In addition, we offer our named executive officers out of country medical coverage and reimbursement for an annual physical. Some or all of our executive officers may also participate in broad-based plans and policies (such as our 401(k) plan), and our named executive officers for 2017 also participate in our Severance Plan as described briefly above and in more detail under **Executive Compensation Summary of Plans, Programs and Agreements** beginning on page 60. We believe that these other elements of compensation are important to attract, motivate and retain the top executive talent for which we compete.

***No Tax Gross-Ups*** As a policy matter, we do not provide tax gross-ups to our named executive officers.

**Other Relevant Policies and Practices****Equity Ownership Policy**

Our objective to link compensation to our long-term success is reinforced by an equity ownership policy applicable to our executives. To further align our executives' interests with our stockholders over the long term, this policy restricts selling of company stock by each executive officer until the executive acquires and maintains significant levels of company stock.

For our named executive officers, the minimum ownership requirements are indicated in the table below. Our executives are permitted to satisfy their ownership requirements over time through existing and new equity awards. As of December 31, 2017, all of our named executive officers have satisfied their minimum ownership requirements.

### STOCK OWNERSHIP REQUIREMENT

Name	Minimum Requirement
Robert E. Sulentic President and Chief Executive Officer	5x Base Salary
James R. Groch Chief Financial Officer and Global Director of Corporate Development	3x Base Salary
Michael J. Lafitte Global Group President	3x Base Salary
Calvin W. Frese, Jr. Global Group President	3x Base Salary

William F. Concanon

3x Base Salary

Global Group President and Chief Executive Officer Global Workplace Solutions

**CBRE - 2018 Proxy Statement 49**

**Table of Contents**

**COMPENSATION DISCUSSION AND ANALYSIS**

A further description of this policy and the applicable thresholds can be found under [Corporate Governance](#) [Stock Ownership Requirements](#) on page 23.

**Policies restricting stock trading and prohibiting hedging and short-selling**

We have a pre-clearance policy and process for trades in company securities that all directors, executive officers and other designated insiders must follow. Under this policy, our directors, executive officers and other designated insiders are prohibited from trading in company securities outside of our quarterly trading windows, and trades inside the windows are subject to pre-clearance through our General Counsel, in each

case except under pre-approved SEC Rule 10b5-1 trading plans. In addition, as part of this policy, we prohibit any short-selling and hedging transactions involving our securities. This is intended to, among other things, prohibit our directors, executive officers and designated insiders from insulating themselves from the effects of poor stock price performance.

**Compensation Clawback Policy**

We have a compensation clawback policy. This policy permits us, subject to the discretion and approval of the Board, to recover cash-based and performance-based-equity incentive compensation (*e.g.*, our Adjusted EPS Equity Awards) paid to any current or former [Section 16 officer](#) (as so designated by the Board and our Audit and Finance Committee under Rule 16a-1(f) of the Exchange Act) in the event of a restatement of our financial results in certain circumstances described below. This policy applies to cash-based incentive compensation paid after February 21, 2014 and to performance-based-equity incentive compensation awarded on or after August 14, 2014.

Specifically, the policy provides that (i) if we are required to restate our financial statements due to material non-compliance by us with any financial reporting

requirement under securities laws (other than due to changes in accounting policy, generally accepted accounting principles or applicable law), (ii) fraud or willful misconduct contributed to the restatement and (iii) any executive

officer received a recoverable incentive-based compensation award in excess of the amount that he or she would have received had the restated financial statements been in effect for the period in which the incentive-based compensation amount was awarded, then we are entitled to recover the overpayment. The policy permits clawback from any executive who received an award overpayment, irrespective of whether the executive contributed to the fraud or willful misconduct. Awards are subject to clawback under the policy for up to three years after the award (or any portion thereof) vests (for awards subject to vesting conditions) or is granted (for all other recoverable incentive-based compensation).

### **Equity Award Policy and procedures for equity grants**

We have an Equity Award Policy that is designed to maintain the integrity of the equity award process. This policy has the following characteristics:

Requires Board approval for delegation by the Committee to any other committee or individual of its authority under our equity incentive plans;

Provides that the effective date of a grant is the date the Committee approves the award, unless a later date is required (for instance in connection with a grant to a new hire who starts work on a date after the Committee has approved the award);

Provides that the exercise price of stock options and value of restricted stock and restricted stock unit awards is the closing price of our common stock on the NYSE on the grant date; and

Permits our CEO to make special recruitment and retention awards in the periods between Committee meetings, but never to executive officers or an award consisting of stock options, and there are limitations on the terms and amounts of those grants as well as a requirement to provide reports of such grants to the Committee.

The policy is published in the Corporate Governance section of the Investor Relations page on our website at [www.cbre.com](http://www.cbre.com).

**Table of Contents**

**COMPENSATION DISCUSSION AND ANALYSIS**

**Tax Deductibility and Accounting Implications**

As a general matter, the Committee always takes into account the various tax and accounting implications of compensation. When determining amounts of equity grants to executives and employees, the Committee also examines the accounting cost associated with the grants.

Certain of the company's incentive compensation programs are intended to allow the company to make awards to executive officers that are deductible under Section 162(m) of the Internal Revenue Code, which provision otherwise sets limits on the tax deductibility of compensation paid to a company's most highly compensated executive officers. Commencing with the company's 2018 fiscal year, the performance-based compensation exception to the deductibility limitations under Section 162(m) will no longer apply (other than with respect to certain grandfathered

performance-based awards granted prior to November 2, 2017) and the deduction limitation under Section 162(m) will generally apply to compensation paid to any of our then current or former named executive officers. The Committee may continue to seek ways to limit the impact of Section 162(m) of the Internal Revenue Code. However, the Committee believes that the tax deduction limitation should not compromise the company's ability to establish and implement compensation and incentive programs that support the compensation objectives discussed above under

Components of Our Program Elements of our compensation program. Accordingly, achieving these objectives and maintaining required flexibility in this regard is expected to result in compensation that is not deductible for federal income tax purposes.

**Compensation Committee Report**

The Compensation Committee reviewed and discussed with management of the company the foregoing Compensation Discussion and Analysis. Based on such review and discussion, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated into our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

**Compensation Committee**

Beth F. Cobert, *Chair*

Brandon B. Boze

Bradford M. Freeman

Gerardo I. Lopez

Frederic V. Malek

Paula R. Reynolds

Sanjiv Yajnik

Notwithstanding any statement in any of our filings with the SEC that might incorporate part or all of any filings with the SEC by reference, including this Proxy Statement, the foregoing Compensation Committee Report is not incorporated into any such filings.

**CBRE - 2018 Proxy Statement 51**

**Table of Contents**

**EXECUTIVE MANAGEMENT**

We have provided below summary biographies of our named executive officers who are described above in the CD&A, as well as our other executive officers as of March 20, 2018 (other than Mr. Sulentic). Information on Mr. Sulentic can be found on page 12 under Elect Directors 2018 Director Nominees.

*William F. Concannon*

**Age: 62**

**Global Group President and Chief Executive Officer Global Workplace Solutions**

Mr. Concannon has been our Global Group President since January 2018 and Chief Executive Officer Global Workplace Solutions since July 2012. He previously served as President of this business line from August 2009 until July 2012, and as Vice Chairman of this business line from 2006 until August 2009. Mr. Concannon served as Vice Chairman, from June 2003, and as director, from 1991, of Trammell Crow Company, a diversified commercial real estate firm, until its acquisition by CBRE in December 2006. From February 2001 to June 2003, Mr. Concannon was the president of the global services group of Trammell Crow Company. Mr. Concannon has also served as the president and chief executive officer of Trammell Crow Corporate Services, a real estate company, and from 2002 to 2006, he served on the board of directors of FPD Savills, a real estate company based in the United Kingdom. Mr. Concannon is a member of the board of directors of CRA International, Inc. He holds a B.S. from Providence College.

*T. Ritson Ferguson*

**Age: 58**

**Chief Executive Officer CBRE Global Investors**

Mr. Ferguson has been the Chief Executive Officer of CBRE Global Investors (our real estate investment management business) since March 2016, Global Chief Investment Officer of CBRE Global Investors since August 2015 and Chief Executive Officer of CBRE Clarion Securities (our real estate securities business) since July 2011. Prior to that, he served as Chief Executive Officer and Co-Chief Investment Officer of ING Clarion Real Estate Securities, LLC from 1992 until our acquisition of that company in July 2011. Earlier in his career, Mr. Ferguson worked at K.S. Sweet

Associates, Bain & Company and Trammell Crow Company, and served as a captain in the U.S. Air Force. He currently serves on the board of trustees of CBRE Clarion Global Real Estate Income Fund, which is a CBRE Clarion Securities-managed investment fund. Mr. Ferguson holds a B.S. from Duke University and an M.B.A. from the Wharton School of the University of Pennsylvania, and is a CFA charterholder.

*Calvin W. Frese, Jr.*

**Age: 61**

**Global Group President**

Mr. Frese has been our Global Group President since June 2016. He previously served as our Chief Executive Officer Americas from July 2012 to June 2016, Group President Global Services from December 2010 to July 2012 and President Global Services from March 2010 to December 2010. He also served as our Global Chief Operating Officer from January 2009 to March 2010 and as President of our Americas region from January 2005 until August 2009. Prior to that, Mr. Frese served as our Chief Operating Officer of the Americas beginning in 2001, and prior to that as our Executive Managing Director of the Central Region from 1998 to 2001. From 1989 to 1998, Mr. Frese was General Partner and Chief Operating Officer of Whittier Partners, a New England-based full-service real estate company and a member of the CBRE affiliate network. He holds a B.A. from Trinity College and an M.S. in Accounting from the New York University, Leonard N. Stern School of Business.

*Arlin E. Gaffner*

**Age: 61**

**Senior Vice President and Chief Accounting Officer**

Mr. Gaffner has been our Senior Vice President and Chief Accounting Officer since November 2017 and Chief Financial Officer Americas since March 2014. He previously served as our Chief Accounting Officer from March 2010 to March 2014. He served as Chief Financial Officer of Trammell Crow Company, which operates our Development Services business, from our acquisition of that company in December 2006 through December 2011. Mr. Gaffner was the Chief Accounting Officer of Trammell Crow Company from January 2002 until December 2006. Mr. Gaffner is a certified public accountant and holds a B.S. from Oral Roberts University.

**52 CBRE - 2018 Proxy Statement**

**Table of Contents**

**EXECUTIVE MANAGEMENT**

*James R. Groch*

**Age: 56**

**Chief Financial Officer and Global Director of Corporate Development**

Mr. Groch has been our Chief Financial Officer and Global Director of Corporate Development since March 2014. He previously served as our Global Chief Investment Officer and Executive Vice President, Strategy and Corporate Finance from January 2009 to March 2014. From 2006 to 2009, he served as the Chief Investment Officer, President of Funds and Investment Management and Director of Corporate Finance of our subsidiary Trammell Crow Company; he served in the Chief Investment Officer role at Trammell Crow Company from 1998 and in roles of President of Funds and Investment Management and Director of Corporate Finance from 2000 until our acquisition of Trammell Crow Company in December 2006. From 1997 to 1998, Mr. Groch served as Trammell Crow Company's President of Development and Investments for the Eastern U.S., and was a Managing Director of Trammell Crow Northeast from 1991 until 1997. In 1988, Mr. Groch became a partner in Trammell Crow Company after joining the company three years earlier. Mr. Groch holds a B.A. from Dickinson College and an M.B.A. from the Darden School of Business at the University of Virginia.

*J. Christopher Kirk*

**Age: 52**

**Chief Administrative Officer**

Mr. Kirk has been our Chief Administrative Officer since July 2012. He was our Global Director of Human Resources from June 2010 to July 2012. Mr. Kirk previously served as the Chief Operating Officer from 2007 to July 2011 and General Counsel from 2001 to 2011 of Trammell Crow Company. Prior to joining Trammell Crow Company, Mr. Kirk was a partner at the Dallas office of Vinson & Elkins LLP, where he was a corporate finance, securities and M&A lawyer. Mr. Kirk holds a B.B.A. and an M.B.A. from the University of Texas and a J.D. from the University of Texas School of Law.

*Michael J. Lafitte*

**Age: 57**

**Global Group President**

Mr. Lafitte has been our Global Group President since June 2016. He previously served as our Chief Operating Officer from February 2013 to June 2016, Global President of our Services business from July 2012 to February 2013 and prior to that was the President of our Americas region from August 2009 to July 2012. Prior to that, he served as President of our Institutional & Corporate Services business beginning in December 2006. He served as President, Global Services of Trammell Crow Company from June 2003 until our acquisition of that company in December 2006, and prior to that served as Trammell Crow Company's Chief Operating Officer, Global Services beginning in September 2002. Mr. Lafitte holds a B.B.A. from the University of Texas and an M.B.A. from Southern Methodist University.

*Laurence H. Midler*

**Age: 53**

**Executive Vice President, General Counsel and Secretary**

Mr. Midler has been our Executive Vice President and General Counsel since April 2004. He also serves as our Secretary. Mr. Midler previously served as our Chief Compliance Officer from April 2004 to January 2014. Mr. Midler served as Executive Vice President, General Counsel and Secretary to Micro Warehouse, Inc., from July 2001 until April 2004. Mr. Midler began his legal career as an associate at Latham & Watkins, a global law firm, in 1990. He holds a B.A. from the University of Virginia and a J.D. from The New York University School of Law.

**CBRE - 2018 Proxy Statement 53**

Table of Contents

**EXECUTIVE COMPENSATION**

In reviewing executive compensation for 2017 as compared with prior years, it is important to keep the following in mind:

In 2016, the Committee changed our annual equity grant date from August to March, effective March 2017. To effectuate this change in annual grant timing, in August 2016, the Committee awarded our executives a stub grant, as a bridge between August 2016 and the date of the next annual grant in March 2017. The stub grant value was equal to 50% of each named executive officer's target annual long-term incentive award value and consisted solely of a Time Vesting Equity Award. As such, our executives received 100% of their target annual equity award in August 2015, 50% of their target annual equity award in August 2016 and 100% of their target annual equity award in March 2017. As a consequence, aggregate executive compensation was lower in 2016 as compared to 2015 and 2017.

In 2017, in exchange for the execution of certain restrictive covenants described below, a group of our most senior executives around the globe, including each of our named executive officers (other than Mr. Sulentic who declined the award as described below), received a one-time Strategic Equity Award with a six-year cliff vesting performance period. The Compensation Committee also offered Mr. Sulentic a significant Strategic Equity Award. Mr. Sulentic determined (and the Compensation Committee agreed) that it was in the best interest of the company that Mr. Sulentic decline such award in order to maintain his independence and avoid any conflict of interest or appearance of conflict of interest as he was actively involved in designing the program and advocating for such awards and the related restrictive covenants with both our Board and our senior executives around the globe. As a condition to receiving the Strategic Equity Award, the group of global senior executives participating in the program, including Messrs. Groch, Lafitte, Frese and Concannon entered into a restrictive covenants agreement with the company which provides for certain post-termination non-competition, non-solicitation of clients and non-solicitation of employees covenants. Although Mr. Sulentic declined his Strategic Equity Award as stated above, he nonetheless entered into the same restrictive covenants agreement with the company as our other named executive officers. All of our senior executives who were offered such Strategic Equity Award accepted their awards and executed the required restrictive covenants agreement. The Strategic Equity Award is intended to retain our executives for the six-year cliff vesting performance period of the award and to incentivize each executive to continue increasing his focus on driving client outcomes and positioning the company for long-term growth during that six-year period.

**The combination of the lower stock award in 2016 due to the change in timing of the awards and the granting of the Strategic Equity Awards in 2017, are the principal drivers of the increase in executive compensation in 2017 as compared to 2016.**

**Summary Compensation Table**

The following table sets forth compensation information in respect of the fiscal years ended December 31, 2017, 2016 and 2015 for our CEO, Chief Financial Officer and the three other most highly compensated executive officers for 2017.

Name and Principal	Year	Salary	Bonus <sup>(1)</sup>	Annual	One-Time Strategic Equity Award <sup>(2)(5)</sup>	Total Stock Awards <sup>(6)</sup>	Non-Equity	All Other	Total
				Stock Award			Incentive Plan Compensation <sup>(7)</sup>		
Position	Year	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Robert E. Sulentic	2017	990,000		5,129,964 <sup>(9)(10)</sup>		5,129,964 <sup>(8)(9)</sup>	2,485,824	4,500	8,610,288
President and Chief Executive Officer	2016	990,000	500,000	2,062,494		2,062,494	1,403,800	4,500	4,960,794
	2015	967,500	607,130	4,124,980		4,124,980	1,992,870	3,750	7,696,230
James R. Groch	2017	770,000	150,000	2,999,938	5,637,461	8,637,399	1,436,512	4,500	10,998,411
	2016	770,000	300,000	1,499,982		1,499,982	1,081,700	4,500	3,656,182
Chief Financial Officer	2015	752,500	500,000	2,999,930		2,999,930	1,550,000	3,750	5,806,180
and Global Director of Corporate Development									
Michael J. Lafitte	2017	700,000	150,000	2,319,936	5,637,461	7,957,397	1,330,560	4,500	10,142,457
Global Group President	2016	700,000	350,000	1,159,972		1,159,972	992,600	4,500	3,207,072
	2015	675,000	400,000	2,319,980		2,319,980	1,409,100	3,750	4,807,830
Calvin W. Frese, Jr.	2017	695,000		2,319,936	5,637,461	7,957,397	1,305,920	4,500	9,962,817
	2016	680,000	300,000	1,124,994		1,124,994	957,700	4,500	3,067,194
Global Group President	2015	660,000	400,000	2,249,948		2,249,948	1,282,800	3,750	4,596,498
	2017	693,750	150,000	2,169,990	5,637,461	7,807,451	1,265,400	4,500	9,921,101
William F. Concannon <sup>(11)</sup>	2016	675,000	300,000	1,024,989		1,024,989	848,900	4,500	2,853,389
	2015	650,000	300,000	2,049,924		2,049,924	1,180,900	3,750	4,184,574
Global Group President									
and CEO Global									

**54 CBRE - 2018 Proxy Statement**

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**Table of Contents****EXECUTIVE COMPENSATION**

- (1) For 2017, Messrs. Groch, Lafitte and Concannon each received a \$150,000 supplemental and discretionary bonus award granted under our EBP, in recognition of their exemplary leadership and outstanding performance in growing the company during 2017.
- (2) See Note 2 ( Significant Accounting Policies ) and Note 13 ( Employee Benefit Plans ) to our consolidated financial statements as reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for a discussion of the valuation of our stock awards.
- (3) Our 2017 annual equity awards were made under and governed by the 2012 Equity Incentive Plan, as described under Summary of Plans, Programs and Agreements on page 60, and include (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) and (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. For our Adjusted EPS Equity Awards, in this table we have assumed that achievement at 100% of target is the probable outcome of the related performance conditions, which was our assumption on the grant date. With respect to the Adjusted EPS Equity Awards granted for 2017, the aggregate grant date fair value for these awards, assuming the achievement of the highest level of performance (which is 200% of the target unit amount), is \$5,464,937 for Mr. Sulentic, \$2,999,938 for Mr. Groch, \$2,319,935 for Mr. Lafitte, \$2,319,935 for Mr. Frese and \$2,169,989 for Mr. Concannon.
- (4) In August 2016, we changed our annual equity grant date from August to March, effective March 2017. As a result, in August 2016, our executives received a stub grant, consisting solely of a Time Vesting Equity Award equal to 50% of their target annual long-term incentive award value (as set forth in the table above). In March 2017, we continued our normal practice of granting a combination of Time Vesting Equity Awards and Adjusted EPS Equity Awards. The March 2017 grant for Messrs. Groch, Lafitte, Frese and Concannon was awarded at the normal target grant value, with 50% in the form of a Time Vesting Equity Award and 50% in the form of an Adjusted EPS Equity Award to maintain the two-thirds time-based, one-third performance-based mix for the combined August 2016 and March 2017 awards.
- (5) Our one-time Strategic Equity Awards were made and governed by the 2017 Equity Incentive Plan, as described under Summary of Plans, Programs and Agreements on page 60, and include (i) 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, (ii) Relative TSR ( rTSR ) 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 (iii) Relative EPS ( rEPS ) 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 ( GAAP EPS ), 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. For our rTSR Strategic Equity Awards in this table, we have assumed based on a Monte Carlo simulation that achievement at 107.5% of target is the probable outcome of the related performance conditions, which was our assumption on the grant date. For our rEPS Strategic Equity Awards, in this table we have assumed that achievement at 100% of target is the probable outcome of the related performance conditions, which was our assumption on the grant date. With respect to the (i) rTSR Strategic Equity Awards granted in 2017, the aggregate grant date fair value for these awards, assuming the achievement of the highest level of performance (which is 175% of the target unit amount), is \$3,208,326 for each of Messrs. Groch, Lafitte, Frese and Concannon and (ii) rEPS Strategic Equity Awards granted in 2017, the aggregate grant date fair value for these awards, assuming the achievement of the highest level of performance (which is 175% of the target unit amount), is \$3,208,326 for each of Messrs. Groch, Lafitte, Frese and Concannon.

- (6) The amounts in this column represents the sum of each named executive officer's annual equity award and, if applicable, one-time Strategic Equity Award, in each case as reported in the two columns to the immediate left of this column.
- (7) Amounts in this column relate to compensation pursuant to our annual performance award plans referred to in this Proxy Statement as the EIP and EBP, which are described below under Summary of Plans, Programs and Agreements on page 60. Amounts reflected in this table generally are based on the achievement of financial and strategic performance objectives that are established at the beginning of each fiscal year and that are further described under the heading Compensation Discussion and Analysis Components of Our Program Elements of our compensation program beginning on page 40 and Grants of Plan-Based Awards on page 56.
- (8) The amounts in this column for each of Messrs. Sulentic, Groch, Lafitte, Frese and Concannon reflect our matching contributions to their 401(k) accounts pursuant to our employee 401(k) match policy based on their respective contributions to such accounts.
- (9) In 2017, the Board set Mr. Sulentic's long-term equity award at \$5,630,000. After his 2017 annual equity award had been established by our Board, Mr. Sulentic requested, and our Board agreed, to reduce his award by \$500,000. Therefore, Mr. Sulentic's actual annual equity award for 2017 was \$5,130,000, an increase of \$1,005,000 over the prior year. Two-thirds of the incremental increase to Mr. Sulentic's annual equity award was granted in the form of an Adjusted EPS Equity Award and one-third was granted in the form of a Time Vesting Equity Award. With respect to the remaining \$4,125,000 portion of his annual equity award, 50% was granted in the form of an Adjusted EPS Equity Award and the other 50% was granted in the form of a Time Vesting Equity Award.
- (10) Mr. Sulentic declined the Compensation Committee's offer of a one-time Strategic Equity Award.

(11) Mr. Concannon became retirement-eligible in November 2017. For additional information regarding the treatment of his outstanding equity awards upon retirement, please refer to the discussion under Severance Plan; Treatment of Death, Disability and Retirement Under 2014, 2015, 2016 and 2017 Equity Award Agreements; Treatment of Qualifying Termination and Retirement Under Strategic Equity Award Agreements beginning on page 63.

**Employment Agreements**

None of our named executive officers for 2017 are parties to an employment agreement.

Table of Contents**EXECUTIVE COMPENSATION****Grants of Plan-Based Awards**

The following table sets forth information concerning stock and cash awards in respect of the fiscal year ended December 31, 2017 to the persons named in the table under the heading Summary Compensation Table, which awards were granted pursuant to our 2012 Equity Incentive Plan, 2017 Equity Incentive Plan, Executive Incentive Plan or Executive Bonus Plan described below under Summary of Plans, Programs and Agreements on page 60.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Grant Date Number of Shares of Stock Fair Value of Stock	
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	Stock and Option or Units Awards <sup>(2)(3)</sup> (#)	Fair Value (\$)
Robert E. Sulentic			1,980,000	3,960,000					
	03/03/17 <sup>(4)</sup>							65,811	2,397,495 <sup>(9)</sup>
	03/03/17 <sup>(5)</sup>				37,503	75,006	150,012		2,732,469 <sup>(9)</sup>
James R. Groch			1,155,000	2,310,000					
	03/03/17 <sup>(4)</sup>							41,174	1,499,969
	03/03/17 <sup>(5)</sup>				20,587	41,174	82,348		1,499,969

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	12/01/17 <sup>(6)</sup>				42,448	1,833,329
	12/01/17 <sup>(7)</sup>		45,631	74,284		1,970,803
	12/01/17 <sup>(8)</sup>		42,448	74,284		1,833,329
Michael J. Lafitte		1,050,000	2,100,000			
	03/03/17 <sup>(4)</sup>				31,841	1,159,968
	03/03/17 <sup>(5)</sup>		15,920	31,841	63,682	1,159,968
	12/01/17 <sup>(6)</sup>				42,448	1,833,329
	12/01/17 <sup>(7)</sup>		45,631	74,284		1,970,803
	12/01/17 <sup>(8)</sup>		42,448	74,284		1,833,329
Calvin W. Frese, Jr.		1,050,000	2,100,000			
	03/03/17 <sup>(4)</sup>				31,841	1,159,968
	03/03/17 <sup>(5)</sup>		15,920	31,841	63,682	1,159,968
	12/01/17 <sup>(6)</sup>				42,448	1,833,329
	12/01/17 <sup>(7)</sup>		45,631	74,284		1,970,803
	12/01/17 <sup>(8)</sup>		42,448	74,284		1,833,329
William F. Concannon <sup>(10)</sup>		1,000,000	2,000,000			
	03/03/17 <sup>(4)</sup>				29,783	1,084,995

03/03/17 <sup>(5)</sup>	14,891	29,783	59,566	1,084,995
12/01/17 <sup>(6)</sup>			42,448	1,833,329
12/01/17 <sup>(7)</sup>		45,631	74,284	1,970,803
12/01/17 <sup>(8)</sup>		42,448	74,284	1,833,329

- (1) For our executives to be eligible to receive a non-equity incentive plan ( EBP ) award based on our financial performance in 2017, as measured by adjusted EBITDA, our performance had to exceed 70% of the applicable adjusted EBITDA goal. The maximum award permitted under the EBP was 200% of the executive s target. Upon achievement just over the 70% threshold (e.g., 70.0000001%), the amount of the EBP award payable would be negligible, and as such no amount is shown in the Threshold column. For a full description of our EBP awards, see Compensation Discussion and Analysis Components of Our Program Elements of our compensation program beginning on page 40.
- (2) The amounts shown represent the grant date fair value of the awards computed in accordance with ASC 718. For our Adjusted EPS Equity Awards and rEPS Strategic Equity Awards granted in 2017, in this table we have assumed that achievement at 100% of target is the probable outcome of the related performance conditions, which was our assumption on the grant date. For our rTSR Strategic Equity Awards granted in 2017, in this table we have assumed based on a Monte Carlo simulation that achievement at 107.5% of target is the probable outcome of the related performance conditions, which was our assumption on the grant date. See Note 2 Significant Accounting Policies and Note 13 Employee Benefit Plans to our consolidated financial statements as reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for a discussion of the valuation of our stock awards. Our 2017 stock awards are further described under the heading Compensation Discussion and Analysis Components of Our Program Elements of our compensation program beginning on page 40.
- (3) The closing price of our common stock on March 3, 2017 was \$36.43 per share and on December 1, 2017 was \$43.19 per share.
- (4) Represents Time Vesting Equity Awards of restricted stock units that were granted to each of Messrs. Sulentic, Groch, Lafitte, Frese and Concannon, which are scheduled to vest 25% per year over four years (on each of March 3, 2018, 2019, 2020 and 2021).

## 56 CBRE - 2018 Proxy Statement

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**Table of Contents****EXECUTIVE COMPENSATION**

- (5) Represents Adjusted EPS Equity Awards of restricted stock units that were granted to each of Messrs. Sulentic, Groch, Lafitte, Frese and Concannon, which are eligible to be earned based on our achievement against certain adjusted EPS targets (over a minimum threshold) as measured on a cumulative basis for the 2017 and 2018 fiscal years, with full vesting of any earned amount on March 3, 2020. Amounts shown in the **Threshold** column represent the number of shares (50% of the target unit amount) that would be issued upon achievement of the adjusted EPS performance measure at the minimum adjusted EPS threshold level. Amounts shown in the **Target** column represent the number of shares (100% of the target unit amount) that would be issued upon achievement of the target adjusted EPS performance measure. Amounts shown in the **Maximum** column represent the number of shares (200% of the target unit amount) that would be issued upon achievement of the adjusted EPS performance measure at the highest level. There is linear interpolation between the various adjusted EPS performance targets.
- (6) Represents Time Vesting Strategic Equity Awards of restricted stock units that were granted to each of Messrs. Groch, Lafitte, Frese and Concannon, which are scheduled to vest on December 1, 2023.
- (7) Represents rTSR Strategic Equity Awards of 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 TSR of the company against the cumulative TSR of each of the other companies in 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. Upon achievement just over the 50% threshold (*e.g.*, 50.0000001%), the amount of the rTSR Strategic Equity Award payable would be negligible, and as such no amount is shown in the **Threshold** column. Amount shown in the **Target** columns represent the number of shares (107.5% of the target unit amount) that would be issued upon achievement of the target TSR performance measure. Amounts shown in the **Maximum** column represent the number of shares (175% of the target unit amount) that would be issued upon achievement of the target TSR performance measure at the highest level. There is linear interpolation between the Minimum and Maximum TSR performance targets for this award.
- (8) Represents rEPS Strategic Equity Awards of 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 EPS growth, as reported under GAAP EPS, 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. Upon achievement just over the 50% threshold (*e.g.*, 50.0000001%), the amount of the rEPS Strategic Equity Award payable would be negligible, and as such no amount is shown in the **Threshold** column. Amount shown in the **Target** columns represent the number of shares (100% of the target unit amount) that would be issued upon achievement of the target TSR performance measure. Amounts shown in the **Maximum** column represent the number of shares (175% of the target unit amount) that would be issued upon achievement of the target TSR performance measure at the highest level. There is linear interpolation between the Minimum and Maximum EPS performance targets for this award.

- (9) In 2017, the Board set Mr. Sulentic's annual equity award at \$5,630,000. After his annual award had been established by our Board, Mr. Sulentic requested, and our Board agreed, to reduce his award by \$500,000. Therefore, Mr. Sulentic's actual annual equity award for 2017 was \$5,130,000, an increase of \$1,005,000 over the prior year. Two-thirds of the incremental increase to Mr. Sulentic's annual equity award was granted in the form of an Adjusted EPS Equity Award and one-third was granted in the form of a Time Vesting Equity Award. With respect to the remaining \$4,125,000 portion of his annual equity award, 50% was granted in the form of an Adjusted EPS Equity Award and the other 50% was granted in the form of a Time Vesting Equity Award.
- (10) Mr. Concannon became retirement-eligible in November 2017. For additional information regarding the treatment of his outstanding equity awards upon retirement, please refer to the discussion under Severance Plan; Treatment of Death, Disability and Retirement Under 2014, 2015, 2016 and 2017 Equity Award Agreements; Treatment of Qualifying Termination and Retirement Under Strategic Equity Award Agreements beginning on page 63.

Table of Contents**EXECUTIVE COMPENSATION****Outstanding Equity Awards at Fiscal Year-End**

The following table sets forth information concerning unexercised stock options and other equity awards that remain unvested as of December 31, 2017 that are held by the persons named in the table under the heading Summary Compensation Table.

Name	Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options That Can Be Exercised	Number of Securities Underlying Exercisable Options	Exercise Price (\$)	Expiration Date	Number of Shares or Units of Stock That Have Not Vested <sup>(1)(2)</sup>	Market Value of Shares or Units of Stock That Have Not Vested <sup>(3)(4)(5)</sup>	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested <sup>(6)</sup>	Equity Incentive Plan Awards: Market or Bayout Value of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(7)(8)(9)(10)</sup>
Robert E. Sulentic					173,970	7,534,641	136,197	5,898,692
James R. Groch					162,136	7,022,110	170,571	7,387,430

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Michael J. Lafitte	135,718	5,877,947	151,152	6,546,393
Calvin W. Frese, Jr.	133,902	5,799,296	150,113	6,501,394
William F. Concannon <sup>(11)</sup>	124,563	5,394,824	145,087	6,283,718

- (1) With respect to the total number of unvested stock units listed in this column, 20,207, 14,549, 11,963, 11,639 and 8,622 unvested stock units granted on August 14, 2014 (as Time Vesting Equity Awards) to Messrs. Sulentic, Groch, Lafitte, Frese and Concannon, respectively, are scheduled to vest in full on August 14, 2018.
- (2) With respect to the total number of unvested stock units listed in this column, 36,165, 26,302, 20,340, 19,726 and 17,973 unvested stock units granted on August 13, 2015 (as Time Vesting Equity Awards) to Messrs. Sulentic, Groch, Lafitte, Frese and Concannon, respectively, will vest in equal increments on each of August 14, 2018 and 2019.
- (3) With respect to the total number of unvested stock units listed in this column, 51,787, 37,663, 29,126, 28,248 and 25,737 unvested stock units granted on August 11, 2016 (as Time Vesting Equity Awards) to Messrs. Sulentic, Groch, Lafitte, Frese and Concannon, respectively, will vest in equal increments on each of August 11, 2018, 2019 and 2020.
- (4) With respect to the total number of unvested stock units listed in this column, 65,811, 41,174, 31,841, 31,841 and 29,783 unvested stock units granted on March 3, 2017 (as Time Vesting Equity Awards) to Messrs. Sulentic, Groch, Lafitte, Frese and Concannon, respectively, will vest in equal increments on each of March 3, 2018, 2019, 2020 and 2021. For a full description of these awards, see Compensation Discussion and Analysis Components of Our Program Elements of our compensation program beginning on page 40.
- (5) With respect to the total number of unvested stock units listed in this column, 42,448 unvested stock units granted on December 1, 2017 (as Time Vesting Strategic Equity Awards) to Messrs. Groch, Lafitte, Frese and Concannon, respectively, will vest on December 1, 2023. For a full description of these awards, see Compensation Discussion and Analysis Components of Our Program Elements of our compensation program beginning on page 40.
- (6) Amounts reflected in this column were calculated by multiplying the number of unvested stock units by \$43.31, which was the per-share closing price of our common stock on December 29, 2017. For the Adjusted EPS Equity Awards, rTSR Strategic Equity Awards and rEPS Strategic Equity Awards, these figures assume that those awards are later issued at their target number of shares, except for the Adjusted EPS Equity Awards granted in 2015. As described below in footnote (7) to this table, the 2015 Adjusted EPS Equity Awards will be issued at a

greater number of shares than their target (169.2% of target), and we have reflected the greater number of shares in this table.

- (7) With respect to the performance-based non-vested stock units listed in this column, 36,165, 26,301, 20,340, 19,726 and 17,972 stock units granted on August 13, 2015 (as 2015 Adjusted EPS Equity Awards) to each of Messrs. Sulentic, Groch, Lafitte, Frese and Concannon, respectively, were eligible to be earned based on our achievement against certain adjusted EPS performance targets (over a minimum threshold) as measured on a cumulative basis for the 2016 and 2017 fiscal years, with full vesting of any earned amount on August 14, 2018. The 2015 Adjusted EPS Equity Awards were granted with a target number of restricted stock units, zero to 200% of which could be earned based on our achievement against the various adjusted EPS targets over the performance period. On February 16, 2018, the Compensation Committee certified the company's cumulative adjusted EPS performance for the performance period at \$5.01, versus a cumulative adjusted EPS target in those grants of \$4.83. As such, Messrs. Sulentic, Groch, Lafitte, Frese and Concannon will vest on August 14, 2018 into 61,191, 44,501, 34,415, 33,376 and 30,408 shares (169.2% of their target number of restricted stock units), respectively, subject to forfeiture in certain circumstances as set forth in their award agreement. We have reflected this greater number of shares in this table.
- (8) With respect to the performance-based non-vested stock units listed in this column, 75,006, 41,174, 31,841, 31,841 and 29,783 stock units granted on March 3, 2017 (as Adjusted EPS Equity Awards) to each of Messrs. Sulentic, Groch, Lafitte, Frese and Concannon, respectively, are eligible to be earned based on our achievement against certain adjusted EPS performance targets (over a minimum threshold) as measured on a cumulative basis for the 2017 and 2018 fiscal years, with full vesting of any earned amount on March 3, 2020. The Adjusted EPS Equity Award was granted with a target number of restricted stock units, zero to 200% of which may be earned based on our achievement against the various adjusted EPS targets over the performance period.
- (9) With respect to the performance-based non-vested stock units listed in this column, 42,448 stock units granted on December 1, 2017 (as rTSR Strategic Equity Awards) to each of Messrs. Groch, Lafitte, Frese and Concannon are eligible to be earned based on our achievement against certain total shareholder return targets (over 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. The rTSR Strategic Equity Awards were granted with a target number of restricted stock units, zero to 175% of which may be earned based on our achievement against certain total shareholder return targets over the performance period.

**58 CBRE - 2018 Proxy Statement**

**Table of Contents****EXECUTIVE COMPENSATION**

(10) With respect to the performance-based non-vested stock units listed in this column, 42,448 stock units granted on December 1, 2017 (as rEPS Strategic Equity Awards) to each of Messrs. Groch, Lafitte, Frese and Concannon are eligible to be earned based on our achievement against adjusted EPS targets (over 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. The rEPS Strategic Equity Awards were granted with a target number of restricted stock units, zero to 175% of which may be earned based on our achievement against certain adjusted EPS targets over the performance period.

(11) Mr. Concannon became retirement-eligible in November 2017. For additional information regarding the treatment of his outstanding equity awards upon retirement, please refer to the discussion under Severance Plan; Treatment of Death, Disability and Retirement Under 2014, 2015, 2016 and 2017 Equity Award Agreements; Treatment of Qualifying Termination and Retirement Under Strategic Equity Award Agreements beginning on page 63.

**Option Exercises and Stock Vested**

The following table sets forth information concerning stock option exercises and vesting of stock awards during the fiscal year ended December 31, 2017 for the persons named in the table under Summary Compensation Table. The dollar amounts in the table below are based on the market value of our common stock on the respective dates of vesting multiplied by the number of shares that vested on such date.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
	(#)	(\$)	(#)	(\$)
Robert E. Sulentic			161,761	5,825,128

James R. Groch	114,641	4,128,321
Michael J. Lafitte	95,881	3,452,820
Calvin W. Frese, Jr.	93,228	3,357,288
William F. Concannon	71,175	2,562,827

**CEO Pay Ratio**

We believe our executive compensation program must be consistent and internally equitable to motivate our employees to perform in ways that enhance stockholder value. In 2017, the ratio of CEO pay \$8,621,191 to median employee pay \$57,303 was 150:1. As is permitted under the SEC rules, we identified the median employee by examining the annual base salary for all individuals, excluding our CEO, who were employed by us at the end of 2017. We included all active and on-leave employees, whether employed on a full-time, part-time or seasonal basis. We did not make any adjustments or estimates with respect to annual base salary compensation, and we did not annualize compensation for any full-time employees that were not employed by us for all of 2017. Under the de minimis exclusion, we excluded a total of 4.5% of our employee population from the following countries: Argentina, Austria, Bulgaria, Chile, Colombia, Costa Rica, Czech Republic, Greece, Hungary, Korea, Mexico, Morocco, New Zealand, Oman, Panama, Peru,

Portugal, Romania, Saudi Arabia, Slovakia, South Africa, Taiwan, Turkey, Uruguay and Venezuela. We employed statistical sampling to identify a group of employees within 5% of the median based on annual base salary, then selected the median employee from this group. We then calculated 2017 CEO pay, which includes Mr. Sulentic's base salary, bonus, equity awards, employer-paid insurance premiums and 401(k) match. We used the same methodology in calculating 2017 pay for the median employee. We believe that our methodology results in a reasonable estimate, prepared under applicable SEC rules, of the ratio of the annual total compensation of our CEO to the median of the annual total compensation of our other employees. However, given the different methodologies that public companies will use to determine an estimate of their CEO pay ratio, the estimated CEO pay ratio reported above should not be used as a basis for comparison between us and other companies.

**Table of Contents**

**EXECUTIVE COMPENSATION**

**Summary of Plans, Programs and Agreements**

**2017 Equity Incentive Plan**

Our 2017 Equity Incentive Plan, or the 2017 Plan, which was approved by our stockholders on May 19, 2017, authorizes the grant of stock-based awards to our employees, directors and independent contractors and is administered by our independent Compensation Committee. The 2017 Plan will terminate on March 3, 2027 unless earlier terminated. A total of 10,000,000 shares of our Class A common stock have been reserved for issuance under the 2017 Plan. No person is eligible to be granted equity awards in the aggregate covering more than 3,300,000 shares during any fiscal year or cash awards in excess of \$5,000,000 for any fiscal year. The number of shares issued or reserved pursuant to the 2017 Plan, or pursuant to outstanding awards, is subject to adjustment on account of a stock split of our outstanding shares, stock dividend, dividend payable in a form other than shares in an amount that has a material effect on the price of

the shares, consolidation, combination or reclassification of the shares, recapitalization, spin-off or other similar occurrence. Stock options and stock appreciation rights granted under the 2017 Plan are subject to a maximum term of ten years from the date of grant. All awards granted under the 2017 Plan are generally subject to a minimum three-year vesting schedule.

As of December 31, 2017, 5,573,842 shares remained available for future grants under the 2017 Plan (assuming the maximum number of shares that may be issued under our Adjusted EPS Equity Awards, rTSR Strategic Equity Awards and the rEPS Strategic Equity Awards currently outstanding as of such date will later be issued).

*Recent Share Price.* On March 20, 2018, the closing price of our common stock on the NYSE was \$47.88 per share.

**2012 Equity Incentive Plan**

Our 2012 Equity Incentive Plan, or the 2012 Plan, which authorized the grant of stock-based awards to our employees, directors and independent contractors was terminated in May 2017 in connection with the adoption of our 2017 Plan, which is described above. Given that our 2012 Plan terminated in May 2017, no new awards may be granted thereunder. However, as of December 31, 2017, assuming the

maximum number of shares under our performance-based awards will later be issued, 5,829,189 outstanding restricted stock unit (RSU) awards granted under the 2012 Plan to acquire shares of our Class A common stock remain outstanding according to their terms, and we will continue to issue shares to the extent required under the terms of such outstanding awards.

### **Second Amended and Restated 2004 Stock Incentive Plan**

Our 2004 Plan, which authorized the grant of stock-based awards to our employees, directors and consultants, was terminated in May 2012 in connection with the adoption of our 2012 Plan, which is described above. Given that our 2004 Plan terminated in May 2012, no new awards may be granted thereunder. However, as of December 31, 2017, stock options

(to acquire 5,658 of our shares) granted under the 2004 Plan prior to its termination remained outstanding according to their terms, and we will continue to issue shares under the 2004 Plan in respect of such outstanding awards to the extent required under their terms.

### **Executive Incentive Plan ( EIP )**

The purpose of the EIP is to advance our interests and the interests of our stockholders and to assist us in attracting and retaining executive officers by providing incentives and financial rewards to our executive officers that may be deductible as performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code. We assume, given the current absence of official guidance to the contrary, that awards granted under the EIP prior to November 2, 2017 and that are paid or will vest after

December 31, 2017 will be treated as grandfathered such that the performance-based compensation exception to the deductibility limitations under Section 162(m) will continue to apply. There can be no assurance that such awards will in fact be grandfathered when official guidance is published. The principal features of the EIP are summarized below.

*Administration; Amendment and Termination.* Our Compensation Committee administers the EIP and has broad authority to interpret, amend or rescind its provisions as the

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**Table of Contents**

**EXECUTIVE COMPENSATION**

Compensation Committee deems necessary and appropriate. Our Board reserves the right to amend or terminate the EIP at any time, subject to stockholder approval to the extent required by applicable law.

*Eligibility.* Our executive officers who are designated by our Board as Section 16 officers are eligible to participate in the EIP. Currently, there are nine executive officers designated as Section 16 officers.

*Maximum Awards.* Under the EIP, each participant is eligible to receive a maximum performance award (which may be cash or stock awards) equal to a percentage of our adjusted EBITDA for the applicable performance period. The percentage is equal to 2.25% for our CEO and 1.50% for each of our other participating executive officers. The actual performance award granted to an EIP participant is determined by our Compensation Committee, which retains the discretionary authority to reduce or eliminate (but not increase beyond the maximum award amount that may be granted to a participant under the EIP) an EIP performance award based on its consideration of, among other things, global or business line performance against budgeted financial goals, achievement of non-financial and strategic goals, economic and relative performance considerations and assessments of individual performance, including consideration of our EBP, which is described below under Executive Bonus Plan. The Compensation Committee may evaluate a participant's performance against the foregoing considerations and thereby reduce the maximum award otherwise permissible for that participant under the EIP formula. Our Compensation Committee may also exercise its discretion in any year to award additional amounts based on performance outside the EBP, up to the maximum amounts permitted under the EIP.

The time period during which the achievement of the performance goals is to be measured shall be no longer than five years and no less than six months. Within the earlier of 90 days after the beginning of each fiscal year or the expiration of 25% of a performance period, our

Compensation Committee will designate one or more performance periods, determine the participants for such performance periods and affirm the applicability of the formula for determining each participant's EIP award.

Each award under the EIP may be paid in cash, stock, restricted stock, stock options or other stock-based awards or stock-denominated units. An award shall be paid only after written certification by our Compensation Committee as to the attainment of the performance goals and the amount of the award.

*Termination of Employment.* Under the EIP, a participant who terminates employment with us due to retirement, disability or death during a performance period is eligible (but not guaranteed) to receive an award. An EIP participant who terminates employment with us due to retirement, disability or death following the end of a performance period but before awards relating to such performance period are paid is eligible (but not guaranteed) to receive the full award for such performance period. If an EIP participant terminates employment with us for any other reason (whether voluntary or involuntary) either during a performance period, or after a performance period but before awards relating to such performance period are paid, then under our EIP no award (or portion thereof) is payable or earned, unless the Compensation Committee otherwise determines. However, notwithstanding these EIP forfeiture provisions, our Severance Plan may provide for a severance payment in respect of an executive's annual cash bonus award upon a qualifying termination of employment under certain terms and conditions as set forth herein. In addition, certain equity awards granted under the EIP provide for continued or accelerated vesting upon death, disability or retirement. We describe these severance and death, disability and retirement benefits in greater detail under the heading Summary of Plans, Programs and Agreements Severance Plan; Treatment of Death, Disability and Retirement

Under 2014, 2015, 2016 and 2017 Equity Award Agreements; Treatment of Qualifying Termination and Retirement Under 2017 Strategic Equity Award Agreements on page 63.

## **Executive Bonus Plan ( EBP )**

The EBP is designed to motivate and reward executives by aligning our annual performance awards with actual performance, and the amount of an EBP award is measured by the executive's success against a combination of challenging financial and strategic performance measures established by the Compensation Committee. The principal features of the EBP are summarized below.

*Eligibility.* Our executives who are designated by our Board as Section 16 officers are eligible to participate in the EBP. Currently, there are nine executives designated as Section 16 officers.

*Performance.* Awards under the EBP are based on the achievement of certain financial and strategic performance goals and a targeted level or levels of performance with respect to those goals. Financial performance goals under the EBP are based on adjusted EBITDA performance, and target adjusted EBITDA goals are based on our internal financial and operating plan approved by our Board. The strategic performance measures are determined on an individual participant-by-participant basis and are based on the achievement of specific objectives in each participant's area

**Table of Contents**

**EXECUTIVE COMPENSATION**

of responsibility. Strategic performance measures for the CEO and other EBP participants are approved by our Compensation Committee.

*Award Determination.* The Compensation Committee establishes a target award amount for each participant in the EBP early in the performance period, and the Compensation Committee determines the actual amount awarded after the conclusion of the fiscal year. The Compensation Committee may also determine to issue to our CEO a supplemental and

discretionary award under our EBP in exceptional and exceedingly deserving circumstances, and our CEO (subject to ratification by the Board or the Compensation Committee) may determine to issue to our other executive officers a

supplemental and discretionary bonus under the EBP in such circumstances. Our Compensation Committee and Board may exercise their discretion in any year to award additional amounts based on performance outside the EBP and up to the maximum amounts permitted under the EIP.

For a description of how the annual performance award payouts under the EBP were determined for 2017 as well as other features of the EBP, see Compensation Discussion and Analysis Components of Our Program Elements of our compensation program beginning on page 40 in our CD&A in this Proxy Statement. The process for calculating the strategic performance portion of the EBP award is also described in greater detail in that section.

**Deferred Compensation Plan ( DCP )**

The DCP provides an opportunity for certain employees whose income exceed a certain threshold (including our executive officers) and non-employee directors to elect to defer a portion of their compensation to future years. The DCP is administered by our CEO or a committee of three or more individuals (the DCP Committee ) selected by our CEO. The DCP Committee in its discretion will select which persons can participate in the DCP and the calendar year(s) in which they can participate. Participants in the DCP make an irrevocable election whether to defer a portion of their compensation with respect to a particular calendar year and whether to receive distributions of their deferred amounts (plus accrued interest) from a certain calendar year in: (i) a lump sum five years after the calendar year in which the election was made, unless the participant s separation from service occurs prior to distribution; (ii) a lump sum seven years after the calendar year in which the election was made, unless the participant s separation from service occurs prior to distribution; (iii) a lump sum six months after the participant s separation from service; or (iv) equal annual installments over five years, with the first installment being

paid on July 15 of the calendar year following the year in which the participant s separation from service occurs.

Deferred account balances accrue interest, and that interest is credited quarterly. The rate of interest is determined by the DCP Committee from time to time. In 2017, deferred account balances accrued interest at an annualized rate of 3.81% for the period from January 1, 2017 through March 31, 2017, 3.96% for the period from April 1, 2017 through June 30, 2017, 3.8% for the period from July 1, 2017 through September 30, 2017 and 3.65% for the period from October 1, 2017 through December 31, 2017, which represents a rate equal to the average quarterly Moody's Seasoned AAA corporate bond yield for the prior quarter.

The DCP is an unfunded plan and is intended to comply both with the requirements of Section 409A of the Internal Revenue Code of 1986, as amended, and with the Employee Retirement Income Security Act of 1974, as amended.

None of our named executive officers participated in, or had any account balance under, the DCP in 2017.

#### **401(k) Plan**

We maintain a tax-qualified 401(k) retirement plan. Most of our non-union U.S. employees, other than certain qualified real estate agents having the status of independent contractors under Internal Revenue Code Section 3508, are eligible to participate in this plan. The 401(k) plan provides for participant contributions as well as a company match. A participant is allowed to contribute to the 401(k) plan from 1% to 75% of his or her compensation, subject to limits imposed by applicable law. Participants are entitled to invest up to 25% of their 401(k) account balance in shares of our common stock, except that participants may not have more than 25% of their plan assets allocated to our common stock as measured at any year-end. As of December 31, 2017,

approximately 1.2 million shares of our common stock were held through investments in our 401(k) plan.

In 2017, we matched 50% of our employee's contributions up to the first 6% of the employee's annual compensation (up to \$150,000 of compensation). For all 401(k) plan participants hired after January 1, 2007, our matching contributions in 2017 vested 20% for each year of service with the company in which they worked at least 1,000 hours, until they are 100% vested after five years of service. All 401(k) plan participants hired before January 1, 2007 have full and immediate vesting in our matching contributions.

#### **62 CBRE - 2018 Proxy Statement**

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**Table of Contents**

**EXECUTIVE COMPENSATION**

**Severance Plan; Treatment of Death, Disability and Retirement Under 2014, 2015, 2016 and 2017 Equity Award Agreements; Treatment of Qualifying Termination and Retirement Under Strategic Equity Award Agreements**

We have a Severance Plan for our executive officers in which all of our named executive officers participate, and as described below, provide for certain death, disability and retirement benefits for them in certain circumstances.

***Severance Plan***

We have a Severance Plan in which all of our executive officers participate, other than those executive officers from time to time who may be party to an employment agreement with the company that provides for severance pay. All of our named executive officers for 2017 participate in the Severance Plan. Participants in the Severance Plan (which we refer to as Covered Employees within this Severance Plan section) will not be eligible to participate in any other severance plan sponsored by us. Our CEO is designated as a Tier I participant, and all of our other current executive officers (including all of our named executive officers for 2017) are presently designated as Tier II participants under the Severance Plan. Covered Employees are eligible to receive under the Severance Plan (i) severance benefits upon a Qualifying Termination (which we describe below), including enhanced benefits for a Qualifying Termination that occurs within a window period surrounding a Change in Control (as defined in the Severance Plan) of the company, and (ii) accelerated and continued vesting in respect of equity awards held by them if they remain employed with us on the date of a change in control of the company, all subject to effective release of claims against the company, compliance with restrictive conditions, and certain other conditions.

We describe these severance benefits in detail immediately below.

***Severance Benefits under Severance Plan***

The Severance Plan provides the Covered Employee with the following severance payments and benefits upon a termination of employment either (1) by us other than for Cause and other than for Poor Performance or (2) by the Covered Employee for Good Reason (each such capitalized term as defined in the Severance Plan) (a Qualifying Termination):

a lump-sum cash payment equal to (a) 2.0 for the Tier I participant or 1.5 for Tier II participants, *multiplied by* (b) the sum of (1) the Covered Employee's annual base salary *plus* (2) his or her target annual cash bonus award;

payment of a pro-rated portion of the Covered Employee's annual cash bonus award for the year of termination (with the bonus calculated based on actual performance for our executive officers);

payment of any unpaid annual bonus in respect of a prior fiscal year (or performance period already completed) that ended on or before the date of termination (without any requirement to remain employed through the payment date to earn such bonus);

continued health-care coverage for up to 18 months post-termination, with the Covered Employee paying active employee premium rates;

outplacement assistance for up to 12 months post-termination; and

vesting of equity awards as follows (unless the underlying equity award agreement provides for more favorable vesting, in which case such agreement shall control and except in the case of the Strategic Equity Awards, which are not subject to the Severance Plan):

If the Qualifying Termination occurs at any time outside of the Change in Control Protection Period (as defined below), accelerated vesting of a pro-rated portion of all outstanding unvested time-vesting equity awards or, if the award is subject to performance-based vesting conditions, continued eligibility to vest based on the actual achievement of the performance goals following the completion of the applicable performance period with respect to a pro-rated portion of all outstanding unvested performance-vesting equity awards, in each case, based on the number of days employed from the grant date through the date of termination plus an additional number of days corresponding to the Covered Employee's severance multiple (24 months for the Tier I participant or 18 months for Tier II participants), subject to the following deferred equity delivery requirements:

50% of the accelerated portion of time-vesting restricted stock units or time-vesting restricted stock will be delivered on the date of termination and the remaining 50% will be delivered at the end of the applicable period during which the Covered Employee is subject to the restrictive conditions under the Severance Plan as described below (which is 24 months following the termination date for the Tier I participant and 18 months following the termination date for the Tier II participants) (such period is referred to herein as the restricted period), subject to the Covered Employee's compliance with such restrictive conditions during the restricted period;

50% of the accelerated portion of shares underlying time-vesting options will be forfeited if the Covered Employee does not comply with the restrictive conditions under the Severance Plan during the applicable restricted period;

**Table of Contents**

**EXECUTIVE COMPENSATION**

With respect to the portion of performance-vesting restricted stock units or restricted stock that were subject to continued eligibility to vest and are actually earned based on the level of achievement of the applicable performance goals, 50% will be delivered at the end of the applicable performance period and the remaining 50% will be delivered at the later of the end of the performance period or the end of the restricted period, subject to the Covered Employee's compliance with the restrictive conditions during the restricted period;

With respect to the portion of shares underlying performance-vesting options that were subject to continued eligibility to vest and are actually earned based on the level of achievement of the applicable performance goals, 50% will be forfeited if the Covered Employee does not comply with the restrictive conditions under the Severance Plan during the applicable restricted period; and

Notwithstanding the foregoing, if a Covered Employee exercises any time-vesting options or performance-vesting options during the restricted period applicable to such Covered Employee, then the shares acquired upon such exercise will be held by us and may not be sold or transferred by such Covered Employee before the end of such restricted period, and, if such Covered Employee does not comply with the restrictive conditions, each such share will be automatically repurchased by us at a price equal to the lower of the fair market value of such share and the exercise price per share of such option.

If the Qualifying Termination occurs upon, within 120 days prior to or within two years following, a Change in Control (the Change in Control Protection Period), immediate and fully accelerated vesting of all outstanding unvested equity awards (or their as-assumed, -converted or -replaced awards as described below under Severance Plan Treatment of Equity Awards Held by Non-Terminated Participants upon a Change in Control) (and, if the award is subject to performance-based vesting conditions, the Compensation Committee will determine the number of shares subject to the award based on the projected achievement of the performance goals after taking into account actual achievement through the date of such Change in Control), with none of the equity underlying the to-be-vested awards subject to deferred delivery.

The Covered Employee's receipt of severance payments and benefits under the Severance Plan is conditioned upon his or her execution of an effective release of claims against the company and compliance with restrictive conditions set forth in the Severance Plan, including a condition prohibiting the solicitation of the company's customers and employees that remains in effect for a specified period following termination. This restricted period is 24 months for the Tier I participant and 18 months for the Tier II participants, as such period may

be reduced or eliminated (x) by the Compensation Committee or (y) if and to the extent required to comply with the laws of the jurisdiction in which the Covered Employee was primarily providing services to the company immediately prior to such termination.

*Severance Plan Treatment of Equity Awards Held by Non-Terminated Participants upon a Change in Control*

The Severance Plan provides that if the Covered Employee remains employed on the date on which a Change in Control occurs, then:

with respect to any outstanding time-vesting equity awards held by the Covered Employee (other than the Time Vesting Strategic Equity Awards, which are not subject to the Severance Plan):

if the company's successor does not assume, convert or replace such awards with publicly-traded equity securities (or their equivalent) having an equivalent value (and vesting schedule), the awards, to the extent unvested, will immediately vest in full; or

if the company's successor so assumes, converts or replaces such awards, the awards will remain subject to vesting in accordance with their terms (including the provisions described above regarding the treatment of such award upon a Qualifying Termination); and

with respect to any outstanding performance-vesting equity awards held by the Covered Employee (other than the rTSR Strategic Equity Awards and the rEPS Strategic Equity Awards, neither of which are subject to the Severance Plan), the Compensation Committee will determine the projected achievement of the performance goals upon such Change in Control after taking into account actual achievement through the date of such Change in Control, and such projected performance will be used to determine the number of options or shares subject to such award that will remain eligible to vest as provided below (such options or shares, the Vesting Eligible Shares ) (any shares that do not remain eligible to vest based on the Compensation Committee's determination of projected performance being automatically forfeited on the date of such Change in Control); and

if the company's successor does not assume, convert or replace the performance-based equity award of Vesting Eligible Shares, then each outstanding Vesting Eligible Share subject to such award will immediately vest in full; or

if the company's successor so assumes, converts or replaces the performance-based equity award of Vesting Eligible Shares, then each outstanding award will convert into a time-vesting equity award that will vest in full on the date that the award would otherwise have fully vested in accordance with its terms (subject to the provisions described above regarding the treatment of such award upon a Qualifying Termination).

**Table of Contents****EXECUTIVE COMPENSATION***Hypothetical December 29, 2017 Termination under our Severance Plan*

In the hypothetical event that any of our named executive officers for 2017 incurred a Qualifying Termination on December 29, 2017, they would have received the following severance benefits under the Severance Plan in the case of each of our named executive officers:

Name		Cash	Pro-Rata Bonus <sup>(1)</sup>	Accelerated Health and Welfare		Total*
		Severance		Vesting of RSUs <sup>(2)</sup>	Benefits <sup>(3)</sup>	
		(\$)	(\$)	(\$)	(\$)	(\$)
Robert E. Sulentic	No Change in Control	5,940,000 <sup>(4)</sup>	2,485,824	11,951,654	20,929	20,398,407
	During Change in Control Protection Period	5,940,000 <sup>(4)</sup>	2,485,824	13,433,333	20,929	21,880,086
James R. Groch	No Change in Control	2,887,500 <sup>(5)</sup>	1,586,512	7,076,508	25,255	11,575,775
	During Change in Control Protection Period	2,887,500 <sup>(5)</sup>	1,586,512	8,894,272	25,255	13,393,539
Michael J. Lafitte	No Change in Control	2,625,000 <sup>(5)</sup>	1,480,560	5,503,315	26,466	9,635,341
	During Change in Control Protection Period	2,625,000 <sup>(5)</sup>	1,480,560	6,909,071	26,466	11,041,097
Calvin W. Frese, Jr.	No Change in Control	2,625,000 <sup>(5)</sup>	1,305,920	5,395,387	20,929	9,347,236
		2,625,000 <sup>(5)</sup>	1,305,920	6,785,421	20,929	10,737,270

During Change in Control  
Protection Period

William F. Concannon	No Change in Control	2,550,000 <sup>(5)</sup>	1,415,400	4,875,407	20,929	8,861,736
	During Change in Control Protection Period	2,550,000 <sup>(5)</sup>	1,415,400	6,163,273	20,929	10,149,602

\* *Figures in this table assume no reduction in severance benefits due to operation of Internal Revenue Code 280G.*

- (1) Represents the actual annual cash bonus award for 2017. Includes supplemental and discretionary bonus awards made under EBP for 2017.
- (2) Amounts shown are calculated by aggregating the sums determined by multiplying, for each outstanding unvested equity award (excluding the one-time Strategic Equity Awards, which are not subject to the Severance Plan), (x) the number of unvested stock units accelerating as a result of the Qualifying Termination (a portion of which may be subject to deferred delivery and continued compliance with restrictive conditions as described above), by (y) our per-share closing stock price on December 29, 2017 of \$43.31. The value of accelerated Adjusted EPS Equity Awards is calculated assuming that the applicable performance measures are achieved at their target unit amount, except for our Adjusted EPS Equity Awards granted in 2015 (in which latter case we have assumed that those 2015 awards would have been achieved based on our actual adjusted EPS performance as later certified by our Compensation Committee on February 16, 2018). See footnote (7) to our Outstanding Equity Awards at Fiscal Year-End table on page 58. See the discussion under the heading Qualifying Termination or Retirement Under Strategic Equity Award Agreements below for the treatment of Strategic Equity Awards under the applicable termination events.
- (3) Represents the approximate value of continued health-care coverage at active employee rates for a period of 18 months and the approximate value of outplacement assistance for 12 months.
- (4) Represents a lump-sum cash payment equal to two times (2x) the sum of (a) the annual base salary plus (b) the target annual cash bonus award for 2017.
- (5) Represents a lump-sum cash payment equal to one-and-a-half times (1.5x) the sum of (a) the annual base salary plus (b) the target annual cash bonus award for 2017.

***Death, Disability and Retirement Under 2014, 2015, 2016 and 2017 Annual Equity Award Agreements***

Any unvested portion of our annual equity awards is generally forfeited upon termination of an executive's employment with the company, except as provided for under our Severance Plan described above. In addition to the Severance Plan, the award agreements pursuant to which our 2014, 2015, 2016 and 2017 annual equity awards were

granted provide for continued or accelerated vesting of the unvested portion of those awards in certain death, disability and retirement circumstances.

In summary:

For the Time Vesting Equity Awards, if the grantee's employment terminates due to death or disability, then any unvested portion of the award will become immediately vested. If the grantee's employment terminates due to retirement, then any unvested portion of the award will continue to vest in 25% annual increments on the original vesting schedule, subject to the grantee's compliance with non-competition, non-solicitation and confidentiality conditions through the applicable vesting date(s).

For the Adjusted EPS Equity Awards, if the grantee's employment terminates due to death, disability or retirement, then the award will vest on the date on which it would have otherwise vested under the original vesting schedule, but only if the company satisfies the minimum adjusted EPS performance threshold and, in the case of retirement subject to the grantee's compliance with non-competition, non-solicitation and confidentiality conditions through the applicable vesting date(s). The number of shares underlying the award that ultimately vest (if any) will be based on our actual adjusted EPS over the performance period relative to the adjusted EPS targets set forth in the award.

If the death, disability or retirement event occurs within twelve months following the grant date, then the unvested portion of the respective award that will immediately vest or continue to vest, as applicable, will be pro-rated based on the number of days worked during such twelve-month period prior to the termination event.

**Table of Contents****EXECUTIVE COMPENSATION**

A **retirement** means the grantee has voluntarily terminated employment at age 62 or older with at least ten years of continuous service to the company.

A **disability** means the grantee is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or to last for a continuous period of not less than 12 months.

*Hypothetical December 29, 2017 Termination Due to Death, Disability or Retirement*

In the hypothetical event that any of our named executive officers during 2017 had terminated employment on December 29, 2017 due to death, disability or retirement under the circumstances covered by our 2014, 2015, 2016 and 2017 annual award agreements, they would have received (either immediately or over time, depending on the circumstances of the termination) the following in respect of their unvested 2014, 2015, 2016 and 2017 annual equity awards:

Name	2014 Annual	2015 Annual	2016 Annual	2017 Annual	Total
	Equity Award	Equity Award	Equity Award	Equity Awards	
	(\$)	(\$)	(\$)	(\$)	(\$)
Robert E. Sulentic	875,165	4,216,488	2,242,895	5,046,117	12,380,665
James R. Groch	630,117	3,066,478	1,631,185	2,950,906	8,278,686
Michael J. Lafitte	518,118	2,371,439	1,261,447	2,282,017	6,433,021
Calvin W. Frese, Jr.	504,085	2,299,848	1,223,421	2,282,017	6,309,371

William F. Concannon <sup>(1)</sup>	373,419	2,095,381	1,114,669	2,134,522	5,717,991
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(1) Mr. Concannon became retirement-eligible in November 2017.

The foregoing amounts assume (i) the Adjusted EPS Equity Awards granted in 2015 would have been achieved based on our actual adjusted EPS performance as later certified by the Compensation Committee on February 16, 2018, (ii) the Adjusted EPS Equity Awards granted in 2017 are achieved at their target adjusted EPS performance level, (iii) all awards were valued at the closing price of our common stock on December 29, 2017, which was \$43.31 per share, and (iv) in the case of retirement, the named executive officer complied with the applicable non-competition, non-solicitation and confidentiality conditions through all applicable vesting dates.

### ***Qualifying Termination or Retirement Under 2017 Strategic Equity Award Agreements***

Any unvested portion of the 2017 Strategic Equity Awards is generally forfeited upon a termination of employment that occurs prior to, in the case of the Time Vesting Strategic Equity Awards, their December 1, 2023 vesting date, and, in the case of the rTSR Strategic Equity Awards and the rEPS Strategic Equity Awards, the date on which the Compensation Committee certifies the applicable performance percentile ranking achieved (which certification will occur as soon as practicable, but in no event more than 60 days in the case of the rTSR Strategic Equity Awards or 90 days in the case of the rEPS Strategic Equity Awards, following the end of the six-year performance period for such RSUs). However, the award agreements pursuant to which the Strategic Equity Awards were granted provide for continued or accelerated vesting of a pro-rata amount of the unvested portion of those awards in the event of a termination due to (i) retirement or (ii) death, disability, by the company without cause or by the grantee for good reason (collectively referred to hereafter as a SEA Qualifying Termination ).

In summary:

For the Time Vesting Strategic Equity Awards, if the grantee's employment is terminated due to a SEA Qualifying Termination, a pro rata portion of the Time Vesting Strategic Equity Awards will vest on the date of termination determined based on the number of days the grantee was employed during the six-year vesting period of the Time Vesting Strategic Equity Awards (or, if such SEA Qualifying Termination occurs following a change in control of the company (as defined in the 2017 Plan), all unvested Time Vesting Strategic Equity Awards will automatically vest on the date of such termination).

For the Time Vesting Strategic Equity Awards, if the grantee's employment is terminated due to retirement at any time on or after the first anniversary of the grant date, then, so long as the grantee has not breached any restrictive covenants to which he is subject, a pro rata portion of the Time Vesting Strategic Equity Awards will vest on December 1, 2023 (with the remaining Time Vesting Strategic Equity Awards being forfeited). If the termination due to retirement occurs prior to the first anniversary of the grant date, all of the Time Vesting Strategic Equity Awards will be forfeited upon such termination without consideration.

For the rTSR Strategic Equity Awards, if the grantee's employment is terminated during the performance period and prior to a change in control of the company due to a SEA Qualifying Termination at any time or due to retirement at any time on or after the first anniversary of the

**66 CBRE - 2018 Proxy Statement**

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**Table of Contents****EXECUTIVE COMPENSATION**

grant date, then, so long as the grantee has not breached any restrictive covenants to which he is subject, that number of rTSR Strategic Equity Awards will vest on the vesting measurement date as is determined by multiplying the number of rTSR Strategic Equity Awards that would have vested if the grantee had remained employed on the vesting measurement date by a fraction, the numerator of which is the number of days the grantee was employed from December 1, 2017 to the date of termination and the denominator of which is the total number of days from December 1, 2017 to the vesting measurement date.

For the rTSR Strategic Equity Awards, if a change in control of the company occurs during the performance period, then the performance period will end as of the closing date of the change in control, and the number of rTSR Strategic Equity Awards that will be earned (and therefore remain eligible to vest following such change in control) will be determined in accordance with the percentile ranking calculation above, but the closing date of the change in control will be used as the measurement date and the price per share payable in connection with such change in control will be the final value of the company's Class A common stock. Any rTSR Strategic Equity Awards that are so earned will vest on December 1, 2023 (subject to the grantee's continued employment on such date) or if the grantee's employment is terminated at any time following the change in control and prior to December 1, 2023 due to a SEA Qualifying Termination or due to retirement (so long as such retirement occurs on or after the first anniversary of the grant date), then any rTSR Strategic Equity Awards so earned will vest on the date of such termination. Any rTSR Strategic Equity Awards not so earned will be automatically forfeited upon the closing of the change in control.

For the rEPS Strategic Equity Awards, if the grantee's employment is terminated during the performance period and prior to a change in control of the company (due to a SEA Qualifying Termination at any time or due to retirement at any time on or after the first anniversary of the grant date, then, so long as the grantee has not breached any restrictive covenants to which he is subject, that number of rEPS Strategic Equity Awards will vest on the vesting measurement date as is determined by multiplying the number of rEPS Strategic Equity Awards that would have vested if the grantee had remained employed on the vesting measurement date by a fraction, the numerator of which is the number of days the grantee was employed from December 1, 2017 to the date of termination and the denominator of which is the total number of days from December 1, 2017 to the vesting measurement date.

For the rEPS Strategic Equity Awards, if a change in control of the company occurs during the performance period, then the performance period will end as of the most recent quarter-end prior to the closing date of the change in control, the number of rEPS Strategic Equity Awards that will be earned (and therefore remain eligible to vest following such change in control) will be determined in accordance with the percentile ranking calculation above but with the most recent quarter-end prior to the closing date of the change in control being used as the measurement date for purposes of measuring the growth in Adjusted EPS over the performance period. Any rEPS Strategic Equity Awards that are so earned will vest on December 31, 2023 (subject to the grantee's continued employment on such date) or if the grantee's employment is terminated at any time following the change in control and prior to December 1, 2023 due to a SEA Qualifying Termination or due to retirement (so long as such retirement occurs on or after the first anniversary of the grant date), then any rEPS Strategic Equity Awards so earned will vest on the date of such termination. Any rEPS Strategic Equity Awards not so earned will be automatically forfeited upon the closing of the

change in control.

Cause means the occurrence of any one or more of the following events: (i) the grantee's conviction of (or plea of guilty or no contest to) a felony involving moral turpitude; (ii) the grantee's willful and continued failure to substantially perform his designated duties or to follow lawful and authorized directions of the company after written notice from or on behalf of the company; (iii) the grantee's willful misconduct (including willful violation of the company's policies that are applicable to such grantee) or gross negligence that results in material reputational or financial harm to the company; (iv) any act of fraud, theft, or any material act of dishonesty by the grantee regarding the company's business; (v) the grantee's material breach of fiduciary duty to the company (including without limitation, acting in competition with, or taking other adverse action against, the company during the period of the grantee's employment with the company, including soliciting our employees for alternative employment); (vi) any illegal or unethical act (inside or outside of such grantee's scope of employment) by the grantee that results in material reputational or financial harm to the company; (vii) the grantee's material misrepresentation regarding personal and/or company performance and/or the company's records for personal or family financial benefit; (viii) the grantee's material or systematic unauthorized use or abuse of corporate resources of the company for personal or family financial benefit; or (ix) the grantee's refusal to testify or cooperate in legal proceedings or investigations involving the company. For purposes of this definition, the company means the company and its subsidiaries and affiliates.

Good reason means the occurrence of any one or more of the following events without the grantee's prior written consent: (i) a material adverse change in the grantee's duties or responsibilities (such that the compensation paid to the grantee would not continue to be deemed rational based on his revised duties or responsibilities); (ii) a reduction of more

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**Table of Contents****EXECUTIVE COMPENSATION**

than 10% in the grantee's base salary as in effect for the 12-month period immediately prior to such reduction, other than in connection with an across-the-board reduction of the base salaries of similarly situated employees or due to changes in the grantee's duties and responsibilities with the grantee's prior written consent; (iii) a reduction of more than 10% in the grantee's annual target bonus as in effect immediately prior to such reduction or the grantee becoming ineligible to participate in bonus plans applicable to similarly situated employees, other than in connection with an across-the-board reduction of the annual target bonuses of similarly situated employees or due to changes in the grantee's duties and responsibilities with the grantee's prior written consent; (iv) the failure by the company to make any annual equity grant to the grantee or a reduction of more than 10% of the grantee's annual equity grant as compared to the annual equity grant made to the grantee in the preceding fiscal year of the company, unless (A) a reduction of annual equity grants or a change in equity philosophy or practice occurs that does not disproportionately affect the grantee relative to other similarly situated employees who receive equity grants, or (B) such failure to grant or reduction of such grants occurs

due to changes in the grantee's duties and responsibilities with the grantee's prior written consent; (v) if the grantee is a participant in the Severance Plan, the failure of any successor to the company to assume the Severance Plan upon a change in control of the company; or (vi) a change in the grantee's principal place of work to a location of more than 50 miles in each direction from his principal place of work immediately prior to such change in location, so long as such change increases the grantee's commute from his principal residence by more than 50 miles in each direction and more than 3 times per week on average. In order to resign for "good reason", a grantee must provide a notice of termination to the company within 90 days of the initial existence of the facts or circumstances constituting such event, the company must fail to cure such facts or circumstances within 30 days after receipt of such notice and the date on which the grantee's termination occurs must be no later than 30 days after the expiration of the such cure period.

Disability has the same meaning it has under the Severance Plan and retirement has the same meaning it has for purposes of the company's annual equity awards.

*Hypothetical December 29, 2017 Termination Due to Retirement*

In the hypothetical event that any of our named executive officers (other than Mr. Sulentic who declined the Compensation Committee's offer of a Strategic Equity Award) during 2017 had terminated employment on December 29, 2017 due to retirement and irrespective of whether a change in control of the company had occurred prior to such hypothetical termination, they would not receive any accelerated vesting with respect to their Strategic Equity Awards because such termination would have occurred prior to the first anniversary of the grant date. Accordingly, each named executive officer's Strategic Equity Awards would have been forfeited without consideration upon such a hypothetical termination.

*Hypothetical December 29, 2017 Termination Due to SEA Qualifying Termination (No Change in Control)*

In the hypothetical event that any of our named executive officers (other than Mr. Sulentic, who declined the Compensation Committee's offer of a Strategic Equity Award) during 2017 had terminated employment on

December 29, 2017 due to a SEA Qualifying Termination, they would have received either immediately or over time, depending on the circumstances of the termination) the following in respect of their Strategic Equity Awards:

Name	Time Vesting Strategic	rEPS Strategic		Total
	Equity Awards	TSR Strategic	Equity Awards	
	(\$)	(\$)	(\$)	(\$)
James R. Groch	24,297	24,297	24,037	72,631
Michael J. Lafitte	24,297	24,297	24,037	72,631
Calvin W. Frese, Jr.	24,297	24,297	24,037	72,631
William F. Concannon	24,297	24,297	24,037	72,631

The foregoing amounts assume (i) the level of performance achieved for both the rTSR Strategic Equity Awards and the rEPS Strategic Equity Awards will be the level which causes the target number of rTSR Strategic Equity Awards and rEPS Strategic Equity Awards to vest, (ii) all awards were valued at the closing price of our common stock on December 29, 2017, which was \$43.31 per share, (iii) the named executive officer complied with the applicable restrictive covenants through all applicable vesting dates, and (iv) for each type of award, the actual number of awards that vested was determined using proration based on service from December 1, 2017 through December 29, 2017.

**Table of Contents****EXECUTIVE COMPENSATION***Hypothetical December 29, 2017 Termination Due to SEA Qualifying Termination (Change in Control)*

In the hypothetical event that a change in control of the company had occurred on December 29, 2017 and any of our named executive officers (other than Mr. Sulentic, who declined the Compensation Committee's offer of a Strategic Equity Award) during 2017 had terminated employment due to a SEA Qualifying Termination immediately following such change in control, they would have received (either immediately or over time, depending on the circumstances of the termination) the following in respect of their Strategic Equity Awards:

Name	Time Vesting Strategic	rTSR Strategic	rEPS Strategic	Total (\$)
	Equity Awards	Equity Awards	Equity Awards	
	(\$)	(\$)	(\$)	
James R. Groch	1,838,423	1,838,423	1,838,423	5,515,269
Michael J. Lafitte	1,838,423	1,838,423	1,838,423	5,515,269
Calvin W. Frese, Jr.	1,838,423	1,838,423	1,838,423	5,515,269
William F. Concannon	1,838,423	1,838,423	1,838,423	5,515,269

The short time frame between the grant date and the hypothetical change in control date (28 days) does not provide a meaningful measurement period for our rTSR Strategic Equity Awards and rEPS Strategic Equity Awards. Therefore, for purposes of the foregoing table, we have assumed the level of performance achieved for both our rTSR Strategic Equity Awards and our rEPS Strategic Equity Awards will be the level which causes the target number of rTSR Strategic Equity Awards and rEPS Strategic Equity Awards to vest. We have also assumed that (i) all awards were valued at the closing price of our common stock on December 29, 2017, which was \$43.31 per share and, for purposes of the rTSR Strategic Equity Awards, that this closing price was also the final value of the company's Class A common stock for purposes of calculating the price per share payable in connection with the change in control and (ii) the

named executive officer complied with the applicable restrictive covenants through all applicable vesting dates.

## Table of Contents

### **PROPOSAL 4 APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO REDUCE (TO 25%) THE STOCK-OWNERSHIP THRESHOLD REQUIRED FOR STOCKHOLDERS TO REQUEST A SPECIAL STOCKHOLDER MEETING**

#### **Overview**

Our Board recommends that our stockholders approve an amendment to our existing Amended and Restated Certificate of Incorporation (our Existing Charter ) to allow one or more stockholders owning at least 25% in aggregate voting power of our shares to request a special stockholder meeting, subject to ownership and procedural requirements outlined below. We refer to this as our Proposed Charter Amendment. Our Board believes that the Proposed Charter Amendment is in our and our stockholders best interests and recommends that you vote **FOR** it.

Under our Existing Charter and our existing Amended and Restated By-Laws (our Existing By-Laws ), holders of at least 30% in voting power of all shares entitled to vote at a special stockholder meeting may request such a meeting.

#### **The Proposed Charter Amendment**

Subject to stockholder approval, we will amend our Existing Charter to provide as follows:

a special stockholder meeting may be requested by one or more stockholders owning at least 25% in aggregate voting power of shares entitled to vote on the matters to be brought before the proposed special meeting; and

any requesting stockholder(s) must continue to satisfy the 25% level of stock ownership for the holding period set forth in our by-laws from time to time. This holding period will initially require that the requesting stockholder(s) satisfy the 25% requirement through the date of the proposed special meeting. See Related Changes to Our By-Laws below.

#### **Rationale for our Proposed Charter Amendment**

During our 2016 annual meeting of stockholders, we submitted a proposal on this topic, asking our stockholders to reduce the ownership threshold for stockholders to call a special meeting from 50% to 30%. Stockholders were also presented with a competing stockholder proposal for a 10% threshold at that same meeting. Stockholders strongly preferred our proposal, which was approved by 84.4% of the votes cast at the meeting, while the stockholder proposal

seeking a 10% threshold garnered only 51.9% of the votes cast. We amended our charter and by-laws accordingly to permit holders of at least 30% in voting power of all shares entitled to vote to request a special meeting. Following the 2016 annual meeting, we engaged in discussions with a number of our stockholders to solicit their views on this topic and confirmed that they generally did not prefer a 10% threshold for stockholders to call a special meeting.

Our Board has carefully considered the Proposed Charter Amendment following a review of our corporate-governance principles and practices and after considering the views of a number of our stockholders and the stockholder-proposed Proposal 5 on page 73 (the *Stockholder Proposal* ). Our Board also carefully considered the thresholds adopted by other S&P 500 public companies that allow stockholders to call a special meeting. We found as of February 28, 2018, that more than 50% of Delaware companies in the S&P 500 that allow minority stockholders to call a special meeting used a 25% threshold, consistent with our Proposed Charter Amendment. Only about 10% of such companies had adopted a 10% threshold such as that contained in Proposal 5 below.

Our Board recognizes that some stockholders view the ability to call special stockholder meetings as a good corporate-governance practice that enhances stockholder rights. Our Board also believes, however, that special meetings called by a small minority of stockholders can be abused and become disruptive to our management and business operations, and can cause us to expend substantial and unnecessary time and expense. Our Board considers special meetings to be extraordinary events that a significant number of stockholders should support, and that special meetings should not be a mechanism that a small group of stockholders can misuse to advance agendas and interests that our broader stockholder base may not share.

Our Board weighed these competing considerations and determined that the proposed 25% ownership threshold is consistent with the current most broadly adopted practice of widely held S&P 500 public companies and strikes the appropriate balance between enhancing stockholder rights and protecting stockholder interests.

**70** *CBRE - 2018 Proxy Statement*

**Table of Contents**

**PROPOSAL 4**

**Related Changes to Our By-Laws**

*Reduction of Ownership Threshold from Existing By-Laws*

Like our Existing Charter, our Existing By-Laws state that only holders of at least 30% in voting power of all shares entitled to vote at a special stockholder meeting may request such a meeting. If our stockholders approve our Proposed Charter Amendment, we would also reduce the ownership threshold in our Existing By-Laws from 30% to 25%.

**The Related Stockholder Proposal**

As described under Proposal 5 below on page 73, a stockholder has notified us that he intends to submit a matter for stockholder consideration at our Annual Meeting. The Stockholder Proposal also relates to a stockholder's ability to request a special meeting. Although our Proposed Charter Amendment and the Stockholder Proposal relate to the same subject matter, the two Proposals differ as follows:

This Proposal 4 is binding on us, which means that if our stockholders approve our Proposed Charter Amendment, then we will amend our Existing Charter and Existing By-Laws as described above. In contrast, the Stockholder Proposal is not binding; it only asks (but does not require) that our Board lower the stock-ownership threshold for stockholders to request a special meeting. Although not binding, if our stockholders approve the Stockholder Proposal, our Board would further engage with our stockholders on this matter.

Our Proposed Charter Amendment provides for a stock-ownership threshold of 25% in aggregate voting power to request a special meeting. In contrast, the Stockholder Proposal provides for only a 10% threshold. We believe that our higher threshold protects our broader stockholder base from minority groups of stockholders that may abuse the special meeting process for their own self-interest by calling numerous expensive, time-consuming and distracting special meetings. From time to time, our individual stockholders have owned in excess of 10% of our common stock. Adoption of a 10% threshold would potentially permit a single stockholder to call a special meeting. You should carefully read the Stockholder Proposal alongside this Proposal 4. You should also consider our Board Statement in Opposition to the Stockholder Proposal when considering how to vote on this Proposal 4 and the Stockholder Proposal.

*What If Our Stockholders Approve Both This Proposal 4 and the Stockholder Proposal, or Approve Only One of Them?*

Our stockholders may vote on both this Proposal 4 (our Proposed Charter Amendment) and Proposal 5 (the Stockholder Proposal).

But:

If our Proposed Charter Amendment receives a sufficient number of affirmative votes for approval as described below within this Proposal 4 under Required Vote, then it will be binding on us. In that event, our Proposed Charter Amendment and related by-law amendments will become effective, regardless of the voting outcome on the Stockholder Proposal. Also in that event, we will not implement the Stockholder Proposal irrespective of its voting outcome (and even if the Stockholder Proposal also receives a majority affirmative vote as described in Proposal 5 under Required Vote ). However, if our stockholders approve the Stockholder Proposal, our Board would further engage with our stockholders on this matter. **Our Board strongly recommends that our stockholders vote FOR our Proposed Charter Amendment and AGAINST the Stockholder Proposal. Voting for FOR both our Proposed Charter Amendment and the Stockholder Proposal may invite confusion about stockholders intent. Therefore, we encourage stockholders to vote FOR the Proposed Charter Amendment and to vote AGAINST or ABSTAIN on the Stockholder Proposal.**

If the Stockholder Proposal receives a sufficient number of affirmative votes for approval *and* our Proposed Charter Amendment receives less than the number of affirmative votes necessary for approval, then our Board and its Governance Committee will take the Stockholder Proposal under further advisement to determine appropriate next steps.

If neither our Proposed Charter Amendment nor the Stockholder Proposal receives a sufficient number of affirmative votes for approval, then we will not implement either proposal. This means that our Existing Charter and Existing By-Laws will remain in effect without amendment. In this case, holders of at least 30% in voting power of all shares entitled to vote at a special stockholder meeting may request such a meeting.

If we proceed to implement our Proposed Charter Amendment in the circumstances described above, then our immediate next steps are outlined under Additional Information immediately below.

### **Additional Information**

We have only summarized herein our Proposed Charter Amendment and related amendment to our Existing By-Laws. You should however review the full text of their amendments. We have attached copies of our charter and by-laws (as we propose to amend them) as Annex B and Annex C, respectively, to this Proxy Statement, and we have indicated therein the proposed amendments.

Note that although our Board has already approved our Proposed Charter Amendment, our Proposed Charter

**Table of Contents**

**PROPOSAL 4**

Amendment and the related by-law amendment will take effect only if our stockholders approve our Proposed Charter Amendment at the Annual Meeting. If so approved, we then intend to promptly file after the Annual Meeting our Proposed Charter Amendment with the Secretary of State of the State of Delaware, only upon which filing will it become effective. Our related by-law amendment would also only become effective at that time.

If our stockholders do not approve our Proposed Charter Amendment, then we will not so file our Proposed Charter Amendment, and neither it nor the related by-law amendments will become effective. As noted above, this means that our Existing Charter and Existing By-Laws will remain in effect without amendment, in which case holders of at least 30% in voting power of all shares entitled to vote at a special stockholder meeting may request such a meeting.

**Required Vote**

Approval of this Proposal 4 requires the affirmative vote (*i.e.*, **FOR** votes) of a majority of the shares outstanding and entitled to vote thereon at our 2018 Annual Meeting. Votes to **ABSTAIN** and broker non-votes constitute shares outstanding and entitled to vote for purposes of this Proposal, and so a vote to **ABSTAIN** or a broker non-vote will have the same effect as a vote **AGAINST** this Proposal.

**Recommendation**

**Our Board strongly recommends that stockholders vote **FOR** our Proposed Charter Amendment.**

**Our Board also strongly recommends that stockholders vote **AGAINST** or **ABSTAIN** on the Stockholder Proposal.**

**Voting **FOR** both our Proposed Charter Amendment and the Stockholder Proposal may invite confusion about stockholders' intent. Therefore, we encourage stockholders to vote **FOR** the Proposed Charter Amendment and to vote **AGAINST** or **ABSTAIN** on the Stockholder Proposal.**

**Table of Contents**

**PROPOSAL 5 STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS**

John Chevedden, residing at 2215 Nelson Ave., No. 205, Redondo Beach, California 90278, has notified us that he intends to present Proposal 5 (set forth below) for stockholder consideration at our Annual Meeting. His proposal concerns the stock ownership threshold necessary for our stockholders to call special stockholder meetings. He has provided us with documentation indicating that he is the beneficial owner of at

least 100 shares of our common stock. We refer to his proposal as the Stockholder Proposal. Mr. Chevedden's proposal is printed below verbatim, and we have not endeavored to correct any erroneous statements or typographical errors contained therein. We are not responsible for the contents of this proposal.

Mr. Chevedden has submitted the following resolution:

**Proposal 5 Special Shareholder Improvement**

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our by-laws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). This proposal does not impact our board's current power to call a special meeting.

Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings. This proposal topic won more than 70%-support at Edward Lifesciences and SunEdison in 2013.

A shareholder right to call a special meeting and to act by written consent and are 2 complimentary ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle as the election of directors. More than 100 Fortune 500 companies provide for shareholders to call special meeting and to act by written consent.

Scores of Fortune 500 companies allow a more functional 10% of shares to call a special meeting compared to the entrenchment requirement of CBRE Group. CBRE Shareholders do not have the full right to call a special meeting that is available under state law.

This proposal won 52%-support at the CBRE annual meeting. This 52%-support could have been higher (for instance 57%) if small shareholders had the same access to independent corporate governance recommendations as large shareholders.

A shareholder ability to call a special meeting would put shareholders in a better position to ask for improvement in our board of directors at the 2018 annual meeting. For instance, directors could be given more appropriate

assignments on our board. Company performance and the stock price can benefit from such improvement.

For example, 5 directors received up to 20-times as many negative votes as other directors:

Brad Freeman

Brandon Boze

Christopher Jenny

Curtis Feeny

Gerardo Lopez

These negative vote directors controlling 80% of our Nomination Committee, 60% of our Executive Pay Committee and 50% of our Audit Committee compounded this disparity.

Plus 3 directors had 16-years long-tenure including our Chairman, Ray Wirta.

Long tenure can impair the independence of a director no matter how well qualified.

Independence is a priceless attribute in a director, especially in a Chairman.

Please vote to increase management accountability to shareholders:

**Special Shareholder Meeting Improvement Proposal 5**

**Table of Contents**

**PROPOSAL 5**

**Board Statement in Opposition to the Stockholder Proposal**

Our Board strongly recommends that stockholders vote **AGAINST** the Stockholder Proposal for the following reasons:

*First, the Stockholder Proposal conflicts with our Proposed Charter Amendment in Proposal 4, which our Board believes is more appropriately tailored to our stockholders' needs and reflects prevailing best practices on corporate governance standards for public companies.*

Our Proposed Charter Amendment would amend our Existing Charter to allow one or more stockholders owning at least 25% in aggregate voting power of our shares to request a special stockholder meeting. In contrast, the Stockholder Proposal would permit owners of only 10% of aggregate voting power to call special meetings. As noted under Proposal 4 above, our Board recognizes that some stockholders view the ability to call special meetings as a good corporate-governance practice that enhances stockholder rights. Our Board also believes, however, that special meetings can be abused if exercised by a small minority of stockholders and therefore be disruptive to our overall stockholders and business operations and can cause us to spend substantial and unnecessary time and expense. Our Board considers special meetings to be extraordinary events that a significant number of stockholders should support, and that special meetings should not be a mechanism that a small group of stockholders can misuse to advance agendas and interests that our broader stockholder base may not share. From time to time, our individual stockholders have owned in excess of 10% of our common stock. Adoption of a 10% threshold would potentially permit a single stockholder to call a special meeting.

Our Board weighed these competing considerations and sought stockholder feedback on the topic and determined that the proposed 25% ownership threshold in our Proposed Charter Amendment is consistent with best practices across S&P 500 public companies and strikes the appropriate balance between enhancing stockholder rights and protecting stockholder interests. We have found as of February 28, 2018, that among Delaware companies in the S&P 500 that allow minority stockholders to call a special meeting, more than 50% use a 25% threshold, as our Board proposes in Proposal 4 above. Only about 10% of such companies have adopted a 10% threshold such as that contained in this Proposal 5.

*Second, our stockholders recently addressed a substantially similar proposal from the same stockholder proponent.*

At our 2016 annual meeting of stockholders, our stockholders considered a proposal from Mr. Chevedden to reduce the ownership threshold for stockholders to call a special meeting to 10% as well as a competing Board-sponsored proposal to

adopt a threshold of 30%. Significantly more stockholders supported the Board's proposal for a 30% ownership threshold (approximately 84.4% of votes cast), which was subsequently implemented, than supported Mr. Chevedden's proposed 10% threshold (approximately 51.6% of votes cast). Following the 2016 annual meeting, we engaged in discussions with a number of our stockholders to solicit their views on this topic and confirmed that they generally did not prefer a 10% threshold for stockholders to call a special meeting.

*Third, you should consider in your vote our already strong corporate-governance practices.*

Our Board has an ongoing commitment to corporate-governance best practices that operate for the benefit of all stockholders. These practices include, among other things, the following:

We require that our directors be elected by a majority (versus a plurality) of votes cast in uncontested director elections.

All of our directors stand for election annually.

Stockholders may directly nominate directors for inclusion in the proxy statement through proxy access rights.

Our directors are subject to term limits.

Our focus on Board refreshment has resulted in the addition of five new directors since October 2015.

As of December 31, 2017, our average Board tenure is 7 years, compared to 9 years as of December 31, 2014.

An independent director must serve as Chair of our Board.

Our Board may not nominate a member of management for election to the Board if another member of management already sits on the Board.

9 of our 10 director nominees are independent under NYSE standards, and our Audit and Finance, Compensation and Corporate Governance Committees consist of only independent directors.

We have no poison-pill takeover-defense plan.

We permit our stockholders to act by written consent.

*Fourth, we provide significant opportunities for stockholders to engage with our management and the Board.*

Company leaders meet regularly with stockholders to discuss our strategy, operational performance and business practices, including at an Annual Investor Day meeting. We also meet with stockholders throughout the year to share perspectives on corporate governance, executive compensation and sustainability matters, among other topics. We strongly believe that this commitment to ongoing dialogue with our stockholders provides our stockholders significant opportunities to engage with our management and the Board.

**74 CBRE - 2018 Proxy Statement**

**Table of Contents**

**PROPOSAL 5**

In summary, we believe that our existing governance structure and stockholder engagement program, coupled with our higher threshold, strikes the appropriate balance between enhancing stockholder rights and protecting our broader stockholder base from minority groups of stockholders that may abuse the special meeting process.

*Important Note:* In our Proposal 4 on page 70, our Board recommends that our stockholders approve an amendment to our Existing Charter to allow one or more stockholders

owning at least 25% in aggregate voting power of our shares to request a special stockholder meeting. Although our Proposal 4 and the Stockholder Proposal relate to the same subject matter (*i.e.*, stockholder rights to call special meetings), the two Proposals differ. See *The Related Stockholder Proposal* under Proposal 4 above, which also explains how we will proceed if our stockholders approve both Proposal 4 and the Stockholder Proposal.

**Required Vote**

Approval of this Proposal 5 requires the affirmative vote (*i.e.*, **FOR** votes) of a majority of the shares present or represented and entitled to vote thereon at our 2018 Annual Meeting. A vote to **ABSTAIN** will count as **present** for purposes of the vote and so will have the same effect as a vote **AGAINST** this Proposal. A broker non-vote will not count as **present**, and so will have no effect in determining the outcome with respect to this Proposal.

**Recommendation**

**Our Board strongly recommends that stockholders vote **AGAINST** this Stockholder Proposal.**

**Table of Contents****STOCK OWNERSHIP****Security Ownership of Principal Stockholders**

Based on information available to us as of March 20, 2018, the only stockholders known to us to beneficially own more than five percent of the outstanding shares of our common stock are (all percentages in the table are based on 339,737,454 shares of common stock outstanding as of March 20, 2018):

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
BlackRock, Inc. 55 East 52nd Street New York, New York 10055	23,251,731 <sup>(1)</sup>	6.8%
ValueAct Capital Master Fund, L.P. and related entities One Letterman Drive, Building D, Fourth Floor San Francisco, California 94129	19,916,923 <sup>(2)</sup>	5.9%
The Vanguard Group 100 Vanguard Boulevard Malvern, Pennsylvania 19355	35,065,264 <sup>(3)</sup>	10.3%

(1) Solely based on information in a Schedule 13G/A filed with the SEC on January 24, 2018 by BlackRock, Inc. The Schedule 13G/A indicates that as of December 31, 2017, BlackRock, Inc. was the beneficial owner of 23,251,731 shares, with sole voting power as to 19,991,683 shares of our common stock and sole dispositive power as to 23,251,731 shares of our common stock.

- (2) Solely based on information in a Schedule D/A filed with the SEC on March 5, 2018 by ValueAct Capital Master Fund, L.P. and its related entities ( ValueAct Group ). The Schedule D/A indicates that as of March 1, 2018, ValueAct Group was the beneficial owner of 19,916,923 shares of our common stock. Excluded from this amount are 4,453 restricted stock units vesting within 60 days of March 20, 2018 that are held by Brandon B. Boze for the benefit of the ValueAct Group, as discussed in footnote (6) to the table under Security Ownership of Management and Directors below.
- (3) Solely based on information in a Schedule 13G/A filed with the SEC on March 12, 2018 by The Vanguard Group. The Schedule 13G/A indicates that as of February 28, 2018, The Vanguard Group was the beneficial owner of 35,065,264 shares, with sole voting power as to 431,907 shares, shared voting power as to 91,058 shares, sole dispositive power as to 34,593,941 shares and shared dispositive power as to 471,323 shares of our common stock.

**76 CBRE - 2018 Proxy Statement**

Table of Contents**STOCK OWNERSHIP****Security Ownership of Management and Directors**

The following table below sets forth information as of the close of business on March 20, 2018 regarding the beneficial ownership of our common stock by: (i) each of our current directors and each nominee for director to our Board; (ii) each of our executive officers named in the Summary Compensation Table ; and (iii) all current directors, director nominees and current executive officers as a group. Unless otherwise noted, the beneficial owners exercise sole voting and/or investment power over their shares. All percentages in the table are based on 339,737,454 shares of common stock outstanding as of March 20, 2018.

Name	Common Stock Beneficially Owned Directly or Indirectly <sup>(1)</sup>	Common Stock Acquirable Within 60 Days <sup>(2)</sup>	Percentage of Common Stock Beneficially Owned <sup>(3)</sup>	Shares of Common Stock Outstanding <sup>(4)</sup>
Robert E. Sulentic	466,443		466,443 <sup>(5)</sup>	*
James R. Groch	287,424		287,424	*
Michael J. Lafitte	155,149		155,149	*
Calvin W. Frese, Jr.	79,219		79,219	*
William F. Concannon	79,482		79,482	*

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Brandon B. Boze		4,453	4,453 <sup>(6)</sup>	*
Beth F. Cobert		4,453	4,453	*
Curtis F. Feeny	45,197	4,453	49,650 <sup>(7)</sup>	*
Bradford M. Freeman	116,458	4,453	120,911 <sup>(8)</sup>	*
Christopher T. Jenny	35,892	4,453	40,345	*
Gerardo I. Lopez	10,264	4,453	14,717	*
Frederic V. Malek	330,284	4,453	334,737 <sup>(9)</sup>	*
Paula R. Reynolds	7,233	4,453	11,686	*
Laura D. Tyson	26,918	4,453	31,371	*
Ray Wirta	1,111,339	4,453	1,115,792 <sup>(10)</sup>	*
Sanjiv Yajnik		1,807	1,807	*

All current directors, director nominees and current executive officers as a group (20 persons)	2,929,757	46,337	2,976,673	*
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\* Less than 1.0%

- (1) Includes shares over which the person currently holds or shares voting and/or investment power but excludes interests, if any, in shares held in the CBRE Stock Fund of our 401(k) Plan and the shares listed under Common Stock Acquirable Within 60 Days.
- (2) Includes shares that are deemed to be beneficially owned by virtue of the individual's right to acquire the shares upon the exercise of outstanding stock options or restricted stock units within 60 days from March 20, 2018.
- (3) Unless otherwise indicated, each person has sole voting and investment power over the shares reported.
- (4) Includes interests, if any, in shares held in the CBRE Stock Fund of our 401(k) Plan and the shares listed under the Common Stock Acquirable Within 60 Days column and does not include restricted stock units with restrictions that lapse more than 60 days after March 20, 2018. For more information on such units, see Outstanding Equity Awards at Fiscal Year-End table on page 58.
- (5) Mr. Sulentic is the direct beneficial owner of 436,443 shares. An additional 30,000 shares are held by the Sulentic Family Foundation. He is a co-trustee of the Sulentic Family Foundation but does not have any pecuniary interest in the shares beneficially owned by the foundation.
- (6) Under an agreement with ValueAct Capital, Mr. Boze directly holds 4,453 restricted stock units (which vest within 60 days following March 20, 2018) for the benefit of ValueAct Capital Master Fund, L.P. and indirectly for (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. Mr. Boze is affiliated with ValueAct Capital Master Fund, L.P. and its related entities (the Value Act Group), but he does not have voting or dispositive power over shares beneficially owned by the ValueAct Group and therefore disclaims beneficial ownership of all shares held by or on behalf of them except to the extent of any pecuniary interest therein. The business address of each of the above named is c/o ValueAct Capital, One Letterman Drive, Building D, Fourth Floor, San Francisco, California 94129.

- (7) Mr. Feeny is a co-trustee of the 1990 Feeny Family Trust A, which owns 45,197 of the shares reflected.
- (8) Mr. Freeman is the sole trustee of the Bradford M. Freeman Trust DTD 10/21/1996, as amended, which owns 116,458 of the shares reflected.
- (9) Mr. Malek is the direct beneficial owner of 262,993 shares. Mr. Malek is the sole trustee of the Frederic V Malek TTEE U/A DTD 06/19/1992 Frederic V Malek Trust, which owns 67,291 of the shares reflected.
- (10) Mr. Wirta is a co-trustee of the The Wirta Family Trust, which owns 1,111,339 of the shares reflected.

**CBRE - 2018 Proxy Statement 77**

**Table of Contents**

**STOCK OWNERSHIP**

Certain of our directors and executive officers may beneficially own shares in brokerage accounts subject to customary margin arrangements. Shares held in such accounts may be deemed to be pledged to secure those margin arrangements irrespective of whether there are margin loans then outstanding. None of these margin arrangements is

designed to shift or hedge any economic risk associated with ownership of our common stock. As of March 20, 2018, none of our current executive officers or directors has pledged any of our shares, except for Mr. Wirta, whose shares are held in a brokerage account subject to a customary margin arrangement.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our executive officers, directors, and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership with the SEC. SEC regulations require us to identify anyone who failed to file a required report or filed a late report during the most recent fiscal year. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons that no

Forms 5 were required for such persons, we believe that during the fiscal year 2017 all of our executive officers, directors and 10% stockholders complied with all Section 16(a) filing requirements applicable to them, with the exception of a Form 3 to report Mr. Gaffner's holdings when he became a Section 16 officer, which was filed a few days late.

**Table of Contents**

**RELATED-PARTY TRANSACTIONS**

**Related-Party and Other Transactions Involving Our Officers and Directors**

The following sets forth certain transactions involving us and our executive officers and directors since January 1, 2017:

***Directors and Executive Officers Investments in Our Investment Products*** Our directors and executive officers have from time to time in the past invested their own capital in our sponsored and managed investment products, and some of them continue to hold these investments. These investments were made on the same terms and conditions as those available to unaffiliated outside investors. In 2017, Messrs. Freeman, Malek, Midler and Wirta received distributions totaling \$22,354, \$8,942, \$112 and \$4,471, respectively, from an ownership interest in a certain sponsored and managed investment product. Mr. Ferguson (and his related family trust) received distributions totaling \$1.2 million from (x) an ownership interest in CBRE Clarion Securities Holdings LLC (of which he was the Chief Executive Officer in 2017) as described below and (y) shares that he purchased with his own capital (in the open market) of exchange-listed mutual funds managed by CBRE Clarion Securities LLC.

***T. Ritson Ferguson Ownership Interest in CBRE Clarion Securities*** Mr. Ferguson (and a related family trust) own in the aggregate less than 5% (on a fully-diluted basis) of the equity of CBRE Clarion Securities Holdings LLC, which is a holding vehicle for CBRE's ownership of CBRE Clarion Securities LLC. He and the trust acquired this interest prior to

his becoming an executive officer of the company on March 14, 2016.

***Employment Relationships*** Bradley Benjamin, a Senior Associate in the Capital Markets Retail practice in our Dallas office, is the son-in-law of Robert E. Sulentic, our President and CEO. The aggregate value of commissions and benefits earned by Mr. Benjamin in respect of 2017 was approximately \$275,193. Meredith Bell Frese, an Associate in the Advisory & Transaction Services practice in our Chicago office, is the daughter-in-law of Calvin W. Frese, Jr., our Global Group President. The aggregate value of salary, commissions and benefits earned by Ms. Frese in respect of 2017 was approximately \$180,234. Also, Conor Denihan, a sales professional in our New York brokerage business with the title of Senior Vice President, is the son-in-law of William F. Concannon, our Global Group President and Chief Executive Officer Global Workplace Solutions. The aggregate value of commissions earned by Mr. Denihan in respect of 2017 was approximately \$1,737,433.

***Legacy Securityholders Agreement*** In connection with their acquisition of CBRE Services, Inc. in 2001, we entered into a Securityholders Agreement with certain of our stockholders, including Blum Capital Partners, L.P. and its affiliates, Ray Wirta, our then CEO and current Chair of our Board, and Frederic V. Malek, our director. In March 2017, this Securityholders Agreement was amended to provide for the termination of all of its remaining legacy provisions.

## **Review and Approval of Transactions with Interested Persons**

We have operated under our Standards of Business Conduct since 2004. As part of our Standards of Business Conduct, our directors and employees are expected to make business decisions and take actions based upon our best interests and not based upon personal relationships or benefits.

Our Board has recognized that some transactions, arrangements and relationships present a heightened risk of an actual or perceived conflict of interest and has adopted a written Policy Regarding Transactions with Interested Parties and Corporate Opportunities governing these transactions. This policy governs any transaction, arrangement or

relationship (or any series of similar transactions, arrangements or relationships) in which we were or are to be a participant and the amount involved exceeds \$120,000, and in which any of the following persons had or will have a direct or indirect material interest (other than relating to an employment relationship or transaction involving Board- or Compensation Committee-approved executive officer compensation):

our directors, nominees for director or executive officers;

any beneficial owner of more than 5% of any class of our voting securities; and

**CBRE - 2018 Proxy Statement 79**

**Table of Contents**

**RELATED-PARTY TRANSACTIONS**

any immediate family member of any of the foregoing natural persons. Directors and executive officers are required to submit to our General Counsel a description of any current or proposed transaction potentially covered by the policy in advance of participating in such transaction. Our General Counsel is responsible for determining whether the proposed transaction is subject to our policy. If our General Counsel deems such transaction subject to our policy, he will report such transaction to the Audit and Finance Committee. The Audit and Finance Committee (or in certain cases, the Chair of the Audit and Finance Committee) is responsible for evaluating and approving such transactions, and in doing so, the Audit and Finance Committee may take into account, among other factors that it deems appropriate, due inquiries of disinterested senior business leaders, disinterested directors and legal counsel.

Each transaction described above under Related-Party and Other Transactions Involving Our Officers and Directors was approved by at least a majority of the disinterested

members of our Audit and Finance Committee, except for (i) the Securityholders Agreement described above under Related-Party and Other Transactions Involving Our Officers and Directors, which was approved by at least a majority of the disinterested members of our Board prior to adoption of our Policy Regarding Transactions with Interested Parties and Corporate Opportunities (and any similar predecessor policy), (ii) the participation of Mr. Ferguson in the investments described above, which investments predated his status as an executive officer of the company and as such did not require approval pursuant to our Policy Regarding Transactions with Interested Parties and Corporate Opportunities, and (iii) the participation of Messrs. Freeman, Malek, Midler and Wirta in a certain sponsored and managed investment product described above, which investments were unanimously approved by the disinterested members of our Board prior to their making the investments.

The policy is published in the Corporate Governance section of the Investor Relations page on our website at [www.cbre.com](http://www.cbre.com).

**Table of Contents**

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING**

**Voting Instructions and Information**

**How to attend the Annual Meeting**

The Annual Meeting will be held on May 18, 2018 at 8:30 a.m., Eastern Time, at 200 Park Avenue, 21<sup>st</sup> Floor, New York, New York. Stockholders who are entitled to vote or individuals holding their duly appointed proxies may attend the meeting, as well as our invited guests.

You should be prepared to present photo identification for admittance. If you are not a stockholder, then you should be prepared to show proof of a proxy or a power of attorney provided by a stockholder. Individuals who are not stockholders (or duly authorized representatives of

stockholders) may not be permitted to attend the Annual Meeting.

Appointing a proxy in response to this solicitation will not affect your right to attend the Annual Meeting and to vote in person. Please note that if you hold your common stock in street name (that is, through a broker, bank or other nominee), you will need to bring a picture ID and a copy of a brokerage statement reflecting your stock ownership of CBRE Group, Inc. as of March 20, 2018 to gain admittance to the Annual Meeting.

**Matters to be presented**

We are not aware of any matters to be presented at the Annual Meeting other than those described in this Proxy Statement. If any matters not described in this Proxy Statement are properly presented at the meeting, then proxies will use their own judgment to determine how to vote your shares. If the meeting is adjourned or postponed, then proxies can vote your shares at the adjournment or postponement as well.

**Stockholders entitled to vote**

You may vote if you owned shares of our common stock as of March 20, 2018, which is the record date for the Annual Meeting. You are entitled to one vote on each matter presented at the Annual Meeting for each share of common stock that you owned on that date. As of March 20, 2018, we had 339,737,454 shares of common stock outstanding.

### **Vote tabulation**

Broadridge Financial Solutions, Inc., an independent third party, will tabulate the votes, and our Assistant Secretary will act as the inspector of the election.

### **Confidential voting**

Your proxy card, ballot and voting records will not be disclosed to us unless applicable law requires disclosure, you request disclosure or your vote is cast in a contested election (which last exception is not applicable for the 2018 Annual Meeting). If you write comments on your proxy card, then your comments will be provided to us, but how you voted will remain confidential.

### **How do I vote?**

If you plan to attend the Annual Meeting and wish to vote in person, we will give you a ballot at the Annual Meeting.

However, if your common stock is held in the name of your broker, bank or other nominee and you want to vote in person,

**Table of Contents**

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING**

then you will need to obtain a legal proxy from the institution that holds your common stock indicating that you were the beneficial owner of this common stock on March 20, 2018, which is the record date for voting at the Annual Meeting.

If your common stock is held in your name, there are three ways for you to vote by proxy:

If you received a paper copy of the proxy materials by mail, mail the completed proxy card in the enclosed return envelope;

Call 1-800-690-6903; or

Log on to the internet at [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions at that site. The website address for internet voting is also provided on your Notice.

Telephone and internet voting will close at 8:59 p.m. (Pacific Time) on May 17, 2018, unless you are voting common stock held in our 401(k) plan, in which case the deadline for voting is 8:59 p.m. (Pacific Time) on May 15, 2018. Proxies submitted by mail must be received prior to the meeting. Unless you indicate otherwise on your proxy card, the persons named as your proxies will vote your common stock:

**FOR** all of the nominees for director named in this Proxy Statement;

**FOR** the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2018;

**FOR** the advisory approval of our named executive officer compensation for 2017;

**FOR** the amendment to our certificate of incorporation to reduce (to 25%) the stock-ownership threshold required for stockholders to request a special stockholder meeting; and

**AGAINST** the Stockholder Proposal regarding special stockholder meetings

If your common stock is held in the name of your broker, bank or other nominee, then you should receive separate instructions from the holder of your common stock describing how to vote your common stock.

Even if you plan to attend the Annual Meeting, we recommend that you vote your common stock in advance as described above so that your vote will be counted if you later decide not to attend the Annual Meeting.

### **If you do not vote/effect of broker non-votes**

If you are a stockholder of record, then your shares will not be voted if you do not provide your proxy, unless you vote in person at the Annual Meeting.

If (i) you are the beneficial owner of shares held in the name of a broker, trustee or other nominee, (ii) you do not provide that broker, trustee or other nominee with voting instructions, (iii) such person does not have discretionary authority to vote on such proposal and (iv) you do not vote in person at the Annual Meeting, then a broker non-vote will occur. Under the NYSE rules, brokers, trustees or other nominees may generally vote on routine matters but cannot vote on non-routine matters. Our Proposal 2 (ratify the appointment

of our independent registered public accounting firm for 2018) is the only proposal in this Proxy Statement that is considered a routine matter. The other proposals are not considered routine matters, and without your instructions, your broker cannot vote your shares. Our Proposal 4 requires the affirmative vote of a majority of outstanding shares and, therefore, any failure to return your proxy card or vote in person at the meeting (*i.e.*, a broker non-vote) will count as a vote AGAINST Proposal 4. For all other proposals, broker non-votes are not considered present, and as such, broker non-votes will not affect the outcome of any such other proposals.

### **Vote levels required to pass an item of business**

*Quorum.* Holders of a majority in voting power of the stock entitled to vote at the Annual Meeting must be present or represented by proxy to constitute a quorum for the transaction of business at the Annual Meeting. Shares represented by broker non-votes, as described above, and votes to ABSTAIN are counted as present and entitled to vote for purposes of determining a meeting quorum. No business may be conducted at the Annual Meeting if a quorum is not present.

*Proposal 1 Elect Directors.* Our by-laws require a majority vote requirement in uncontested director elections. Under this requirement, in order for a nominee to be elected in an uncontested election, the nominee must receive the affirmative vote of a majority of the votes cast on his or her election (*i.e.*, votes cast FOR a nominee must exceed votes cast as AGAINST). In contested elections (*i.e.*, elections involving director nominees submitted by our stockholders in accordance with our by-laws) directors are elected by a plurality of the votes cast. The majority vote requirement will apply at our Annual Meeting because our director nominee slate is uncontested. In addition, for the purposes of tabulating the results of director elections, shares that are not voted, votes to ABSTAIN

and broker non-votes are not considered votes cast and so will not affect the election outcome. Under our by-laws, votes cast as withheld in uncontested elections are treated the same as

**82 CBRE - 2018 Proxy Statement**

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**Table of Contents**

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING**

votes cast **AGAINST** director nominees, whereas votes to **ABSTAIN** do not affect the election outcome. In order to minimize investor confusion, we have omitted the withheld voting option this year, and stockholders wishing to cast a negative vote for a director nominee should vote **AGAINST** such nominee.

*Proposal 4 Amendment to our Certificate of Incorporation to Reduce (to 25%) the Stock-Ownership Threshold Required for Stockholders to Request a Special Stockholder Meeting.* Delaware law requires the affirmative vote (*i.e.*, a **FOR** vote) of a majority of our outstanding shares to approve the amendment to our certificate of incorporation described in this proposal. Votes to **ABSTAIN** and broker non-votes will have the same effect as votes **AGAINST** Proposal 4.

*All Other Proposals.* Approval of each of the other proposals that do not relate to director elections (Proposal 1) or the amendment of our certificate of incorporation (Proposal 4) requires the affirmative vote (*i.e.*, a **FOR** vote) of a majority of the shares present or represented and entitled to vote thereon. A vote to **ABSTAIN** will have the same effect as a vote **AGAINST** these items, and a broker non-vote will have no effect in determining whether these items are approved. Our Proposal 2 (ratify the appointment of our independent registered public accounting firm for 2018) is the only proposal on which your broker is entitled to vote your shares if no instructions are received from you. In addition, as we described in Proposal 4 (Approve an Amendment to our Certificate of Incorporation to Reduce (to 25%) the Stock-Ownership Threshold Required for Stockholders to Request a Special Stockholder Meeting) on page 70, if Proposal 4 receives the affirmative vote of a majority of our outstanding shares then it will be implemented and Proposal 5 (Stockholder Proposal Regarding Special Stockholder Meetings) will not be implemented, regardless of the voting outcome on Proposal 5.

**Shares in the 401(k) plan**

If you hold common stock in our 401(k) plan as of March 20, 2018, the enclosed proxy card also serves as your voting instruction to Fidelity Management Trust Company, the trustee of our 401(k) plan, provided that you furnish your voting instructions over the internet or by telephone, or that

the enclosed proxy card is signed, returned and received, by 8:59 p.m. (Pacific Time) on May 15, 2018. If your voting instructions are not received by such deadline, Fidelity Management Trust Company will not vote the shares attributable to your 401(k) plan account.

**The Board's voting recommendations**

**FOR** election of our Board-nominated slate of directors (see Proposal 1);

**FOR** the ratification of the appointment of KPMG LLP, an independent registered public accounting firm, to be the auditors of our annual financial statements for the fiscal year ending December 31, 2018 (see Proposal 2);

**FOR** the advisory approval of our named executive officer compensation for 2017 (see Proposal 3);

**FOR** the proposed charter amendment to reduce (to 25%) the stock-ownership threshold required for stockholders to request a special stockholder meeting (see Proposal 4); and

**AGAINST** the Stockholder Proposal regarding special stockholder meetings (see Proposal 5).

Unless you give other instructions on your proxy card, the persons named as proxies on the proxy card will vote in accordance with the recommendations of the Board.

**Revoking your proxy**

You can revoke your proxy if your common stock is held in your name by:

Filing written notice of revocation before our Annual Meeting with our Secretary, Laurence H. Midler, at the address shown on the front of this Proxy Statement;

Signing a proxy bearing a later date and delivering it before our Annual Meeting; or

Voting in person at the Annual Meeting.

If your common stock is held in the name of your broker, bank or other nominee, please follow the voting instructions provided by the holder of your common stock regarding how to revoke your proxy.



**Table of Contents**

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING**

**Cost of proxy solicitation**

Our Board solicits proxies on our behalf, and we will bear the expense of preparing, printing and mailing this Proxy Statement and the proxies we solicit. Proxies may be solicited by mail, telephone, personal contact and electronic means and may also be solicited by directors and officers in person, by the internet, by telephone or by facsimile transmission, without additional remuneration.

We will also request brokerage firms, banks, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares of our stock as of the record date and will reimburse them for the cost of forwarding the proxy materials in accordance with customary practice. Your cooperation in promptly voting your shares and submitting your proxy by the internet or telephone, or by completing and returning the enclosed proxy card (if you received your proxy materials in the mail), will help to avoid additional expense.

**Where you can find our corporate governance materials**

Current copies of our Board's Corporate Governance Guidelines, Categorical Independence Standards, Standards of Business Conduct, Code of Ethics for Senior Financial Officers, Policy Regarding Transactions with Interested Parties and Corporate Opportunities, Equity Award Policy and the charters for the Audit and Finance Committee, Compensation Committee, Governance Committee and

Executive Committee are published in the Corporate Governance section of the Investor Relations page on our website at [www.cbre.com](http://www.cbre.com). We are not however including the other information contained on or available through our website as a part of, or incorporating such information by reference into, this Proxy Statement.

**Elimination of Paper and Duplicative Materials**

**Internet availability** Pursuant to rules adopted by the SEC, we are providing access to our proxy materials over the internet. Accordingly, we sent a Notice of Internet Availability of Proxy Materials (the Notice ) to our stockholders. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice.

**Important Notice: Our 2018 Proxy Statement and Annual Report on Form 10-K for the fiscal year ended December 31, 2017 are available free of charge on the Investors Relations page on our website at [www.cbre.com](http://www.cbre.com). We will provide by mail, without charge, a copy of our Annual Report on Form 10-K at your request. Please direct all inquiries to our Investor Relations Department at CBRE Group, Inc., 200 Park Avenue, New York, New York 10166, or by email at [investorrelations@cbre.com](mailto:investorrelations@cbre.com).**

**Householding** Householding permits us to mail a single set of proxy materials to any household in which two or more different stockholders reside and are members of the same household or in which one stockholder has multiple accounts. If we household materials for future meetings, then only one copy of our Annual Report and Proxy Statement will be sent to multiple stockholders who share the same address and last name, unless we have received contrary instructions from one or more of those stockholders. In addition, we have been notified that certain intermediaries (*i.e.*, brokers, banks or other nominees) will household proxy materials for the Annual Meeting. If you wish to receive a separate copy of the Annual Report and Proxy Statement or of future annual reports and proxy statements, then you may contact our Investor Relations Department by (i) mail at CBRE Group, Inc., Attention: Investor Relations, 200 Park Avenue, New York, New York 10166, (ii) telephone at (212) 984-6515, or (iii) e-mail at [investorrelations@cbre.com](mailto:investorrelations@cbre.com). You can also contact your broker, bank or other nominee to make a similar request. If we did not household your proxy materials for the 2018 Annual Meeting but you would like us to do so in the future, please contact our Investor Relations Department by mail, telephone or email as listed above.

**84 CBRE - 2018 Proxy Statement**

**Table of Contents**

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING**

**Incorporation by Reference**

The Compensation Committee Report and the Audit and Finance Committee Report contained herein shall not be deemed to be soliciting material or filed with the SEC, nor shall such information be incorporated by reference into any filings under the Securities Act of 1933, as amended, or

the Exchange Act, except to the extent specifically incorporated by reference therein. In addition, we are not including any information contained on or available through our website as part of, or incorporating such information by reference into, this Proxy Statement.

**Transfer Agent Information**

Broadridge Corporate Issuer Solutions, Inc., or Broadridge, is the transfer agent for the common stock of CBRE Group, Inc. Broadridge can be reached at (855) 627-5086 or via email at *shareholder@broadridge.com*. You should contact Broadridge if you are a registered stockholder and have a question about your account, if your stock certificate has been lost or stolen, or if you would like to report a change in your name or address. Broadridge Corporate Issuer Solutions, Inc. can be contacted as follows:

**Regular, Registered or Overnight Mail**

Broadridge Corporate Issuer Solutions, Inc.

Attention: Interactive Workflow System

1155 Long Island Avenue

Edgewood, New York 11717

**Telephone Inquiries**

(855) 627-5086, or TTY for hearing impaired: (855) 627-5080

Foreign Shareowners: (720) 378-5662, or TTY Foreign Shareowners: (720) 399-2074

**Website:** [www.shareholder.broadridge.com](http://www.shareholder.broadridge.com)

Table of Contents

## ANNEX A

## RECONCILIATION OF CERTAIN NON-GAAP FINANCIAL

## MEASURES

We use non-GAAP financial measures within this Proxy Statement. We provide below reconciliations to their corresponding financial measure computed in accordance with GAAP. As described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 our Board and management use non-GAAP financial measures to evaluate our performance and manage our operations. However, non-GAAP financial measures should be viewed in addition to, and not as an alternative for, financial results prepared in accordance with GAAP.

In addition, note that we refer to adjusted EBITDA, adjusted net income and adjusted EPS from time to time in our public reporting as EBITDA, as adjusted, net income attributable to CBRE Group, Inc., as adjusted and diluted income per share attributable to CBRE Group, Inc. shareholders, as adjusted, respectively.

*1. Fee Revenue*

A reconciliation of fee revenue to revenue is shown below (dollars in thousands). Revenue includes client reimbursed pass through costs largely associated with employees that are dedicated to client facilities and subcontracted vendor work performed for clients, both of which are excluded from fee revenue.

	<b>Year Ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
<b><u>Consolidated</u></b>		
Fee revenue <sup>(1)</sup>	\$ 9,389,412	\$ 8,725,829
Plus: Pass through costs also recognized as revenue	4,820,196	4,345,760
Revenue	\$ 14,209,608	\$ 13,071,589

(1) Certain adjustments have been made to 2016 fee revenue to conform with current-year presentation.

2. *Adjusted EBITDA*

A reconciliation of net income computed in accordance with GAAP to adjusted EBITDA for the fiscal years ended December 31, 2017 and 2016 is set forth below (dollars in thousands):

	<b>Year Ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Net income attributable to CBRE Group, Inc.	\$ 691,479	\$ 571,973
Add:		
Depreciation and amortization	406,114	366,927
Interest expense	136,814	144,851
Provision for income taxes	466,147	296,662
Less:		
Interest income	9,853	8,051

EBITDA	1,690,701	1,372,362
Adjustments:		
Integration and other costs related to acquisitions	27,351	125,743
Carried interest incentive compensation reversal to align with the timing of associated revenue	(8,518)	(15,558)
Cost-elimination expenses <sup>(1)</sup>		78,456
EBITDA, as adjusted	\$ 1,709,534	\$ 1,561,003

(1) Represents cost-elimination expenses relating to a program initiated in the fourth quarter of 2015 and completed in the third quarter of 2016 to reduce the company's global cost structure after several years of significant revenue and related cost growth. Cost-elimination expenses incurred during the twelve months ended December 31, 2016 consisted of \$73.6 million of severance costs related to headcount reductions in connection with the program and \$4.9 million of third-party contract termination costs.

**CBRE - 2018 Proxy Statement A-1**

**Table of Contents****3. Adjusted Net Income and Adjusted EPS**

A reconciliation of net income computed in accordance with GAAP to net income attributable to CBRE Group, Inc., as adjusted ( adjusted net income ), and to diluted income per share attributable to CBRE Group, Inc. shareholders, as adjusted ( adjusted EPS ), in each case for the fiscal years ended December 31, 2017 and 2016, is set forth below (dollars in thousands, except share data):

	<b>Year Ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Net income attributable to CBRE Group, Inc.	\$ 691,479	\$ 571,973
Plus / minus:		
Non-cash amortization expense related to certain intangible assets attributable to acquisitions	112,945	111,105
Integration and other costs related to acquisitions	27,351	125,743
Carried interest incentive compensation reversal to align with the timing of associated revenue	(8,518)	(15,558)
Cost-elimination expenses <sup>(1)</sup>		78,456
Tax impact of adjusted items	(42,128)	(93,181)

Impact of U.S. tax reform		143,359
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Net income attributable to CBRE Group, Inc., as adjusted	\$	924,488	\$	778,538
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Diluted income per share attributable to CBRE Group, Inc. shareholders, as adjusted	\$	2.71	\$	2.30
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Weighted average shares outstanding for diluted income per share		340,783,556		338,424,563
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(1) Represents cost-elimination expenses relating to a program initiated in the fourth quarter of 2015 and completed in the third quarter of 2016 to reduce the company's global cost structure after several years of significant revenue and related cost growth. Cost-elimination expenses incurred during the twelve months ended December 31, 2016 consisted of \$73.6 million of severance costs related to headcount reductions in connection with the program and \$4.9 million of third-party contract termination costs.

#### 4. Adjusted EBITDA for our Global Workplace Solutions business

A reconciliation of net income computed in accordance with GAAP to EBITDA and to EBITDA, as adjusted, for our Global Workplace Solutions business (which we refer to as adjusted EBITDA for our Global Workplace Solutions business) for the fiscal years ended December 31, 2017 and 2016 is set forth below (dollars in thousands):

	Year Ended December 31,	
	2017	2016
Net income attributable to CBRE Group, Inc.	\$ 390,295	\$ 311,132

Adjustments:

Depreciation and amortization	117,873	119,942
Interest expense, net	2,024	4,889
Royalty and management service (income) expense	(14,418)	16,510
Provision for income taxes	21,572	2,606
EBITDA	517,346	455,079
Integration and other costs related to acquisitions		2,428
EBITDA, as adjusted	\$ 517,346	\$ 457,507

**A-2 CBRE - 2018 Proxy Statement**

**Table of Contents**

**ANNEX B**  
**AMENDED AND RESTATED CERTIFICATE OF**  
**INCORPORATION**  
**(AS PROPOSED TO BE AMENDED BY PROPOSAL 4)**

*\*Blacklined text below indicates changes versus our existing certificate of incorporation. Proposed additions are indicated by double underlining, and proposed deletions are indicated by strike-outs.\**

**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**CBRE GROUP, INC.**

CBRE Group, Inc. (the **Corporation** ), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The name of the Corporation is CBRE Group, Inc. The Corporation was originally incorporated under the name BLUM CB Holding Corp. The Corporation's original certificate of incorporation was filed with the Secretary of State of the State of Delaware on February 20, 2001. The Corporation filed Certificates of Amendment of the Certificate of Incorporation with the Secretary of State of the State of Delaware on March 26, 2001 and June 4, 2001 and a Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on June 29, 2001, in each of the foregoing cases under the name CBRE Holding, Inc. The Corporation filed a Certificate of Amendment of the Certificate of Incorporation with the Secretary of State of the State of Delaware on February 13, 2004 changing the name of the Corporation to CB Richard Ellis Group, Inc. The Corporation filed a Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 4, 2004, June 7, 2004 and June 16, 2004. The Corporation filed a Certificate of Amendment of Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on June 4, 2009. The Corporation filed a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware on October 3, 2011 changing the name of the Corporation to CBRE Group, Inc. The Corporation filed an Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 13, 2016.

B. This Amended and Restated Certificate of Incorporation, which amends and restates the certificate of incorporation of the Corporation in its entirety, was duly adopted by the Board of Directors and by the stockholders in accordance with Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware.

C. The certificate of incorporation of the Corporation is amended and restated to read in its entirety as follows:

**FIRST:** The name of the Corporation is CBRE Group, Inc.

**SECOND:** The registered office and registered agent of the Corporation is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the **DGCL** ).

**FOURTH:** (1) The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 550,000,000, consisting of (a) 25,000,000 shares of Preferred Stock, \$0.01 par value per share ( **Preferred Stock** ), and (b) 525,000,000 shares of Class A common stock, \$0.01 par value per share ( **Common Stock** ).

(2) The number of authorized shares of Preferred Stock or Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL (or any successor provision thereto), and no vote of the holders of any of the Common Stock or the Preferred Stock voting separately as a class shall be required therefor.

(3) The Board of Directors is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers (if any) of the shares of such series, and the

**CBRE - 2018 Proxy Statement B-1**

**Table of Contents**

preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

(4) (a) Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; provided, however, that, except as otherwise provided in Section (2) of this Article Fourth or as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (including any certificate of designations relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Amended and Restated Certificate of Incorporation (including any certificate of designations relating to any series of Preferred Stock) or pursuant to the DGCL.

(b) Except as otherwise required by law, holders of a series of Preferred Stock, as such, shall be entitled only to such voting rights, if any, as shall expressly be granted thereto by this Amended and Restated Certificate of Incorporation (including any certificate of designations relating to such series).

(c) Subject to applicable law and the rights, if any, of the holders of any outstanding series of Preferred Stock having a preference over or, the right to participate with, the Common Stock with respect to the payment of dividends, dividends may be declared and paid on the Common Stock at such times and in such amounts as the Board of Directors in its discretion shall determine.

(d) Upon the dissolution, liquidation or winding up of the corporation, subject to the rights, if any, of the holders of any outstanding series of Preferred Stock having a preference over, or the right to participate with, the Common Stock with respect to the distribution of assets of the Corporation upon such dissolution, liquidation or winding up of the Corporation, the holders of the Common Stock, as such, shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them.

**FIFTH:** In furtherance and not in limitation of the powers conferred by the DGCL, the Board of Directors shall be authorized to make, amend, alter, change, add to or repeal the By-Laws of the Corporation in any manner not inconsistent with the laws of the State of Delaware, subject to the power of the stockholders to amend, alter, change, add to or repeal the By-Laws made by the Board of Directors in the manner set forth in the By-Laws.

**SIXTH:** To the fullest extent permitted by the laws of the State of Delaware:

(1) (a) The Corporation shall indemnify any person (and such person's heirs, executors or administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, member, fiduciary, trustee, employee or agent of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, for and against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors or administrators in connection with such action, suit or proceeding, including appeals. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify a person described in such sentence in connection with any action, suit or proceeding (or part thereof) commenced by such person only if the

commencement of such action, suit or proceeding (or part thereof) by such person was authorized by the Board of Directors. The Corporation may indemnify any person (and such person's heirs, executors or administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, member, fiduciary, trustee, employee or agent of another Corporation, partnership, joint venture, trust, limited liability company or other enterprise, for and against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors or administrators in connection with such action, suit or proceeding, including appeals.

(b) The Corporation (i) shall promptly pay expenses incurred by any person described in the first sentence of subsection (a) of this Article Sixth, Section (1) and (ii) may pay expenses incurred by any person whom the Corporation has determined to indemnify pursuant to the third sentence of subsection (a) of this Article Sixth, Section (1), in each case in defending any action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, including appeals, upon presentation of appropriate documentation.

(c) The Corporation may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article Sixth, Section (1) against any liability asserted against such person, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article Sixth, Section (1) or otherwise.

**B-2 CBRE - 2018 Proxy Statement**

**Table of Contents**

(d) The provisions of this Article Sixth, Section (1) shall be applicable to all actions, claims, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after its adoption. The provisions of this Article Sixth, Section (1) shall be deemed to be a contract between the Corporation and each director or officer who serves in such capacity at any time while this Article Sixth, Section (1) and the relevant provisions of the laws of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification hereof shall not affect any rights or obligations then existing with respect to any state of facts or any action, suit or proceeding then or theretofore existing, or any action, suit or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provision of this Article Sixth, Section (1) shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article Sixth, Section (1) shall neither be exclusive of, nor be deemed in limitation of, any rights to which an officer or director may otherwise be entitled or permitted by contract, this Certificate of Incorporation, vote of stockholders or directors or otherwise, or as a matter of law, both as to actions in such person's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any person whom the Corporation is obligated to indemnify pursuant to this Article Sixth, Section (1) shall be made to the fullest extent permitted by law.

(e) For purposes of this Article Sixth, references to other enterprises shall include employee benefit plans; references to fines shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to serving at the request of the Corporation shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(2) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

**SEVENTH:** (1) The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of not less than three directors, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the Board of Directors. A director shall hold office until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any newly created directorship on the Board of Directors that results from an increase in the number of directors and any vacancy occurring in the Board of Directors shall be filled only by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. If any applicable provision of the DGCL expressly confers power on stockholders to fill such a directorship at a special meeting of stockholders, such a directorship may be filled at such a meeting.

(2) Notwithstanding the foregoing, whenever the holders of any one or more series of Preferred Stock issued by the Corporation shall have the right, voting separately as a series or separately as a class with one or more such other series, to elect directors at an annual or special meeting of stockholders, the election, term of office, removal, filling of vacancies and other features of such directorships shall be governed by the terms of this Amended and Restated Certificate of Incorporation (including any certificate of designations relating to any series of Preferred Stock) applicable thereto.

**EIGHTH:** Except as otherwise required by law and subject to the rights of the holders of any series of Preferred Stock, special meetings of stockholders of the Corporation (1) shall be called only by the Chair of the Board of

Directors, the Chief Executive Officer or the Board of Directors pursuant to a resolution approved by the Board of Directors and (2) shall be called by the Secretary of the Corporation upon the written request of holder(s) Owning (as defined below) at least ~~30~~25% (in the aggregate) of the then voting power of all shares of the Corporation entitled to vote on the matters to be brought before the proposed special meeting.

In the case of a special meeting of stockholders called pursuant to the foregoing clause (2), the requesting holder(s) must (i) continue to Own (for the holding period set forth in the By-Laws of the Corporation from time to time) shares representing at least ~~30~~25% (in the aggregate) of the then voting power of all shares of the Corporation entitled to vote on the matters to be brought before the proposed special meeting, (ii) provide information in writing regarding such stockholder(s), their stock ownership and the matters that they request to bring before the proposed special meeting and (iii) comply with procedures and other terms and conditions relating to special meetings as set forth in the By-Laws of the Corporation from time to time.

For purposes of this Article Eighth, a holder shall be deemed to **Own** only those shares for which it possesses both (x) full voting and investment rights and (y) a full economic interest (*i.e.*, shares for which the holder has not only the opportunity to profit, but is also exposed to the risk of loss), which terms may be further defined in the By-Laws of the Corporation from time to time.

**NINTH:** The Corporation hereby elects to be governed by Section 203 of the DGCL, as the same exists or may hereafter be amended.

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**CBRE - 2018 Proxy Statement B-3**

**Table of Contents**

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation on this [ ] day of May, ~~2016~~2018.

**CBRE GROUP, INC.**

By:

Name: Laurence H. Midler

Title: Executive Vice President

**B-4 CBRE - 2018 Proxy Statement**

Table of Contents

ANNEX C

AMENDED AND RESTATED BY-LAWS

(AS PROPOSED TO BE AMENDED IF PROPOSAL 4 IS  
APPROVED)

*\*Blacklined text below indicates changes versus our existing by-laws. Proposed additions are indicated by double underlining, and proposed deletions are indicated by strike-outs.\**

AMENDED AND RESTATED

BY-LAWS

OF

CBRE GROUP, INC.

(the Corporation )

dated January 11, 2017

As Amended [ ] , 2018

ARTICLE I.

STOCKHOLDERS

Section 1. Annual Meeting. The annual meeting of the stockholders of the Corporation for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting shall be held on such date, and at such time and place within or without the State of Delaware as may be designated from time to time by the Board of Directors.

Section 2. Special Meeting. (a) Special meetings of the stockholders (1) shall be called only by the Chair of the Board of Directors, the Chief Executive Officer of the Corporation (the **Chief Executive Officer** ) or the Board of Directors pursuant to a resolution approved by the Board of Directors and (2) shall be called by the Secretary of the Corporation (the **Secretary** ) upon the written request of holder(s) Owning (as defined below) at least ~~30~~25% (in the aggregate) of the then voting power of all shares of the Corporation entitled to vote on the matters to be brought before the proposed

special meeting (the **Requisite Percent**, and such a special meeting, a **Stockholder Requested Special Meeting** ); *provided* that such request shall be invalid if (A) it relates to an item of business that is the same or substantially similar to any item of business that stockholders voted on at a meeting of stockholders that occurred within 30 days preceding the date of such request or (B) the special-meeting request is received within the period commencing 90 days prior to the anniversary of the date of the most recent annual meeting of stockholders and ending on the date of the next annual meeting of stockholders. Special meetings of the stockholders shall be held at such time and place within or without the State of Delaware as may be designated from time to time by the Board of Directors; *provided* that any Stockholder Requested Special Meeting shall be held within 120 days after the Secretary receives notice that such meeting has been called for.

For purposes of this Article I, Section 2, a holder shall be deemed to **Own** only those shares for which it possesses both (x) full voting and investment rights and (y) a full economic interest (*i.e.*, shares for which the holder has not only the opportunity to profit, but is also exposed to the risk of loss); *provided* that the number of shares calculated in accordance with the foregoing clauses (x) and (y) shall not include any shares (A) sold by such person or any of its affiliates in any transaction that has not been settled or closed, (B) borrowed by such holder or any of its affiliates for any purposes or purchased by such holder or any of its affiliates pursuant to an agreement to resell or (C) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar agreement entered into by such holder or any of its affiliates, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of shares of the Corporation entitled to vote at the Stockholder Requested Special Meeting, in any such case which instrument or agreement has, or is intended to have, the purpose or effect of (1) reducing in any manner, to any extent or at any time in the future, such holder's or its affiliates' full right to vote or direct the voting of any such shares and/or (2) hedging, offsetting or altering to any degree the gain or loss arising from the full economic ownership of such shares by such holder or affiliate. A holder shall

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**Table of Contents**

Own shares held in the name of a nominee or other intermediary so long as the holder retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A holder's ownership of shares shall be deemed to continue during any period in which the person has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement that is revocable at any time by the holder. The determination of the extent to which a person Owns shares for these purposes shall be made in good faith by the Board of Directors, which determination shall be conclusive and binding on the Corporation and its stockholders.

(b) In order for the Secretary to call a Stockholder Requested Special Meeting, one or more written requests for a special stockholder meeting (individually or collectively, a **Special Meeting Request** ) signed and dated by the stockholder(s) of record that Own the Requisite Percent, or by persons who are acting on behalf of those who Own the Requisite Percent, must be delivered by the requesting stockholder(s) to the Secretary at the principal executive offices of the Corporation, must set forth therein the purpose or purposes of the proposed Stockholder Requested Special Meeting and must be accompanied by:

(1) the information required by paragraph (B) of Article I, Section 11 of these By-Laws; and

(2) as to each stockholder signing such request, or if such stockholder is a nominee or custodian, as to each beneficial owner on whose behalf such request is signed, (i) an affidavit signed by such person stating the number of shares of the Corporation that it Owns as of the date such request was signed and agreeing to continue to Own at least (A) such number of shares or (B) a number of shares equal to the Requisite Percent through the date of the Stockholder Requested Special Meeting and to update and supplement such affidavit, if necessary, so that the information provided in such affidavit regarding the number of shares that such person Owns shall be true and correct as of the record date for the Stockholder Requested Special Meeting and as of the date that is five business days prior to the meeting or any adjournment or postponement thereof, with such update and supplement to be delivered to the Secretary at the principal executive offices of the Corporation not later than five business days after the record date for the meeting in the case of the update and supplement required to be made as of the record date, and not later than three business days prior to the date for the meeting or any adjournment or postponement thereof in the case of the update and supplement required to be made as of five business days prior to the meeting or any adjournment or postponement thereof; *provided* that in the event of any decrease in the number of shares of the Corporation Owned by such person at any time before the Stockholder Requested Special Meeting, such person's Special Meeting Request shall be deemed revoked with respect to the shares comprising such reduction and shall not be counted towards the calculation of the Requisite Percent.

One or more written requests for a special meeting delivered to the Secretary shall constitute a valid Special Meeting Request only if each such written request satisfies the requirements set forth above in this clause (b) and has been dated and delivered to the Secretary within 60 days of the earliest dated of such requests. If the record holder is not the signatory to the Special Meeting Request, such Special Meeting Request will not be valid unless documentary evidence from the record holder of such signatory's authority to execute the Special Meeting Request on behalf of the record holder is supplied to the Secretary at the time of delivery of such Special Meeting Request (or within 10 business days thereafter). The determination of the validity of a Special Meeting Request shall be made in good faith by the Board of Directors, whose determination shall be conclusive and binding on the Corporation and the stockholders.

(c) If none of the stockholder(s) who submitted the Special Meeting Request(s) (or their qualified representatives) appears at the Stockholder Requested Special Meeting to present the matter or matters to be brought before the special meeting as specified in the Special Meeting Request(s), the Corporation need not present the matter or matters for a vote at the meeting, notwithstanding that proxies in respect of such vote may have been received by the Corporation.

(d) The stockholder seeking to call the special meeting may revoke a Special Meeting Request by written revocation delivered to, or mailed and received by, the Secretary at any time prior to the special meeting, and any stockholder signing a Special Meeting Request may revoke such request as to the shares that such person Owns (or as to the shares that are Owned by the person on whose behalf the stockholder is acting, as applicable), and their Special Meeting Request shall thereupon be deemed revoked; *provided* that if as a result of such revocation(s) there are no longer any valid unrevoked Special Meeting Request(s) from stockholders who Own at least a Requisite Percent with respect to the proposed special meeting, then there shall be no requirement for the Secretary to call, or for the Corporation to hold, a special meeting regardless of whether notice of such special meeting has been sent and/or proxies solicited for such special meeting. Further, in the event that the stockholder requesting the Stockholder Requested Special Meeting withdraws such Special Meeting Request, there shall be no requirement for the Secretary to call, or for the Corporation to hold, such special meeting.

Section 3. Notice. Except as otherwise provided by law, notice of the time, place and, in the case of a special meeting, the purpose or purposes of the meeting of stockholders shall be delivered personally or mailed not earlier than sixty, nor less than ten, days previous thereto, to each stockholder of record entitled to vote at the meeting at such address as appears on the records of the Corporation.

Section 4. Quorum. The holders of a majority in voting power of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by statute or by the Corporation's Amended and Restated Certificate of

**C-2 CBRE - 2018 Proxy Statement**

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**Table of Contents**

Incorporation as may be amended from time to time (the **Certificate of Incorporation** ); but if at any regularly called meeting of stockholders there shall be less than a quorum present, the stockholders present may adjourn the meeting from time to time without further notice other than announcement at the meeting until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if, after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 5. **Conduct of Meetings**. The Chair of the Board of Directors, or in the Chair's absence or at the Chair's direction, the Chair of the Corporation's Corporate Governance and Nominating Committee, or in such Committee Chair's absence or at such Committee Chair's direction, another non-management director of the Corporation shall call all meetings of the stockholders to order and shall act as chair of such meeting. The Secretary of the Corporation or, in such officer's absence, an Assistant Secretary shall act as secretary of the meeting. If neither the Secretary nor an Assistant Secretary of the Corporation is present, the chair of the meeting shall appoint a secretary of the meeting. Unless otherwise determined by the Board of Directors prior to the meeting, the chair of the meeting shall determine the order of business and shall have the authority in his or her discretion to regulate the conduct of any such meeting, including, without limitation, by imposing restrictions on the persons (other than stockholders of the Corporation or their duly appointed proxies) who may attend any such meeting, whether any stockholder or stockholders' proxy may be excluded from any meeting of stockholders based upon any determination by the chair of the meeting, in his or her sole discretion, that any such person has unduly disrupted or is likely to disrupt the proceedings thereat, and the circumstances in which any person may make a statement or ask questions at any meeting of stockholders.

Section 6. **Proxies**. At all meetings of stockholders, any stockholder entitled to vote at such meeting shall be entitled to vote in person or by proxy, but no proxy shall be voted after three years from its date, unless such proxy provides for a longer period. Without limiting the manner in which a stockholder may authorize another person or persons to act for the stockholder as proxy pursuant to the General Corporation Law of the State of Delaware, the following shall constitute a valid means by which a stockholder may grant such authority: (a) a stockholder may execute a writing authorizing another person or persons to act for the stockholder as proxy, and execution of the writing may be accomplished by the stockholder or the stockholder's authorized officer, director, employee or agent signing such writing or causing his or her signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature; or (b) a stockholder may authorize another person or persons to act for the stockholder as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, *provided* that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the judge or judges of stockholder votes or, if there are no such judges, such other persons making that determination shall specify the information upon which they relied.

Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to the preceding paragraph of this Section 6 may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, *provided* that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

Proxies shall be filed with the Secretary of the meeting prior to or at the commencement of the meeting to which they relate.

Section 7. Voting. When a quorum is present at any meeting, the vote of the holders of a majority in voting power of the stock present in person or represented by proxy and entitled to vote on the matter shall decide any question brought before such meeting, unless the question is one upon which by express provision of statute or of the Certificate of Incorporation or these By-Laws a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 8. Record Dates. In order that the Corporation may determine the stockholders (a) entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof or (b) entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date (i) in the case of clause (a) above, shall not be more than sixty nor less than ten days before the date of such meeting and (ii) in the case of clause (b) above, shall not be more than sixty days prior to such action. If for any reason the Board of Directors shall not have fixed a record date for any such purpose, the record date for such purpose shall be determined as provided by law. Only those stockholders of record on the date so fixed or determined shall be entitled to any of the foregoing rights, notwithstanding the transfer of any such stock on the books of the Corporation after any such record date so fixed or determined.

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**Table of Contents**

Section 9. Inspection of Stockholders List. The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced at the time and kept at the place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 10. Judges of Stockholder Votes. The Board of Directors, in advance of all meetings of the stockholders, shall appoint one or more judges of stockholder votes, who may be stockholders or their proxies, but not directors of the Corporation or candidates for office. In the event that the Board of Directors fails to so appoint judges of stockholder votes or, in the event that one or more judges of stockholder votes previously designated by the Board of Directors fails to appear or act at the meeting of stockholders, the chair of the meeting may appoint one or more judges of stockholder votes to fill such vacancy or vacancies. Judges of stockholder votes appointed to act at any meeting of the stockholders, before entering upon the discharge of their duties, shall be sworn faithfully to execute the duties of judge of stockholder votes with strict impartiality and according to the best of their ability and the oath so taken shall be subscribed by them. Judges of stockholder votes shall, subject to the power of the chair of the meeting to open and close the polls, take charge of the polls, and, after the voting, shall make a certificate of the result of the vote taken.

Section 11. Notice and Information Requirements. (A) *Annual Meetings of Stockholders*. (1) Nominations of persons for election to the Board of Directors of the Corporation (other than directors to be nominated by any series of Preferred Stock, voting separately as a class, or pursuant to the Securityholders Agreement (as defined below)) and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the Corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Chair of the Board of Directors or the Board of Directors, (c) by any stockholder of the Corporation who is entitled to vote at the meeting, who complied with the notice procedures set forth in paragraphs (A)(2) and (A)(3) of this Article I, Section 11 and who was a stockholder of record at the time such notice is delivered to the Secretary of the Corporation or (d) by any stockholder of the Corporation who meets the requirements of and complies with the procedures set forth in Article 1, Section 12.

(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this Article I, Section 11, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation, and any such proposed business other than nominations of persons for election to the Board of Directors must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not less than 90 days nor more than 120 days prior to the first anniversary date of the preceding year's annual meeting; *provided, however*, that in the event that the date of the annual meeting is more than 30 days before, or more than 70 days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120<sup>th</sup> day prior to such annual meeting and not later than the close of business on the later of the 90<sup>th</sup> day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the **Exchange Act**), including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business

desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend these By-Laws, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books and records, and of such beneficial owner, (ii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination and (iv) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (x) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (y) otherwise to solicit proxies from stockholders in support of such proposal or nomination; (d) a description of any agreement, arrangement or understanding with respect to the nomination or proposal and/or the voting of shares of any class or series of stock of the Corporation between or among the stockholder giving the notice, the beneficial owner, if any, on whose behalf the nomination or proposal is made, any of their respective affiliates or associates and/or any others acting in concert with any of the foregoing (collectively, **proponent persons**); and (e) a description of any

**C-4 CBRE - 2018 Proxy Statement**

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**Table of Contents**

agreement, arrangement or understanding (including without limitation any contract to purchase or sell, acquisition or grant of any option, right or warrant to purchase or sell, swap or other instrument) the intent or effect of which may be (i) to transfer to or from any proponent person, in whole or in part, any of the economic consequences of ownership of any security of the Corporation, (ii) to increase or decrease the voting power of any proponent person with respect to shares of any class or series of stock of the Corporation and/or (iii) to provide any proponent person, directly or indirectly, with the opportunity to profit or share in any profit derived from, or to otherwise benefit economically from, any increase or decrease in the value of any security of the Corporation. A stockholder providing notice of a proposed nomination for election to the Board of Directors or other business proposed to be brought before a meeting (whether given pursuant to this paragraph (A)(2) or paragraph (B) of this Article I, Section 11) shall update and supplement such notice from time to time to the extent necessary so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting and as of the date that is 15 days prior to the meeting or any adjournment or postponement thereof; such update and supplement shall be delivered in writing to the Secretary at the principal executive offices of the Corporation not later than 5 days after the record date for the meeting (in the case of any update and supplement required to be made as of the record date), and not later than 10 days prior to the date for the meeting or any adjournment or postponement thereof (in the case of any update and supplement required to be made as of 15 days prior to the meeting or any adjournment or postponement thereof). The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this Article I, Section 11 to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation at an annual meeting is increased, and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the Corporation at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Article I, Section 11 shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth day following the day on which such public announcement is first made by the Corporation.

(B) *Special Meetings of Stockholders.* Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting (1) in the case of a meeting called by the Chair of the Board of Directors, the Chief Executive Officer or the Board of Directors pursuant to a resolution approved by the Board of Directors, pursuant to the Corporation's notice of meeting pursuant to Article I, Section 3 of these By-Laws, or (2) in the case of a Stockholder Requested Special Meeting upon the written request of holder(s) Owning the Requisite Percent, as shall have been proposed by such holder(s) pursuant to a notice setting forth the information required pursuant to paragraph (A)(2) of this Article I, Section 11, and such other purposes as shall be directed by the Board of Directors, in each case as set forth in the Corporation's notice of meeting pursuant to Article I, Section 3 of these By-Laws. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (i) by or at the direction of the Board of Directors (or stockholder(s) pursuant to Article Eighth of the Certificate of Incorporation) or (ii) provided that the Board of Directors (or stockholder(s) pursuant to Article Eighth of the Certificate of Incorporation) has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is entitled to vote at the meeting, who complies with the notice procedures set forth in this Article I, Section 11 and who is a stockholder of record at the time such notice is delivered to the Secretary. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice as required by paragraph (A)(2) of this Article I, Section 11 shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 120<sup>th</sup> day prior to such special meeting and not later than the close of business on the

later of the 90<sup>th</sup> day prior to such special meeting or the 10<sup>th</sup> day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting.

(C) *General.* (1) Unless otherwise provided by the terms of any series of Preferred Stock, the Securityholders Agreement dated as of July 20, 2001, as amended from time to time (the **Securityholders Agreement**), among the Corporation, CBRE Services, Inc. (formerly known as CB Richard Ellis Services, Inc.) and the Corporation's stockholders from time to time party thereto or any other agreement approved by the Corporation's Board of Directors, only persons who are nominated in accordance with the procedures set forth in Article I, Sections 11 or 12 shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Article I, Section 11. Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, the chair of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made in accordance with the procedures set forth in Article I, Sections 11 or 12 and, if any proposed nomination or business is not in compliance with Article I, Sections 11 or 12, to declare that such defective nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding anything to the contrary in Article I, Sections 11 or 12, if the stockholder (or a qualified representative of the stockholder) does not appear at

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**Table of Contents**

the annual or special meeting of stockholders of the Corporation to present a nomination or business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of Article I, Sections 11 and 12, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(2) For purposes of this Article I, Section 11, **public announcement** shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission (the **SEC**) pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(3) For purposes of these By-Laws, no adjournment or postponement nor notice of adjournment or postponement of any meeting shall be deemed to constitute a new notice of such meeting for purposes of Article I, Sections 11 and 12, and in order for any notification required to be delivered by a stockholder pursuant to Article I, Sections 11 and 12 to be timely, such notification must be delivered within the periods set forth above with respect to the originally scheduled meeting.

(4) Notwithstanding the foregoing provisions of this Article I, Section 11, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in these By-Laws; *provided, however*, that any references in these By-Laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to these By-Laws (including paragraphs (A)(1)(c) and (B) of this Article I, Section 11), and compliance with paragraphs (A)(1)(c) and (B) of this Article I, Section 11 shall be the exclusive means for a stockholder to make nominations or submit other business (other than as provided in Article I, Section 12). Nothing in these By-Laws shall be deemed to affect any rights of the holders of any series of Preferred Stock to elect directors pursuant to any applicable provisions of the Certificate of Incorporation (including any certificate of designations relating to any series of Preferred Stock).

Section 12. **Proxy Access for Director Nominations.** (A) *Inclusion of Stockholder Nominees in the Corporation's Proxy Materials.* Notwithstanding anything to the contrary in these By-Laws, whenever the Board of Directors solicits proxies with respect to the election of Directors at an annual meeting of stockholders, subject to the provisions of this Article I, Section 12, the Corporation shall include in its proxy statement, form of proxy card and other applicable documents or filings with the SEC required in connection with the solicitation of proxies for the election of directors for such annual meeting (the **Corporation's proxy materials**), in addition to any persons nominated for election by the Board of Directors or any committee thereof, the name of any person nominated for election to the Board of Directors pursuant to this Article I, Section 12 (the **Stockholder Nominee**) by an Eligible Stockholder (as defined below), and will include in its proxy statement for the annual meeting of stockholders the Required Information (as defined below), if the Eligible Stockholder satisfies the requirements of this Article I, Section 12 and expressly elects at the time of providing the notice required by this Article I, Section 12 (the **Notice of Proxy Access Nomination**) to have its Stockholder Nominee(s) included in the Corporation's proxy materials pursuant to this Article I, Section 12. Nothing in this Article I, Section 12 shall limit the Corporation's ability to solicit against, and include in its proxy materials its own statements relating to, any Stockholder Nominee, Eligible Stockholder, or group of stockholders acting collectively as an Eligible Stockholder.

(B) *Qualification as an Eligible Stockholder.* To qualify as an **Eligible Stockholder**, a stockholder or an eligible group of no more than 20 stockholders of the Corporation (counting the record holder and beneficial holder of the same shares of the Corporation's stock as one stockholder for these purposes), must have owned (as defined below) the **Nomination Required Ownership Percentage** (as defined below) of the Corporation's outstanding common stock entitled to vote generally in the election of directors of the Corporation (the **Nomination Required Shares**) continuously for the **Minimum Holding Period** (as defined below) as of both the date the Notice of Proxy Access Nomination is delivered to the Secretary of the Corporation in accordance with this Article I, Section 12 and the close of business on the record date for determining the stockholders entitled to vote at the annual meeting of stockholders of the Corporation, and thereafter must continue to own the **Nomination Required Shares** through the date of such annual meeting (and any postponement or adjournment thereof). For purposes of this Article I, Section 12, the **Nomination Required Ownership Percentage** is 3% and the **Minimum Holding Period** is three years.

In the event the Eligible Stockholder consists of a group of stockholders, any and all requirements and obligations for an individual Eligible Stockholder that are set forth in this Article I, Section 12, including the **Minimum Holding Period**, shall apply to each member of such group; *provided, however*, that the **Nomination Required Ownership Percentage** shall apply to the ownership of the group in the aggregate. No person may be a member of more than one group of persons constituting an Eligible Stockholder for purposes of nominations pursuant to this Article I, Section 12 with respect to any annual meeting of the stockholders of the Corporation (other than a record holder directed to act by more than one beneficial owner). If and to the extent a stockholder of record is acting on behalf of one or more beneficial owners, only the stock of the Corporation owned by

**C-6 CBRE - 2018 Proxy Statement**

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**Table of Contents**

such beneficial owner or owners, and not any other stock of the Corporation owned by any such stockholder of record, shall be counted for purposes of satisfying the Minimum Holding Period and Nomination Required Ownership Percentage. In addition, a group of any two or more funds that are under common management and investment control shall be treated as one stockholder of record or beneficial owner, as the case may be, for the purposes of forming a group to qualify as an Eligible Stockholder; *provided* that each fund otherwise meets the requirements set forth in this Article I, Section 12; and *provided, further*, that any such funds for which common stock of the Corporation is aggregated for the purpose of satisfying the Nomination Required Ownership Percentage provide documentation reasonably satisfactory to the Corporation that demonstrates that the funds meet the criteria set forth in this paragraph in the Notice of Proxy Access Nomination.

Whenever an Eligible Stockholder consists of a group of more than one stockholder, each provision in this Article I, Section 12 that requires the Eligible Stockholder to provide any information, written statements, representations, undertakings or agreements or to meet any other conditions shall be deemed to require each stockholder that is a member of such group to provide such information, statements, representations, undertakings or agreements and to meet such other conditions (which, if applicable, shall apply with respect to the portion of the Nomination Required Shares owned by such stockholder). When an Eligible Stockholder is comprised of a group of more than one stockholder, a violation of any provision of this Article I, Section 12 by any member of the group shall be deemed a violation by the entire group.

For purposes of this Article I, Section 12, an Eligible Stockholder shall be deemed to **own** only those outstanding shares of common stock of the Corporation as to which the stockholder possesses both: (1) the full voting and investment rights pertaining to the shares and (2) the full economic interest in (including the opportunity for profit from and risk of loss on) such shares; *provided* that the number of shares calculated in accordance with clauses (1) and (2) above shall not include any shares (a) sold by such stockholder or any of its affiliates in any transaction that has not been settled or closed, including any short sale, (b) borrowed by such stockholder or any of its affiliates for any purposes or purchased by such stockholder or any of its affiliates pursuant to an agreement to resell or (c) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar instrument, agreement or arrangement entered into by such stockholder or any of its affiliates, whether any such instrument, agreement or arrangement is to be settled with shares or with cash based on the notional amount or value of shares of outstanding common stock of the Corporation, in any such case which instrument, agreement or arrangement has, or is intended to have, or if exercised by either party would have, the purpose or effect of (i) reducing in any manner, to any extent or at any time in the future, such stockholder's or its affiliates' full right to vote or direct the voting of any such shares and/or (ii) hedging, offsetting or altering to any degree any gain or loss realized or realizable from maintaining the full economic ownership of such shares by such stockholder or its affiliates. An Eligible Stockholder shall **own** shares of common stock held in the name of a nominee or other intermediary so long as the stockholder retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A stockholder's ownership of shares of common stock shall be deemed to continue during any period in which (I) the stockholder has loaned such shares, provided that the stockholder has the power to recall such loaned shares on five business days' notice and provides a representation to the Corporation that it will promptly recall such loaned shares upon being notified that any of its Stockholder Nominees will be included in the Corporation's proxy materials, or (II) the stockholder has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement which is revocable at any time by the stockholder. The terms **owned**, **owning** and other variations of the word **own** in this Article I, Section 12 shall have correlative meanings. Whether outstanding shares of the common stock of the Corporation are **owned** for these purposes shall be determined by the Board of Directors or any committee thereof, in each case, in its sole discretion, which determination shall be conclusive and binding on the Corporation, its stockholders and beneficial owners and all other parties. For purposes of this Article I, Section 12, the term **affiliate** or **affiliates** shall have the meaning ascribed thereto under rules and regulations promulgated under the Exchange Act.

(C) *Required Information.* For purposes of this Article I, Section 12, the **Required Information** that the Corporation will include in its proxy statement is (1) the information provided to the Secretary of the Corporation concerning the Stockholder Nominee and the Eligible Stockholder that is required to be disclosed in the Corporation's proxy statement by applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder, and (2) if the Eligible Stockholder so elects, a written statement of the Eligible Stockholder, not to exceed 500 words, in support of the candidacy of the Stockholder Nominee(s), which must be delivered to the Secretary of the Corporation at the time the Notice of Proxy Access Nomination required by this Article I, Section 12 is delivered (the **Statement**). Notwithstanding anything to the contrary contained in this Article I, Section 12, the Corporation may omit from its proxy statement any information or the Statement (or portion thereof) that it, in good faith, believes is untrue in any material respect (or omits to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading) or would violate any applicable law, rule, regulation or listing standard. Nothing in this Article I, Section 12 shall limit the Corporation's ability to solicit against and include in the Corporation's proxy materials its own statements or other information relating to the Eligible Stockholder or any Stockholder Nominee.

(D) *Maximum Number of Stockholder Nominees.* The maximum number of Stockholder Nominees nominated by all Eligible Stockholders (including any Stockholder Nominee that was submitted by an Eligible Stockholder for inclusion in the Corporation's proxy materials pursuant to this Article I, Section 12 but was subsequently withdrawn, disregarded pursuant to

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**Table of Contents**

this Article I, Section 12 or declared invalid or ineligible) that will be included in the Corporation's proxy materials with respect to an annual meeting of stockholders shall not exceed the greater of (1) 20% of the total number of directors in office (rounded down to the nearest whole number) as of the last day on which a Notice of Proxy Access Nomination may be timely delivered pursuant to and in accordance with this Article I, Section 12 (the **Final Proxy Access Nomination Date**) or (2) two (the **Maximum Number**). In the event that one or more vacancies for any reason occurs on the Board of Directors after the Final Proxy Access Nomination Date but before the date of the annual meeting of stockholders and the Board of Directors resolves to reduce the size of the Board of Directors in connection therewith, the Maximum Number of Stockholder Nominees eligible for inclusion in the Corporation's proxy materials pursuant to this Article I, Section 12 shall be calculated based on the number of directors in office as so reduced.

The Maximum Number shall be reduced, but not below zero, by the sum of:

- (a) the number of individuals nominated by an Eligible Stockholder for inclusion in the Corporation's proxy materials pursuant to this Article I, Section 12 whom the Board of Directors decides to nominate as a nominee of the Board of Directors;
- (b) the number of individuals that the Board of Directors decides to nominate for re-election who were Stockholder Nominees at one of the previous three annual meetings of stockholders; and
- (c) the number of Stockholder Nominees whose nomination was subsequently withdrawn or otherwise deemed invalid pursuant to this Article 1, Sections 11(C)(1), 12(H) or 12(I)(1).

Any Eligible Stockholder submitting more than one Stockholder Nominee for inclusion in the Corporation's proxy materials pursuant to this Article I, Section 12 shall rank such Stockholder Nominees in its Notice of Proxy Access Nomination based on the order that the Eligible Stockholder desires such Stockholder Nominees to be selected for inclusion in the Corporation's proxy materials in the event that the total number of Stockholder Nominees submitted by Eligible Stockholders pursuant to this Article I, Section 12 exceeds the Maximum Number. In the event that the number of Stockholder Nominees submitted by Eligible Stockholders pursuant to this Article I, Section 12 exceeds the Maximum Number, the highest ranking Stockholder Nominee who meets the requirements of this Article I, Section 12 from each Eligible Stockholder will be selected for inclusion in the Corporation's proxy materials until the Maximum Number is reached, beginning with the Eligible Stockholder or group of Eligible Stockholders with the largest number of shares of the Corporation's outstanding common stock each Eligible Stockholder disclosed as owned in its respective Notice of Proxy Access Nomination submitted to the Corporation and preceding through each Eligible Stockholder or group of Eligible Stockholders in descending order of ownership. If the Maximum Number is not reached after the highest ranking Stockholder Nominee who meets the requirements of this Article I, Section 12 from each Eligible Stockholder has been selected, this process will continue as many times as necessary, following the same order each time, until the Maximum Number is reached or there are no remaining Stockholder Nominees.

(E) *Timing of Notice.* To be eligible to have its nominee included in the Corporation's proxy materials pursuant to this Article I, Section 12, an Eligible Stockholder shall have timely delivered, in proper form, a Notice of Proxy Access Nomination to the Secretary. To be timely, the Notice of Proxy Access Nomination shall be delivered to the Secretary at the principal executive offices of the Corporation in proper form not less than 90 days nor more than 120 days prior to the first anniversary date of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before, or more than 70 days after such anniversary date, notice by an Eligible Stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made.

(F) *Form and Content of Notice.* To be in proper form for purposes of this Article I, Section 12, the Notice of Proxy Access Nomination to the Secretary must be in writing and shall include the following information:

(1) an express request that each Stockholder Nominee be included in the Corporation's proxy materials pursuant to this Article I, Section 12;

(2) one or more written statements from the record holder of the Nomination Required Shares (and from each intermediary through which the Nomination Required Shares are or have been held during the Minimum Holding Period) verifying that, as of a date within seven calendar days prior to the date the Notice of Proxy Access Nomination is delivered to the Secretary of the Corporation, the Eligible Stockholder owns, and has owned continuously for the Minimum Holding Period, the Nomination Required Shares, and the Eligible Stockholder's agreement to provide, within five business days after the record date for the annual meeting of stockholders, written statements from the record holder and intermediaries verifying the Eligible Stockholder's continuous ownership of the Nomination Required Shares through the record date, together with a written statement by the Eligible Stockholder that such Stockholder will continue to own the Nomination Required Shares through the date of such annual meeting (and any postponement or adjournment thereof);

(3) with respect to each Eligible Stockholder or member of a group comprising an Eligible Stockholder, (a) the number of shares of the Corporation's capital stock that such Eligible Stockholder is deemed to own for the purposes of this Article I, Section 12, (b) the class or series and form of ownership for such shares and (c) the number of shares of the Corporation's capital stock (i) sold by such stockholder or any of its affiliates in any transaction that has not been settled or closed, including

**C-8 CBRE - 2018 Proxy Statement**

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**Table of Contents**

any short sale, (ii) borrowed by such stockholder or any of its affiliates for any purposes or purchased by such stockholder or any of its affiliates pursuant to an agreement to resell, (iii) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar instrument, agreement or arrangement entered into by such stockholder or any of its affiliates, whether any such instrument, agreement or arrangement is to be settled with shares or with cash based on the notional amount or value of shares of outstanding common stock of the Corporation, in any such case which instrument, agreement or arrangement has, or is intended to have, or if exercised by either party would have, the purpose or effect of (I) reducing in any manner, to any extent or at any time in the future, such stockholder's or its affiliates' full right to vote or direct the voting of any such shares and/or (II) hedging, offsetting or altering to any degree any gain or loss realized or realizable from maintaining the full economic ownership of such shares by such stockholder or its affiliates, (iv) over which such stockholder does not retain the right to instruct how such shares are voted with respect to the election of directors, (v) over which such stockholder does not possess the full economic interest, (vi) subject to a loan that does not permit such stockholder to recall such loaned shares on three business days' notice, or (vii) for which such stockholder has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement which is not revocable at any time by such stockholder.

(4) a copy of any Schedule 14N that has been or concurrently is filed with the SEC as required by Rule 14a-18 under the Exchange Act, as such rule may be amended;

(5) the other information, representations and agreements that are the same as those that would be required to be set forth in a stockholder's notice of nomination pursuant to Article I, Section 11(A)(2);

(6) the consent of each Stockholder Nominee to be named in the Corporation's proxy materials as a nominee, to serve as a Director if elected, and to the public disclosure of the information provided pursuant to this Article I, Section 12;

(7) a representation that the Eligible Stockholder (including each group member, in the case of nomination by a group of stockholders):

(a) acquired the Nomination Required Shares in the ordinary course of business and not with the intent to change or influence control of the Corporation, and that neither the Eligible Stockholder nor any Stockholder Nominee being nominated thereby presently has such intent;

(b) has not nominated and will not nominate for election to the Board of Directors at the annual meeting of stockholders any person other than its Stockholder Nominee(s) being nominated pursuant to this Article I, Section 12;

(c) has not engaged and will not engage in, with respect to the applicable annual meeting, and has not and will not be a participant in, another person's or group's solicitation within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a Director at the annual meeting of stockholders, other than its Stockholder Nominee(s) or a nominee of the Board of Directors;

(d) will not distribute to any stockholder of the Corporation any form of proxy for the annual meeting of stockholders other than the form distributed by the Corporation;

(e) has provided and will provide facts, statements and other information in all communications with the Corporation and its stockholders and beneficial owners, including without limitation the Notice of Proxy Access Nomination and the Statement, that are and will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made in light of the circumstances under which they were made, not misleading; and

(f) consents to the public disclosure by the Corporation of the information provided pursuant to this Article I, Section 12;

(8) an executed agreement, in a form deemed satisfactory by the Board of Directors, pursuant to which the Eligible Stockholder agrees to:

(a) assume all liability stemming from any legal or regulatory violation arising out of communications with the stockholders of the Corporation by the Eligible Stockholder, its affiliates and associates or their respective agents or representatives, either before or after providing a Notice of Proxy Access Nomination pursuant to this Article I, Section 12, or out of the information that the Eligible Stockholder or its Stockholder Nominee(s) provided to the Corporation pursuant to this Article I, Section 12 or otherwise in connection with the inclusion of such Stockholder Nominee(s) in the Corporation's proxy materials pursuant to this Article I, Section 12;

(b) indemnify and hold harmless the Corporation and each of its directors, officers, employees, agents and affiliates individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative arising out of or relating to any nomination submitted by the Eligible Stockholder pursuant to this Article I, Section 12;

(c) comply with all applicable laws and regulations with respect to any solicitation, or applicable to the filing and use, if any, of soliciting material, in connection with the annual meeting of stockholders; and

**Table of Contents**

(d) file with the SEC any solicitation or other communication with the Corporation's stockholders relating to the meeting at which the Stockholder Nominee will be nominated, regardless of whether any such filing is required under Regulation 14A of the Exchange Act or whether any exemption from filing is available thereunder;

(9) in the case of a nomination by a group of stockholders that together is an Eligible Stockholder, the designation by all group members of one group member that is authorized to act on behalf of all such members with respect to the nomination and matters related thereto, including withdrawal of the nomination; and

(10) a letter of resignation signed by each Stockholder Nominee, which letter shall specify that such Stockholder Nominee's resignation from the Board of Directors is irrevocable and that it shall become effective upon a determination by the Board of Directors or any committee thereof that (a) any of the information provided to the Corporation by the Eligible Stockholder or any member of a group of stockholders acting collectively as an Eligible Stockholder (including any beneficial owner on whose behalf the nomination was made) or the Stockholder Nominee in respect of the nomination of such Stockholder Nominee pursuant to this Article I, Section 12 is or was untrue in any material respect (or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading) or (b) the Eligible Stockholder or any member of a group of stockholders acting collectively as an Eligible Stockholder (including any beneficial owner on whose behalf the nomination was made) or the Stockholder Nominee shall have breached any of their respective representations, obligations or agreements under this Article I, Section 12.

The Corporation may also require each Eligible Stockholder and Stockholder Nominee to furnish such additional information as may reasonably be necessary to permit the Board of Directors to determine if each Stockholder Nominee is independent under the listing standards of the principal U.S. exchange upon which the common stock of the Corporation is listed, any applicable rules of the SEC and any publicly disclosed standards used by the Board of Directors in determining and disclosing the independence of the Corporation's Directors or as may reasonably be required by the Corporation to determine that the Eligible Stockholder meets the criteria for qualification as an Eligible Stockholder.

(G) *Breach and Duty to Update.* In the event that an Eligible Stockholder, or any member of a group acting collectively as an Eligible Stockholder, shall have breached any of their respective representations, obligations or agreements with the Corporation, or any information included in the Statement or the Notice of Proxy Access Nomination or any other communications by such Eligible Stockholder or member of a group acting collectively as an Eligible Stockholder (including any beneficial owner on whose behalf the nomination is made) with the Corporation or its stockholders and beneficial owners ceases to be true and correct in all material respects (or omits a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading), each Eligible Stockholder or any member of a group acting collectively as an Eligible Stockholder (including any beneficial owner on whose behalf the nomination is made), as the case may be, shall promptly (and in any event within 24 hours of discovering such breach or that such information has ceased to be true and correct in all material respects (or omits a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading) notify the Secretary of the Corporation of any such breach, inaccuracy or omission in such previously provided information and shall provide the information that is required to correct any such defect, if applicable.

(H) *Disqualification of Stockholder Nominees.* The Corporation shall not be required to include, pursuant to this Article I, Section 12, a Stockholder Nominee in the Corporation's proxy materials for any meeting of stockholders, or, if the proxy statement already has been filed, to allow the nomination of a Stockholder Nominee, notwithstanding that proxies in respect of such vote may have been received by the Corporation:

(1) for which the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors pursuant to the advance notice requirements for stockholder nominees for Director set forth in this Article I, Section 11;

(2) if the Eligible Stockholder who has nominated such Stockholder Nominee has engaged in or is currently engaged in, or has been or is a participant in, another person's solicitation within the meaning of Rule 14a-1(1) under the Exchange Act in support of the election of any individual as a Director at the annual meeting of stockholders other than its Stockholder Nominee(s) or a nominee of the Board of Directors;

(3) if such Stockholder Nominee is not independent under the listing standards of the principal U.S. exchange upon which the common stock of the Corporation is listed, any applicable rules of the SEC and any publicly disclosed standards used by the Board of Directors in determining and disclosing independence of the Corporation's directors, including those applicable to a director's service on any of the committees of the Board of Directors, in each case as determined by the Board of Directors in its sole discretion;

(4) if the election of such Stockholder Nominee as a member of the Board of Directors would cause the Corporation to be in violation of these By-Laws, the Certificate of Incorporation, the listing standards of the principal U.S. exchange upon which the common stock of the Corporation is listed, or any applicable state or federal law, rule or regulation or standards of the Corporation applicable to directors, in each case as determined by the Board of Directors in its sole discretion;

**C-10 CBRE - 2018 Proxy Statement**

**Table of Contents**

(5) if such Stockholder Nominee is or has been, within the past three years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, as amended, of the Corporation or its subsidiaries, or is a representative of an entity that has or has had a representative functioning as such an officer or director during such period;

(6) if such Stockholder Nominee is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past ten years;

(7) if such Stockholder Nominee is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act of 1933, as amended;

(8) if such Stockholder Nominee or the applicable Eligible Stockholder shall have provided information to the Corporation in respect to such nomination that was untrue in any material respect or omitted to state a material fact necessary in order to make the statement made, in light of the circumstances under which they were made, not misleading, as determined by the Board of Directors or any committee thereof, in each case, in its sole discretion;

(9) if the Eligible Stockholder who has nominated such Stockholder Nominee or such Stockholder Nominee otherwise contravenes any of the agreements or representations made by such Eligible Stockholder or Stockholder Nominee or fails to comply with its obligations pursuant to this Article I, Section 12; or

(10) whose business or personal interests place such Stockholder Nominee in a conflict of interest with the Corporation or any of its subsidiaries, as determined by the Board of Directors in its sole discretion.

For the purpose of this Article I, Section 12(H), clauses (2) through (10) will result in the exclusion from the Corporation's proxy materials pursuant to this Article I, Section 12 of the specific Stockholder Nominee(s) to whom the ineligibility applies, or, if the Corporation's proxy statement already has been filed, the ineligibility of the Stockholder Nominee(s) and the inability of the Eligible Stockholder that nominated any such Stockholder Nominee to substitute another Stockholder Nominee therefor; however, clause (1) will result in the exclusion from the proxy materials pursuant to this Article I, Section 12 of all Stockholder Nominees from such Eligible Stockholder for the applicable annual meeting, or, if the Corporation's proxy statement already has been filed, the ineligibility of all Stockholder Nominees.

(I) *General.* Notwithstanding the foregoing provisions of this Article I, Section 12, unless otherwise required by law:

(1) if the Stockholder Nominee(s) and/or the applicable Eligible Stockholder shall have breached its or their obligations under this Article I, Section 12, as determined by the Board of Directors or the chairperson of the meeting of stockholders, in each case, in its, his or her sole discretion, such nomination shall, without further action, be disregarded, notwithstanding that proxies in respect of such vote may have been received by the Corporation;

(2) the Corporation may omit from its proxy materials any information, including all or any portion of the Nomination Statement, if the Board of Directors determines that the disclosure of such information would violate any applicable law or regulation or that such information is not true and correct in all material respects or omits to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and

(3) the Board of Directors (and any other person or body authorized by the Board of Directors) shall have the power and authority to interpret this Article I, Section 12 and to make any and all determinations necessary or advisable to apply this Article I, Section 12 to any persons, facts or circumstances. Any such interpretation or determination

adopted in good faith by the Board of Directors (or any other person or body authorized by the Board of Directors) shall be conclusive and binding on all persons, including the Corporation and its stockholders of record and beneficial owners).

(J) *Exclusive Method.* This Article I, Section 12 shall be the exclusive method for stockholders to include nominees for election to the Board of Directors in the Corporation's proxy materials.

## **ARTICLE II.**

### **BOARD OF DIRECTORS**

Section 1. Number, Election, Quorum. The Board of Directors of the Corporation shall consist of such number of directors, not less than three, as shall from time to time be fixed exclusively by resolution of the Board of Directors. The Board shall not nominate for election more than one member of the Corporation's management. A nominee for director shall (except as hereinafter provided for the filling of vacancies and newly created directorships) be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast as against such nominee's election; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary receives a notice (which purports to be in compliance with the notice procedures set forth in Article I, Section 11 of these By-Laws, irrespective of whether the Board of Directors thereafter determines that such notice is not in compliance with such procedures) that a stockholder has nominated a person for election to the Board of Directors and (ii) such nomination has not been withdrawn by such stockholder on or before the 14<sup>th</sup> day before the Corporation first mails to the stockholders its notice of meeting for such meeting. A majority of the total number of directors then in office (but not less than one-third of the number

**CBRE - 2018 Proxy Statement C-11**

**Table of Contents**

of directors constituting the entire Board of Directors) shall constitute a quorum for the transaction of business and, except as otherwise provided by law or by the Certificate of Incorporation, the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Directors need not be stockholders.

Section 2. Term Limits. The Board of Directors will not nominate for re-election any non-management director if that director has completed 12 years of service as an Independent Member (as defined below) of the Board of Directors on or prior to the date of election to which such nomination relates. The restriction in the immediately preceding sentence shall not apply until December 17, 2020 for any person who is a director as of December 17, 2015. For purposes of this Section 2 and the immediately following Section 3, **Independent Member** means a member of the Board of Directors that meets the criteria for independence required by the New York Stock Exchange or such other exchange upon which the Corporation's securities are publicly traded from time to time.

Section 3. Chair of the Board of Directors. The Board of Directors, after each annual meeting of the stockholders, shall elect a Chair of the Board of Directors who shall be an Independent Member (as defined above) of the Board of Directors. The Chair of the Board of Directors shall hold office until his or her successor is elected by the Board of Directors, or until his or her earlier resignation or removal. The Chair of the Board of Directors may be removed as Chair at any time with or without cause by the majority vote of the Board of Directors. The Board of Directors shall fill any vacancy in the position of Chair of the Board of Directors at such time and in such manner as the Board of Directors shall determine.

Section 4. Newly-Created Directorships and Vacancies. Unless otherwise required by law and subject to Section 6 of this Article II, newly created directorships in the Board of Directors that result from an increase in the number of directors and any vacancy occurring in the Board of Directors may be filled only by a majority of the directors then in office, although less than a quorum, or by a sole remaining director; and the directors so chosen shall hold office for a term as set forth in the Certificate of Incorporation. If any applicable provision of the General Corporation Law of the State of Delaware expressly confers power on stockholders to fill such a directorship at a special meeting of stockholders, such a directorship may be filled at such a meeting.

Section 5. Meetings. Meetings of the Board of Directors shall be held at such place within or without the State of Delaware as may from time to time be fixed by resolution of the Board of Directors or as may be specified in the notice of any meeting. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors and special meetings may be held at any time upon the call of the Chair of the Board of Directors or the Chief Executive Officer, by oral, or written notice including, telegraph, telex or transmission of a telecopy, e-mail or other means of transmission, duly served on or sent or mailed to each director to such director's address or telecopy number as shown on the books of the Corporation not less than one day before the meeting. The notice of any meeting need not specify the purposes thereof. A meeting of the Board of Directors may be held without notice immediately after the annual meeting of stockholders at the same place at which such meeting is held. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board of Directors. Notice of any meeting need not be given to any director who shall attend such meeting in person (except when the director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened), or who shall waive notice thereof, before or after such meeting, in writing.

Section 6. Election of Directors by Holders of Preferred Stock. Notwithstanding the foregoing, whenever the holders of any one or more series of Preferred Stock issued by the Corporation shall have the right, voting separately by series, to elect directors at an annual or special meeting of stockholders, the election, term of office, removal, and other features of such directorships shall be governed by the terms of the Certificate of Incorporation (including any

certificate of designations relating to any series of Preferred Stock) applicable thereto. The number of directors that may be elected by the holders of any such series of Preferred Stock shall be in addition to the number fixed by or pursuant to these By-Laws. Except as otherwise expressly provided in the terms of such series, the number of directors that may be so elected by the holders of any such series of stock shall be elected for terms expiring at the next annual meeting of stockholders, and vacancies among directors so elected by the separate vote of the holders of any such series of Preferred Stock shall be filled by the affirmative vote of a majority of the remaining directors elected by such series, or, if there are no such remaining directors, by the holders of such series in the same manner in which such series initially elected a director.

Section 7. Election of Directors by Multiples Classes or Series of Stock. If at any meeting for the election of directors, the Corporation has outstanding more than one class of stock, and one or more such classes or series thereof are entitled to vote separately as a class, and there shall be a quorum of only one such class or series of stock, that class or series of stock shall be entitled to elect its quota of directors notwithstanding absence of a quorum of the other class or series of stock.

Section 8. Executive Committee. The Board of Directors may designate three or more directors to constitute an executive committee to serve at the pleasure of the Board of Directors, one of whom shall be designated chair of such committee. The members of such committee shall be comprised of such members of the Board of Directors as the Board of Directors shall from time to time establish. Any vacancy occurring in the committee shall be filled by the Board of Directors. Regular meetings of the committee shall be held at such times and on such notice and at such places as it may from time to time determine. The committee shall act, advise with and aid the officers of the Corporation in all matters concerning its interest and the

**C-12 CBRE - 2018 Proxy Statement**

## **Table of Contents**

management of its business, and shall generally perform such duties and exercise such powers as may from time to time be delegated to it by the Board of Directors. The committee shall have power to authorize the seal of the Corporation to be affixed to all papers which are required by the General Corporation Law of the State of Delaware to have the seal affixed thereto.

The executive committee shall keep regular minutes of its transactions and shall cause them to be recorded in a book kept in the office of the Corporation designated for that purpose, and shall report the same to the Board of Directors at their regular meeting. The committee shall make and adopt its own rules for the government thereof and shall elect its own officers.

Section 9. **Other Committees.** The Board of Directors may from time to time establish such other committees to serve at the pleasure of the Board of Directors (including, without limitation, an audit committee (or audit and finance committee), a compensation committee and a corporate governance and nominating committee) which shall be comprised of such members of the Board of Directors and have such duties as the Board of Directors shall from time to time establish. Any director may belong to any number of committees of the Board of Directors. The Board of Directors may also establish such other committees with such members (whether or not directors) and such duties as the Board of Directors may from time to time determine.

Section 10. **Action by Unanimous Written Consent in Lieu of a Meeting.** Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section 11. **Remote Participation.** The members of the Board of Directors or any committee thereof may participate in a meeting of such Board of Directors or committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such a meeting.

Section 12. **Compensation.** The Board of Directors may establish policies for the compensation of directors and for the reimbursement of the expenses of directors, in each case, in connection with services provided by directors to the Corporation.

## **ARTICLE III.**

### **OFFICERS**

Section 1. **Election.** The Board of Directors, after each annual meeting of the stockholders, shall elect officers of the Corporation, including a Chief Executive Officer, a President and a Secretary. The Board of Directors may also from time to time elect such other officers (including one or more Vice Presidents, a Treasurer, one or more Assistant Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers or one or more Vice Chairs of the Board) as it may deem proper or may delegate to any elected officer of the Corporation the power to appoint and remove any such other officers and to prescribe their respective terms of office, authorities and duties. Any Vice President may be designated Executive, Senior or Corporate, or may be given such other designation or combination of designations as the Board of Directors may determine. Any two or more offices may be held by the same person.

Section 2. **Terms.** All officers of the Corporation elected by the Board of Directors shall hold office for such term as may be determined by the Board of Directors or until their respective successors are chosen and qualified. Any officer

may be removed from office at any time either with or without cause by the affirmative vote of a majority of the members of the Board of Directors then in office, or, in the case of appointed officers, by any elected officer upon whom such power of removal shall have been conferred by the Board of Directors.

Section 3. Powers and Duties. Each of the officers of the Corporation elected by the Board of Directors or appointed by an officer in accordance with these By-laws shall have the powers and duties prescribed by law, by these By-Laws or by the Board of Directors and, in the case of appointed officers, the powers and duties prescribed by the appointing officer, and, unless otherwise prescribed by these By-Laws or by the Board of Directors or such appointing officer, shall have such further powers and duties as ordinarily pertain to that office.

Section 4. Delegation. Unless otherwise provided in these By-Laws, in the absence or disability of any officer of the Corporation, the Board of Directors may, during such period, delegate such officer's powers and duties to any other officer or to any director and the person to whom such powers and duties are delegated shall, for the time being, hold such office.

#### **ARTICLE IV.**

#### **CERTIFICATES OF STOCK**

Section 1. Form. The shares of stock of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of the Corporation's stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is

**CBRE - 2018 Proxy Statement C-13**

**Table of Contents**

surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the Corporation by the Chair of the Board of Directors, or the President or a Vice President, and by the Treasurer or the Secretary of the Corporation, or as otherwise permitted by law, representing the number of shares registered in certificate form. Any or all the signatures on the certificate may be a facsimile.

Section 2. Transfers. Transfers of stock shall be made on the books of the Corporation by the holder of the shares in person or by such holder's attorney upon surrender and cancellation of certificates for a like number of shares, or as otherwise provided by law with respect to uncertificated shares.

Section 3. Loss, Stolen or Destroyed Certificates. No certificate for shares of stock in the Corporation shall be issued in place of any certificate alleged to have been lost, stolen or destroyed, except upon production of such evidence of such loss, theft or destruction and upon delivery to the Corporation of a bond of indemnity in such amount, upon such terms and secured by such surety, as the Board of Directors in its discretion may require.

**ARTICLE V.**

**CORPORATE BOOKS**

The books of the Corporation may be kept outside of the State of Delaware at such place or places as the Board of Directors may from time to time determine.

**ARTICLE VI.**

**CHECKS, NOTES, PROXIES, ETC.**

All checks and drafts on the Corporation's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, shall be signed by such officer or officers or agent or agents as shall be authorized from time to time by the Board of Directors. Proxies to vote and consents with respect to securities of other corporations owned by or standing in the name of the Corporation may be executed and delivered from time to time on behalf of the Corporation by the Chair of the Board of Directors, the Chief Executive Officer or President, or by such officers as the Board of Directors may from time to time determine.

**ARTICLE VII.**

**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January in each year and shall end on the thirty-first day of December following.

**ARTICLE VIII.**

**CORPORATE SEAL**

The corporate seal shall have inscribed thereon the name of the Corporation. In lieu of the corporate seal, when so authorized by the Board of Directors or a duly empowered committee thereof, a facsimile thereof may be impressed or affixed or reproduced.

**ARTICLE IX.**

**EXCLUSIVE FORUM**

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by applicable law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, other employee or stockholder of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action arising pursuant to any provision of the General Corporation Law of the State of Delaware or as to which the General Corporation Law of the State of Delaware confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article IX.

**C-14 CBRE - 2018 Proxy Statement**

Table of Contents

**ARTICLE X.**

**AMENDMENTS**

These By-Laws may be amended, added to, rescinded or repealed at any meeting of the Board of Directors or of the stockholders, *provided* notice of the proposed change was given in the notice of the meeting of the stockholders or, in the case of a meeting of the Board of Directors, in a notice given not less than two days prior to the meeting.

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**CBRE - 2018 Proxy Statement C-15**

**Table of Contents**



**Table of Contents**