CBRE GROUP, INC.
Form DEF 14A
March 30, 2016
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 x 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))**

x 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):

x No fee required.

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

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3. Filing Party:
4. Date Filed:

Table of Contents

400 South Hope Street, 25th Floor

Los Angeles, California 90071

(213) 613-3333

March 30, 2016

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 13, 2016, at our offices located at 4350 La Jolla Village Drive, Suite 250, San Diego, California at 8:30 a.m. (Pacific 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 2016 Annual Meeting of Stockholders

May 13, 2016

8:30 a.m. (Pacific Time)

CBRE, 4350 La Jolla Village Drive, Suite 250, San Diego, California

AGENDA:

1. Elect our 10 Board-nominated directors named in the Proxy Statement;

2. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2016;

3. Advisory resolution to approve named executive officer compensation for 2015;

4. Approve an amendment to our certificate of incorporation to reduce (to 30%) 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 14, 2016 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.

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.

March 30, 2016

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 March 30, 2016.

We may refer to ourselves in this Proxy Statement as CBRE, the Company, we, us or our and we may refer Board of Directors as the Board. A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, 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*.

Table of Contents

Proxy Summary Information

To assist you in reviewing the proposals to be voted upon at our 2016 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, 2015. 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 14, 2016 may cast their votes in any of the following ways:

Internet	Phone	Mail	In Person
Visit *www.proxyvote.com.* 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.

Voting Matters and Board Recommendation

Proposal	Board Vote Recommendation
Elect Directors (page 7)	ü *FOR each Director Nominee*
Ratify Independent Registered Public Accounting Firm for 2016 (page 23)	ü *FOR*
Advisory Resolution to Approve Named Executive Officer Compensation for 2015 (page 26)	ü *FOR*
Approve an Amendment to our Certificate of Incorporation to Reduce (to 30%) the Stock-Ownership Threshold Required for our Stockholders to Request a Special Stockholder Meeting (page 59)	ü *FOR*
If Properly Presented, to Consider a Stockholder Proposal Regarding Special Stockholder Meetings (page 62)	× *AGAINST*

Fiscal Year 2015 Business Highlights[(1)]

We are the world s largest commercial real estate services and investment firm, based on 2015 global revenue of $10.9 billion, with leading full-service operations in major metropolitan areas throughout the world. We offer a full range of services to occupiers, owners, lenders and investors in office, retail, industrial, multi-family and other types of commercial real estate.

Our service offering is supported by more than 400 offices and 70,000 employees worldwide (excluding independent affiliates).

Our services include:

- commercial real estate services operating under the CBRE brand name;
- real estate investment management 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 2015 performance, please review our Annual Report on Form 10-K for the fiscal year ended December 31, 2015. You can obtain a free copy of our Annual Report on Form 10-K at the SEC s website (www.sec.gov) or by submitting a written request by (a) mail to CBRE Group, Inc., Attention: Investor Relations, 200 Park Avenue, New York, New York 10166, (b) telephone at (212) 984-6515 or (c) e-mail at *investorrelations@cbre.com.*

Table of Contents

PROXY SUMMARY INFORMATION

In fiscal year 2015, we delivered strong results:

- Our revenue totaled $10.9 billion, up 20% from 2014.
- Our adjusted earnings before interest, taxes, depreciation and amortization (adjusted EBITDA) was $1.4 billion, up 21% from 2014.(2)
- Our adjusted net income was $689.2 million, up 23% from 2014.(2)
- Our adjusted earnings per share (adjusted EPS) was $2.05, up 22% from 2014.(2)
- We completed the acquisition of Johnson Controls, Inc. s Global Workplace Solutions business (our largest acquisition since 2006). This acquisition solidified our leadership position in the fast-growing occupier-outsourcing business.
- We increased the stability of our revenue sources, which is a key strategic goal for us. Our contractual revenue (which includes revenues from our occupier-outsourcing, Asset Services, Global Investment Management and Valuation business lines) increased substantially in 2015 versus 2014 as a result of (among other things) our Global Workplace Solutions acquisition.
- We successfully recruited hundreds of new brokerage producers (net of departures).
- We significantly strengthened our balance sheet, and had more than $3.0 billion in available liquidity at year-end 2015.
- We generated revenue from a well-balanced, highly-diversified base of clients. In 2015, our client roster included over 90 of the *Fortune 100* companies.
- In early 2016, for the fourth consecutive year, we were named a *Fortune* Most Admired Company in the real estate sector. This recognition reflects the strength of our brand and the high value we place on our people.

The following charts highlight our growth in adjusted EBITDA, adjusted net income and adjusted EPS for 2015 relative to 2014:

(2) These are non-GAAP financial measures. For supplemental financial data and a corresponding reconciliation of (a) net income computed in accordance with GAAP to adjusted EBITDA and (b) 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, 2015 and 2014, 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 (or as normalized EBITDA), 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, 2015, 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.

Table of Contents

PROXY SUMMARY INFORMATION

Corporate Governance Highlights

Board Independence	
Independent director nominees	9 out of 10
Independent Chair of the Board	Ray Wirta
Director Elections	
Frequency of Board elections	Annual
Voting standard for uncontested elections	Majority Requirement
Director Term Limits	12 Years(3)
Limit on Number of Board-nominated Executive Officers	Maximum 1
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

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 Since	Principal Occupation	Committees	Other Public Company Boards
Brandon B. Boze*	35	2012	Partner of Value Act Capital	AC, CC	0
Curtis F. Feeny*	58	2006	Managing Director of Voyager Capital	AC, GC	0
Bradford M. Freeman*	74	2001	Partner of Freeman Spogli & Co. Incorporated	CC, GC	0
Christopher T. Jenny*	60	Jan. 2016	Senior Advisor to Parthenon-EY	GC	0
Gerardo I. Lopez*	56	2015	President and Chief Executive Officer of Extended Stay America, Inc.	GC	2
Frederic V. Malek*	79	2001	Chairman of Thayer Lodging Group	CC	1
	59	Mar. 2016		N/A	3

Paula R. Reynolds*			President and Chief Executive Officer of PreferWest, LLC		
Robert E. Sulentic	59	2012	President and Chief Executive Officer of CBRE	EC	1
Laura D. Tyson*	68	2010	Professor, Walter A. Haas School of Business, University of California, Berkeley	AC	3
Ray Wirta*	72	2001	Chief Executive Officer of The Koll Company	EC	0

**Independent Director*

Key:

AC Audit and Finance Committee

CC Compensation Committee

EC Executive Committee

GC Corporate Governance and Nominating Committee

(3) This term-limit restriction does not apply for certain of our directors until December 17, 2020. See Corporate Governance Term Limits on page 15.

Table of Contents

PROXY SUMMARY INFORMATION

Executive Compensation Highlights

Our Philosophy We design our compensation programs to attract and retain accomplished and high-performing executives and to motivate those executives to consistently achieve short- and long-term goals that will create sustainable growth in shareholder value. 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 2015, we continued to place a significant percentage of our named executive officers total target direct compensation at risk, with incentive programs tied to financial and strategic performance measures and our stock price performance. In 2015, our named executive officers (taken collectively) had

on average approximately (1) 84% of their total target direct compensation paid as variable (as opposed to fixed) compensation, (2) 45% of their total target direct compensation tied to financial and strategic metrics (our annual cash bonus awards and Adjusted EPS Equity Awards) and (3) 59% of their total target 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.

The total target direct compensation mix for 2015 for (i) our Chief Executive Officer (CEO) and (ii) our CEO together with our other named executive officers is illustrated in the following charts:

Say on Pay We received strong support for our executive compensation from our stockholders at our 2015 annual meeting of stockholders, at which over 96% of the votes cast on the say-on-pay proposal were in favor of the 2014 compensation that we paid to our named executive officers.

2015 Financial Performance We achieved strong overall financial and operational performance in 2015. Historically, our Board has set aggressive targets to achieve strategic growth and increase shareholder value, and our 2015 operating plan assumed continued solid growth over 2014. In 2015, we outperformed our internal growth target on a global basis, for our Americas region and for our Global Workplace

Solutions line of business. As we describe in greater detail under the heading Compensation Discussion and Analysis beginning on page 27, the performance of our Americas region and Global Workplace Solutions line of business directly affected a portion of the compensation for two of our named executive officers Calvin W. Frese, Jr. (our CEO Americas) and William F. Concannon (our CEO Global Workplace Solutions). Due to our solid overall financial and operational performance in 2015, and after giving effect to strong performance on their respective strategic measures, the total direct cash compensation earned in respect of 2015 was above the target amount established for our CEO and each of our other named executive officers.

Table of Contents

PROXY SUMMARY INFORMATION

2015 Compensation Set forth below is the 2015 compensation for our named executive officers and the principal capacity in which they served as of December 31, 2015. See the footnotes accompanying the Summary Compensation Table on page 48 for more information.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards[(1)] ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Robert E. Sulentic President and Chief Executive Officer	2015	967,500	607,130	4,124,980	1,992,870	3,750	7,696,230
James R. Groch Chief Financial Officer and Global Director of Corporate Development	2015	752,500	500,000	2,999,930	1,550,000	3,750	5,806,180
Michael J. Lafitte Chief Operating Officer	2015	675,000	400,000	2,319,980	1,409,100	3,750	4,807,830
Calvin W. Frese, Jr. Chief Executive Officer Americas	2015	660,000	400,000	2,249,948	1,282,800	3,750	4,596,498
William F. Concannon Chief Executive Officer Global Workplace Solutions	2015	650,000	300,000	2,049,924	1,180,900	3,750	4,184,574

(1) Unless otherwise stated, the 2015 value of the Adjusted EPS Equity Awards shown in this table and elsewhere in this Proxy Statement represents grant date fair value based on the target amount of restricted stock units granted thereunder. As noted under the heading Compensation Discussion and Analysis Components of Our Program Elements of our compensation program beginning on page 34, the Adjusted EPS Equity Award was granted as a target number of restricted stock units, subject to a maximum number of shares equal to 200% of the target amount.

Executive and Change in Control Severance Plan In March 2015, we adopted a Change in Control and Severance Plan for Senior Management. For a more detailed description of this Plan, see Executive Compensation Summary of Plans, Programs and Agreements Severance Plan; Treatment of Death, Disability and Retirement Under 2013, 2014 and 2015 Equity Award Agreements on page 54.

Table of Contents

TABLE OF CONTENTS

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 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.

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 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.

The Governance Committee looks for its current and potential directors collectively to have a mix of skills, experience and qualifications, some of which are described above and below. The Governance Committee also considers whether a potential candidate would likely satisfy the independence requirements described below.

In 2015, the Board amended our by-laws to provide that the 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. Our Board believes that these amendments will contribute to Board stability, vitality and diversity and help ensure that our Board continuously benefits from a balanced mix of perspectives and experiences.

Directors Skills and Qualifications

Our Governance Committee has developed a range of criteria for considering Board candidates. In addition to the criteria listed above regarding our 2016 nominees, our Board is interested in adding candidates over time who are operating executives (particularly current chief 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

Table of Contents

PROPOSAL 1

business operations and resources that are dispersed across a global platform, as well as various and relevant career experiences and technical skills, and having a Board that is diverse as a whole. In addition, a majority of the Board must be independent as determined by the Board, consistent with its *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).

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-Recommended Director Candidates on page 13 for more information. In addition, an affiliate of Blum Capital Partners is entitled at this time to nominate one director as set forth under Related-Party Transactions Related-Party and Other Transactions Involving Our Officers and Directors Blum Capital on page 67.

2016 Director Nominees

Brandon B. Boze

Age: 35

Director Since: December 2012

Board Committees:	Audit and Finance Compensation

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.

Curtis F. Feeny

Age: 58

Director Since: December 2006

Board Committees:	Audit and Finance (Chair) Governance

Mr. Feeny has been a Managing Director of Voyager Capital, a venture capital firm, since January 2000. 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. He previously served on the board of directors of 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.

Table of Contents

PROPOSAL 1

Bradford M. Freeman

Age: 74

Director Since: July 2001

Board Committees: Compensation
Governance

Mr. Freeman is a founding partner of Freeman Spogli & Co. Incorporated, a private investment company founded in 1983.

Qualifications, Attributes, Skills and Experience:

Mr. Freeman brings experience in the capital markets and securities business to our Board, in addition to his operating experience from running a large investment management company engaged in mergers and acquisitions, and a broad knowledge of our business through his many years of experience on our Board. He previously served on the board of directors of Edison International. Mr. Freeman holds a B.A. from Stanford University and an M.B.A. from Harvard Business School.

Christopher T. Jenny

Age: 60

Director Since: January 2016

Board Committee: Governance

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 with 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 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: 56

Director Since: October 2015

Board Committee: Governance

Mr. Lopez has served as the President and Chief Executive Officer of Extended Stay America, Inc. and its paired-share REIT, ESH Hospitality, Inc., since August 2015. 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 also held a variety of executive management positions with International Home Foods, Frito Lay, Pepsi-Cola and the Procter & Gamble Company.

Qualifications, Attributes, Skills and Experience:

Mr. Lopez brings to our Board his skills, knowledge and business leadership as a senior executive at hospitality, entertainment and consumer products companies. He has over 30 years of experience in marketing, sales and operations and management in public and private companies and has public-company experience across diverse consumer-focused industries. He is a member on the board of directors of Extended Stay America, Inc. and Brinker International, Inc., and previously served on the board of directors of AMC Entertainment Holdings, Inc., Digital Cinema Implementation Partners, National Cinemedia, LLC, Open Road Films, Safeco Insurance, TXU, Inc. and Recreational Equipment, Inc. Mr. Lopez holds a B.A. from George Washington University and an M.B.A. from Harvard Business School.

Table of Contents

PROPOSAL 1

Frederic V. Malek

Age: 79

Director Since: September 2001

Board Committee: Compensation (Chair)

Mr. Malek serves as Chairman of Thayer Lodging Group, which he founded in 1991 and which is a sponsor of private hotel real estate investment trusts.

Qualifications, Attributes, Skills and Experience:

Mr. Malek has experience in real estate investments and a broad knowledge of our business from his many years of experience on our Board. He also brings to our Board operational experience as a former president of Marriott International, Inc., and is knowledgeable in corporate finance and experienced as an audit committee member. He is a member of the board of directors of Dupont Fabros Technology, Inc., and previously served on the boards of directors of Automatic Data Processing Corp., the Federal National Mortgage Association, Northwest Airlines Corporation and FPL Group, Inc. Mr. Malek holds a B.S. from the U.S. Military Academy at West Point and an M.B.A. from Harvard Business School.

Paula R. Reynolds

Age: 59

Director Since: March 2016

Board Committee: None

Ms. Reynolds has been the Chief Executive Officer and President of PreferWest, LLC, a business advisory group, since September 2009. She was Vice Chairman and Chief Restructuring Officer of American International Group from October 2008 to September 2009, where she oversaw its divestiture of assets and served as chief liaison to the Federal Reserve Bank of New York. From 2006 to 2008, she served as President and Chief Executive Officer of Safeco Corporation, a casualty insurance company, until its acquisition by Liberty Mutual Group. Ms. Reynolds was Chairman of AGL Resources from 2002 to 2005 and its President and Chief Executive Officer from 2000 to 2005. She was President and Chief Operating Officer of Atlanta Gas Light Company, a wholly-owned subsidiary of AGL Resources, from 1998 to 2000.

Qualifications, Attributes, Skills and Experience:

Ms. Reynolds brings to our Board experience from serving as an executive officer and director of a number of global public companies and a long career in a variety of operational and corporate roles in the energy sector. Ms. Reynolds currently serves on the boards of directors of BP p.l.c., BAE Systems plc and TransCanada Corporation. She is also Chair of the Board of Trustees of the Fred Hutchinson Cancer Research Center. She previously served on the boards of directors of Anadarko Petroleum Corporation, Delta Air Lines, Inc., Safeco Corporation, Coca-Cola Enterprises, Inc. and Air Products and Chemicals Inc. She holds a B.A. from Wellesley College.

Robert E. Sulentic

Age: 59

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, as Company President and now as our CEO. He is a 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.

Table of Contents

PROPOSAL 1

Laura D. Tyson

Age: 68

Director Since: March 2010

Board Committee: Audit and Finance

Dr. Tyson has been a Professor at the Haas School of Business, University of California, Berkeley since January 2007. She 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 and 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 boards of directors of AT&T Inc., Morgan Stanley and Silver Spring Networks, 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 of the Bay Area Council Economic Institute 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. Dr. Tyson holds a B.A. from Smith College and a Ph.D. in Economics from the Massachusetts Institute of Technology.

Ray Wirta

Age: 72

Director Since: September 2001

Independent Chair of our Board

Board Committee: Executive (Chair)

Mr. Wirta has been the Independent Chair of our Board since May 2014 and was previously the Vice Chair of our Board from November 2013 to May 2014. He has served as the President of the Investment Properties Group at the Irvine Company since June 2010 and as Chief Executive Officer of The Koll Company since November 2009. 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 real estate investment management and development 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.

Messrs. Blum, Kantor and Wilson, who currently serve on our Board, have a combined 42 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 and tenure of our 2016 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.

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.

GOVERNANCE HIGHLIGHTS

Corporate Governance	Compensation	Stockholder Rights
10 director nominees, nine of whom are independent	Pay-for-performance compensation program, which includes performance-based equity grants (our Adjusted EPS Equity Awards)	Annual election of all directors
Director Term Limits (12 years[1])	Annual say on pay votes, with most recent favorable say on pay vote of over 96%	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		
All directors attended at least 75% of Board and Board committee meetings		
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 7.

Stockholder-Recommended Director Candidates

If you are a stockholder who would like to recommend a candidate for our Governance Committee to consider for possible inclusion in our 2017 proxy statement, you must send notice to Laurence H. Midler, Secretary, CBRE Group, Inc., 400 South Hope Street, 25th 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 Director Nomination Criteria: Qualifications, Skills and Experience on page 7. 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 22.

[1] This term-limit restriction does not apply for certain of our directors until December 17, 2020. See Term Limits on page 15.

CORPORATE GOVERNANCE

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 the *Corporate Governance Guidelines* and the 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 (1) 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 (2) 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. 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*.

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.

Majority Voting to Elect Directors

In 2015, we amended our by-laws to implement a majority vote requirement in uncontested 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). 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

In 2015, we amended our by-laws to provide that 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. This restriction does not apply until December 17, 2020 for any of

the Company s directors who were serving on the Board at the time of the restriction s adoption. The Board believes that this restriction will contribute to Board stability, vitality and diversity.

Board Structure and Leadership

Our Board currently consists of 13 directors, 10 of whom have been nominated for re-election. As previously noted, Messrs. Blum, Kantor and Wilson 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.

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.

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 internal processes and strong internal controls.

Our Board regularly reviews information regarding our credit, liquidity, operations and significant corporate and capital market transactions, as well as the risks associated with each. 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 34.

The Audit and Finance Committee oversees management of risks related to our financial reports and record-keeping and potential conflicts of interest, as well as our risk assessment and risk management more generally, including major business, financial, legal and reputational risk exposures. In furtherance of this oversight responsibility, the Audit and Finance Committee typically receives a quarterly ethics and compliance report from our Chief Ethics and Compliance 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.

Table of Contents

CORPORATE GOVERNANCE

Succession Planning

Our Board periodically reviews management succession and development plans with the CEO. 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 five meetings during fiscal year 2015 to review significant developments, engage in strategic planning and act on matters requiring Board approval. In 2015, each incumbent director attended at least 75 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 2015.

Our Board currently has four standing committees that met or acted by written consent during fiscal 2015: the Audit and Finance Committee; the Compensation Committee; the Governance Committee; and the Executive Committee.

The following table describes the current members of each of the committees of our Board, and the number of meetings held during fiscal year 2015:

Director	Board	Audit and Finance	Compensation	Governance	Executive
Richard C. Blum	ü				ü
Brandon B. Boze	ü	ü	ü		
Curtis F. Feeny	ü	CHAIR		ü	
Bradford M. Freeman	ü		ü	ü	
Christopher T. Jenny	ü			ü	
Michael Kantor	ü			ü	
Gerardo I. Lopez	ü			ü	
Frederic V. Malek	ü		CHAIR		
Paula R. Reynolds	ü				
Robert E. Sulentic	ü				ü
Laura D. Tyson	ü	ü			
Gary L. Wilson	ü	ü		CHAIR	
Ray Wirta	CHAIR				CHAIR
Number of Meetings	5	8	2	4	1

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.* 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: (1) retains, compensates, oversees and terminates the independent auditor and evaluates its independence and performance; (2) approves all audit and any non-audit services performed by the independent auditor; (3) reviews the results of the independent audit and internal audits as well as reports from our Chief Ethics and Compliance Officer; (4) 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; (5) reviews financial statements and releases and guidance provided to analysts and rating agencies; and (6) 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. Boze, Feeny and Wilson 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 2016 Director Nominees 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 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 Committee s processes for determining executive compensation, see the Compensation Discussion and Analysis section of this Proxy Statement beginning on page 27.

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. Eight of 10 of our then-serving directors attended our 2015 annual meeting of stockholders on May 15, 2015.

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee are set forth in the table on page 16. None of Messrs. Boze, Freeman or Malek has ever been an officer or employee of the Company or any of its subsidiaries. In addition, during 2015, 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).

Table of Contents

CORPORATE GOVERNANCE

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 receives 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 53. 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 20.

The following table provides information regarding compensation earned during the fiscal year ended December 31, 2015 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 27 and under Executive Compensation beginning on page 48. 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, 2015.

Name	**Fees Earned or Paid in Cash[(1)] ($)**	**Stock Awards[(2)(3)] ($)**	**Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)**	**Total ($)**
Richard C. Blum	76,000	149,999		225,999
Brandon B. Boze	85,000	149,999		234,999
Curtis F. Feeny	102,000	149,999		251,999
Bradford M. Freeman[(4)]	80,000	149,999	2,342	232,341
Christopher T. Jenny[(5)]				
Michael Kantor[(4)]	79,000	149,999	188	229,187
Gerardo I. Lopez[(6)]	42,803	83,598		126,401
Frederic V. Malek[(4)]	87,000	149,999	1,687	238,686
Paula R. Reynolds[(5)]				
Laura D. Tyson	81,000	149,999		230,999
Gary L. Wilson[(4)]	97,000	149,999	933	247,932
Ray Wirta	76,000	149,999		225,999

(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 2015. See also Note 2 Significant Accounting Policies and Note 12 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, 2015 for a discussion of the valuation of our stock awards.

Table of Contents

(3) Each of Dr. Tyson and Messrs. Blum, Boze, Feeny, Freeman, Kantor, Malek, Wilson and Wirta was awarded 3,889 restricted stock units pursuant to our director compensation policy, valued at the fair market value of our common stock of $38.57 per share on the award date of May 15, 2015.

(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 53.

Mr. Freeman deferred a total of $80,000 of his 2015 cash compensation. During 2015, Mr. Freeman s total deferred account balance (which included amounts deferred during 2015 as well as amounts deferred from prior years) accrued interest at an annualized rate of 3.88% for the period from January 1, 2015 through March 31, 2015, 3.57% for the period from April 1, 2015 through June 30, 2015, 3.90% for the period from July 1, 2015 through September 30, 2015 and 4.09% for the period from October 1, 2015 through December 31, 2015. Mr. Freeman s total accrued interest for 2015 was $11,886.

Mr. Kantor deferred a total of $79,000 of his 2015 cash compensation. During 2015, Mr. Kantor s total deferred account balance accrued interest at an annualized rate of 3.90% for the period from July 1, 2015 through September 30, 2015 and 4.09% for the period from October 1, 2015 through December 31, 2015. Mr. Kantor s total accrued interest for 2015 was $890.

Mr. Malek deferred a total of $87,000 of his 2015 cash compensation. During 2015, Mr. Malek s total deferred account balance (which included amounts deferred during 2015 as well as amounts deferred from prior years) accrued interest at an annualized rate of 3.88% from January 1, 2015 through March 31, 2015, 3.57% for the period from April 1, 2015 through June 30, 2015, 3.90% for the period from July 1, 2015 through September 30, 2015 and 4.09% for the period from October 1, 2015 through December 31, 2015. Mr. Malek s total accrued interest for 2015 was $8,531.

Mr. Wilson deferred a total of $97,000 of his 2015 cash compensation. During 2015, Mr. Wilson s total deferred account balance (which included amounts deferred during 2015 as well as amounts deferred from prior years) accrued interest at an annualized rate of 3.88% from January 1, 2015 through March 31, 2015, 3.57% for the period from April 1, 2015 through June 30, 2015, 3.90% for the period from July 1, 2015 through September 30, 2015 and 4.09% for the period from October 1, 2015 through December 31, 2015. Mr. Wilson s total accrued interest for 2015 was $4,680.

In accordance with SEC rules regarding above-market interest on non-qualified deferred compensation, accrued interest for 2015 of $2,342, $188, $1,687 and $933 for Messrs. Freeman, Kantor, Malek and Wilson, 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. Jenny and Ms. Reynolds became non-employee directors on January 12, 2016 and March 10, 2016, respectively. Accordingly, neither Mr. Jenny nor Ms. Reynolds received any director compensation for 2015.

(6) Mr. Lopez was appointed to our Board on October 23, 2015 and as such received pro-rated director compensation for 2015. The pro-rated portion of his equity grant under our director compensation policy was 2,394 restricted stock units, valued at the fair market value of our common stock of $34.92 per share on the award date of October 23, 2015.

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, 2015:

Name	**Aggregate Number of Stock Awards Outstanding**	**Aggregate Number of Shares Underlying Options Outstanding**
Richard C. Blum	3,889	10,980
Brandon B. Boze	3,889	
Curtis F. Feeny	3,889	10,980
Bradford M. Freeman	3,889	10,980
Christopher T. Jenny[1]		
Michael Kantor	3,889	10,980
Gerardo I. Lopez	2,394	
Frederic V. Malek	3,889	10,980
Paula R. Reynolds[1]		
Laura D. Tyson	3,889	5,852
Gary L. Wilson	3,889	10,980
Ray Wirta	3,889	10,980

(1) Mr. Jenny and Ms. Reynolds became non-employee directors on January 12, 2016 and March 10, 2016, respectively. Accordingly, neither Mr. Jenny nor Ms. Reynolds received any director compensation for 2015.

CORPORATE GOVERNANCE

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 68.

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. Our Board has adopted a policy to ensure that equity awards issued under our equity incentive plans are made on a regular annual schedule, absent unusual and compelling circumstances, and duly approved by our independent Compensation Committee. Our management equity grants are generally issued every year at the Compensation Committee meeting that falls in or closest to the month of September. In addition, the grant date and grant date fair market value cannot precede the date on which the Compensation Committee actually approves the issuance of the award.

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 44.

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*.

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 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 these requirements are 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: (a) shares held by mutual or hedge funds in which the non-employee director is a general partner, limited partner or investor; (b) unexercised outstanding stock options (whether or not vested); (c) unvested/unearned restricted stock units or restricted stock; and (d) 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 minimum common stock ownership requirements of two to five times their annual base salary. The CEO s minimum ownership requirement is five times his annual base salary, and the minimum ownership requirement for our other named executive officers for 2015 is three times their annual base salary. If at any time an executive officer s equity holdings do not satisfy these requirements, depending

on his or her position, the executive must retain 50% to 100% 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); 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 and Sustainability

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 constituents. The seven pillars of our Corporate Responsibility program are:

Environmental Sustainability

Communities and Giving

People and Culture

Health and Safety

Ethics and Compliance

Governance

Procurement

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
- helping our employees to reach their full potential while providing a safe and ethical workplace.

In 2015 and in early 2016, 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 second year in a row, and we are the only commercial real estate services and investment firm included in that index. Inclusion in this index is based on an assessment of a company s financially material environmental, social and governance factors.
- For the third consecutive year, we were named as one of the World s Most Ethical Companies by Ethisphere Institute, a leading international organization dedicated to the creation, advancement and sharing of best practices in business ethics, governance, anti-corruption and sustainability.
- We were named to the 2015 CDP S&P 500 Climate Disclosure Leadership Index for the third year in a row in recognition of our transparency in our disclosure of climate change-related information.
- For the third consecutive year, we achieved a perfect score on the Human Rights Campaign s 2015 Corporate Equality Index and were designated as a Best Place to Work for Lesbian, Gay, Bisexual and Transgender Equality.
- We received the U.S. Environmental Protection Agency s 2016 Energy Star Sustained Excellence Award, which was our ninth consecutive year of Partner of the Year recognition.
- For the eighth consecutive year, we were named to the Companies That Care Honor Roll by The Center for Companies That Care, which recognizes organizations that demonstrate 10 Characteristics of Socially Responsible Employers through their daily business practices.

To learn more about our corporate responsibility and sustainability efforts, please view our *Corporate Responsibility Report* on *www.cbre.com/responsibility*.

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, 25th Floor, Los Angeles, California 90071 or via email to *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 2017 proxy statement or bring business before our annual meeting of stockholders in 2017, you must send notice to Laurence H. Midler, Secretary, CBRE Group, Inc., 400 South Hope Street, 25th 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 2017 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 our 2017 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 November 30, 2016. If the date of our 2017 annual meeting is more than 30 days before or after May 13, 2017, 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 and Other Stockholder Proposals for Presentation at the 2017 Annual Meeting. In addition, our by-laws provide that a stockholder may bring business before our annual meeting if it is appropriate for consideration at an annual meeting and is presented properly for consideration. If a stockholder wishes to bring business to a meeting for consideration under the by-laws rather than under 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, any stockholder is entitled to nominate one or more persons for election as directors. 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 12, 2017 and no earlier than January 13, 2017, unless our 2017 annual meeting of stockholders is to be held more than 30 days before, or more than 70 days after, May 13, 2017, in which case the stockholder s notice must be delivered not earlier than the close of business on the 120th day prior to the 2017 annual meeting and not later than the close of business on the later of the 90th day prior to the 2017 annual meeting or the 10th day after public announcement of the date of the 2017 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 2, 2017, 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 on the Corporate Governance section of the Investor Relations page on our website at *www.cbre.com.*

We will submit all candidates nominated by a stockholder pursuant to the procedures and requirements above 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.

Table of Contents

PROPOSAL 2 RATIFY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016

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, 2016. During 2015, 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 2016 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 2016 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 70.

Recommendation

Our Board recommends that stockholders vote FOR ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

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, 2015 and 2014 (in millions):

		Fiscal 2015	Fiscal 2014
Audit Fees	$	7.5	7.5
Audit-Related Fees		1.9	1.6
Tax Fees		4.4	3.2
All Other Fees			
TOTAL FEES	$	13.8	12.3

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, financial due diligence in connection with acquisitions and 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.

None of the services described above was required to be approved by the Audit and Finance Committee pursuant to the *de minimis* exception provided in Rule 2-01(c)(7)(i)(C) of Regulation S-X promulgated by the SEC.

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 Committee) may also pre-approve particular services, with that pre-approval subject to subsequent Committee ratification.

Audit and Finance Committee Report

The Audit and Finance Committee consists of four directors, each of whom is independent under NYSE rules and applicable securities laws. The Board of Directors has determined that each member of the Audit and Finance Committee is financially literate as required under NYSE rules as well as an audit committee financial expert as described under Corporate Governance Board Meetings and Committees Audit and Finance Committee on page 16. The Audit and Finance Committee operates under a written charter adopted by the Board of Directors, a copy of which is

published in the Corporate Governance section of the Investor Relations page of our website at *www.cbre.com.*

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

Table of Contents

AUDIT AND OTHER FEES

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 2015 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, 2015. 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. 16 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, 2015 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, 2016. 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, 2016.

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*

Brandon B. Boze

Laura D. Tyson

Gary L. Wilson

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 RESOLUTION TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION FOR 2015

Executive compensation is an important matter for us and our stockholders. This proposal provides our stockholders with the opportunity to cast an advisory vote on our named executive officer compensation for 2015. In deciding how to vote on this proposal, our Board encourages you to read the Compensation Discussion and Analysis section beginning on page 27 for a detailed description of our executive compensation philosophy and programs.

The primary goal of our executive compensation program is the same as our goal for operating the Company to produce distinct advantages for our clients, employees and stockholders by creating real-estate solutions that drive our long-term value and growth. 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 and our stock price performance. The financial measures may be at the corporate level, or based on a combination of corporate and business unit performance, depending on the executive s position. In 2015, our named executive officers (taken collectively) had on average approximately (1) 84% of their total target direct compensation paid as variable (as opposed to fixed) compensation, (2) 45% of their total target direct compensation tied to financial and strategic metrics (our annual cash bonus awards and Adjusted EPS Equity Awards) and (3) 59% of their total target compensation tied to our stock price performance (our Adjusted EPS Equity Awards and Time Vesting Equity Awards).

- *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.

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, our stockholders are being asked to approve an advisory 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 2015 executive compensation program and policies for the named executive officers through the following resolution:

RESOLVED, that the compensation paid to our named executive officers for 2015 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.

This vote is not intended to address any specific item of compensation, but rather the overall compensation that was paid for 2015 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.

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 2017.

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 2016 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 resolution to approve named executive officer compensation for 2015.

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), which executives served in the following principal capacities as of December 31, 2015:

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

2015 Executive Summary

Business Highlights

In fiscal year 2015, we delivered strong results. Some highlights are as follows:

Our revenue totaled $10.9 billion, up 20% from 2014.

Our adjusted EBITDA was $1.4 billion, up 21% from 2014.[2]

Our adjusted net income was $689.2 million, up 23% from 2014.[2]

Our adjusted EPS was $2.05, up 22% from 2014.[2]

We completed the acquisition of Johnson Controls, Inc. s Global Workplace Solutions business (our largest acquisition since 2006). This acquisition solidified our leadership position in the fast-growing occupier-outsourcing business.

We increased the stability of our revenue sources, which is a key strategic goal for us. Our contractual revenue (which includes revenues from our occupier-outsourcing, Asset Services, Global Investment Management and Valuation business lines) increased substantially in 2015 versus 2014 as a result of (among other things) our Global Workplace Solutions acquisition.

We successfully recruited hundreds of new brokerage producers (net of departures).

We significantly strengthened our balance sheet, and had more than $3.0 billion in available liquidity at year-end 2015.

[2] For supplemental financial data and a corresponding reconciliation of (a) net income computed in accordance with GAAP to adjusted EBITDA and (b) 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, 2015 and 2014, please see Annex A to this Proxy Statement.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Compensation Highlights

We achieved strong overall financial and operational performance in 2015 over 2014. Historically, our Board has set aggressive targets to achieve strategic growth and increase shareholder value consistent with stockholder expectations of growth in profits each year, and our 2015 operating plan assumed continued solid growth over 2014. In 2015, we achieved our internal growth target on a global basis as well as for our Americas region and our Global Workplace Solutions line of business. The performance of our Americas region and Global Workplace Solutions line of business directly affected a portion of the compensation for two of our named executive officers Calvin W. Frese, Jr. (our CEO Americas) and William F. Concannon (our CEO Global Workplace Solutions) as we describe on page 29.

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 2015, and after giving effect to each executive s strong performance on his respective strategic measures, the total direct cash compensation earned

in respect of 2015 was above the target amounts established for our CEO and other named executive officers.

Summarized on page 29 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 2015. Messrs. Sulentic s, Groch s, Lafitte s and Frese s compensation increases in 2015 reflected their positive performance as well as better alignment with compensation opportunities among other Company executives and market conditions. Mr. Concannon was not a named executive officer for 2014, and so we do not present compensation information for him for that year.

In March 2015, we also adopted a Change in Control and Severance Plan for Senior Management. For a more detailed description of this Plan, see Executive Compensation Summary of Plans, Programs and Agreements Severance Plan; Treatment of Death, Disability and Retirement Under 2013, 2014 and 2015 Equity Award Agreements on page 54.

Table of Contents

COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM

Titles indicated in table reflect principal capacity in which the named executive officer served as of December 31, 2015. All base salary changes were effective April 1, 2015.

Compensation Component	Description and Purpose	Committee Actions for 2015
Base Salary	Provides a minimum level of fixed compensation necessary to attract and retain senior executives. 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.	In 2015, the Committee increased base salary for the following executives relative to 2014: Robert E. Sulentic, our President and CEO, to $990,000, an increase of $90,000. James R. Groch, our Chief Financial Officer and Global Director of Corporate Development, to $770,000, an increase of $70,000. Michael J. Lafitte, our Chief Operating Officer, to $700,000, an increase of $100,000. Calvin W. Frese, Jr., our CEO Americas, to $680,000, an increase of $80,000. The base salary of William F. Concannon, our CEO Global Workplace Solutions, was $675,000 in 2015. Mr. Concannon was not a named executive officer for 2014, and so we do not present compensation information for him for that year.
Annual Performance Awards	Variable cash incentive opportunity tied to achievement of financial and individual strategic objectives. 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 each of our business units, as measured at the business unit level. Each executive has a target cash performance award opportunity,	In 2015, the Committee increased the target annual performance award for the following executives relative to 2014: Robert E. Sulentic, our President and CEO, to a $1,485,000 target, an increase of $135,000. Mr. Sulentic s actual annual performance award earned for 2015 was $2,600,000, which amount included a supplemental and discretionary one-time $607,130 award granted by the Committee under our Executive Bonus Plan in recognition of his exemplary leadership and outstanding performance during 2015.

consisting of a financial portion (80% of the total award for 2015) and a strategic measures portion (20% of the total award for 2015).

Actual cash incentive awards earned can range from zero to 200% of target.

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

James R. Groch, our Chief Financial Officer and Global Director of Corporate Development, to a $1,155,000 target, an increase of $155,000. Mr. Groch s actual annual performance award earned for 2015 was $2,050,000, which amount included a supplemental and discretionary $500,000 CEO award granted under our Executive Bonus Plan in recognition of his exemplary leadership and outstanding performance during 2015.

Michael J. Lafitte, our Chief Operating Officer, to a $1,050,000 target, an increase of $100,000. Mr. Lafitte s actual annual performance award earned for 2015 was $1,809,100, which amount included a supplemental and discretionary $400,000 CEO award granted under our Executive Bonus Plan in recognition of his exemplary leadership and outstanding performance during 2015.

Calvin W. Frese, Jr., our CEO Americas, to a $1,020,000 target, an increase of $120,000. Mr. Frese s actual annual performance award earned for 2015 was $1,682,800, which amount included a supplemental and discretionary $400,000 CEO award granted under our Executive Bonus Plan in recognition of his exemplary leadership and outstanding performance during 2015.

The target annual performance award for 2015 for William F. Concannon, our CEO Global Workplace Solutions, was $941,700, which represents his combined target awards under both our Global Operating Committee Bonus Plan and our Executive Bonus Plan (both of which he participated in for 2015). His actual annual performance award earned (combined for both plans) for 2015 was $1,480,900, which amount included a supplemental and discretionary $300,000 CEO award granted under our Executive Bonus Plan in recognition of his exemplary leadership and outstanding performance during 2015. Mr. Concannon was not a named executive officer for 2014, and so we do not present compensation information for him for that year. For a further description of Mr. Concannon s bonus-plan participation during

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Component	Description and Purpose	Committee Actions for 2015
		2015 and his target and actual awards under those plans, see Mr. Concannon s Annual Performance Awards During 2015 on page 40. We believe the supplemental and discretionary CEO Awards noted above for Mr. Sulentic and our other named executive officers for 2015 were well-deserved based on our and their outstanding achievements during the year. We summarize these achievements under Supplemental and discretionary awards granted under our EBP on page 40.
Long-Term Incentives	Annual grants of restricted stock units (with a mix of time- and performance-based vesting conditions in 2015) intended to align the interests of our executives with those of stockholders over a multi-year period, and to support executive retention objectives. In 2015, our executives received two-thirds of their target annual long-term incentive award value in the form of a Time Vesting Equity Award, and they received one-third of the 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 Components of Our Program Elements of our compensation program beginning on page 34.)	In 2015, the Committee increased the annual equity award target for the following executives relative to 2014: Robert E. Sulentic, our President and CEO, to $4,125,000, an increase of $375,000. James R. Groch, our Chief Financial Officer and Global Director of Corporate Development, to $3,000,000, an increase of $300,000. Michael J. Lafitte, our Chief Operating Officer, to $2,320,000, an increase of $100,000. Calvin W. Frese, Jr., our CEO Americas, to $2,250,000, an increase of $90,000. The annual equity award target of William F. Concannon, our CEO Global Workplace Solutions, was $2,050,000 in 2015. Mr. Concannon was not a named executive officer for 2014, and so we do not present compensation information for him for that year. The Committee granted each named executive officer s annual equity award in August 2015 in the same amount as the targets indicated above (rounded down to the nearest whole share).

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 respect to securities of the Company 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 on page 43.
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.
Equity Award Policy	We have an Equity Award Policy that is designed to maintain the integrity of the equity award process, including timing and value of awards. The Equity Award Policy sets the timing of our annual equity grants to management and imposes stringent controls around any award made outside of the normal cycle.
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 Perquisites	Our named executive officers receive no special perquisites or other personal benefits, unless such benefits serve a reasonable business purpose, such as customary expatriate benefits.
No Tax Gross-Ups	As a policy matter, we do not provide tax gross-ups to our named executive officers.

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 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 unit 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 that will create enduring improvements in stockholder value. 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 and our stock price performance. Depending on the executive s position, the financial measures may be at the corporate level (*i.e.*, based on our global consolidated results) or based on a combination of corporate and business unit performance, and depending on

COMPENSATION DISCUSSION AND ANALYSIS

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 is tied to our stock price and/or financial results over a multi-year period, and we seek to further link our long-term incentives to our financial results and shareholder returns by awarding one-third of our executives total annual equity grant value in the form of an Adjusted EPS Equity Award and the remaining two-thirds in the form of a Time Vesting Equity Award. (These awards are further described under the heading Components of Our Program Elements of our compensation program beginning on page 34.)

Align the interests of our executives with those of our stockholders We seek to instill a sense of ownership in the Company through annual 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 31.

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 2015 annual meeting of stockholders, at which over 96% of the votes cast on the say on pay proposal were in favor of the 2014 compensation for our named executive officers.

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
- Corporate financial performance (*i.e.*, based on our global consolidated results) and business unit financial performance
- Corporate and business unit 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
- 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 then 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.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

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, he 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 (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 Indep