

# AUDIT AND FINANCE COMMITTEE CHARTER

(Effective February 28, 2019)

## I. PURPOSE

- A. The Audit and Finance Committee (the “**Committee**”) is established for the primary purpose of assisting the Board of Directors (the “**Board**”) of CBRE Group, Inc. (the “**Company**”) in its oversight of the:
1. Quality and integrity of the Company’s financial statements and reports,
  2. Company’s compliance with legal and regulatory requirements,
  3. Qualifications, performance and independence of the independent registered public accounting firm,
  4. Performance of the Company’s internal audit function, and
  5. The Company’s finance matters as outlined herein.
- B. In addition, the Committee shall prepare the report that Securities and Exchange Commission (“**SEC**”) and New York Stock Exchange (“**NYSE**”) rules require to be included in the Company’s annual proxy statement.

## II. MEMBERSHIP

- A. The Committee shall consist of three or more members of the Board, all of whom are determined by the Board to meet the independence and expertise requirements under the rules of the NYSE and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).
- B. Each member of the Committee must have a working familiarity with basic finance and accounting practices, or must acquire such familiarity within a reasonable period after his or her appointment. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined by the SEC.
- C. No Committee member may simultaneously serve on the audit committee of more than three public companies (including the Company), unless the Board (a) determines that such simultaneous service will not impair such member’s ability to effectively serve on the Committee and (b) discloses such determination either on or through the Company’s website or in the Company’s annual proxy statement.
- D. No member of the Committee may receive compensation other than: (a) fees for service as a director of the Company, including reasonable compensation for serving on the Committee, another committee of the Board and regular benefits

that other directors receive; (b) fees for service as chairperson of the Board, the Committee or another committee of the Board; and (c) fixed amounts of compensation under a retirement plan (including deferred compensation), provided that such compensation is not conditioned on continued or future service to the Company.

- E. Each member of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.
- F. Unless a Chairperson is elected by the Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.
- G. The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

### **III. MEETINGS**

- A. The Committee shall meet at least quarterly, or more often if circumstances so require. The Committee shall periodically meet separately with each of management, the head of the internal audit department, the Chief Ethics and Compliance Officer and the independent registered public accounting firm to discuss any matters the Committee or each of the groups believe would be appropriately discussed privately. The Committee should meet with the independent registered public accounting firm and management quarterly to review the Company's financial statements in a manner consistent with that outlined in Section IV of this Charter. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.
- B. A simple majority of the Committee shall constitute a quorum for the transaction of business. The Committee shall act only on the affirmative vote of at least a simple majority of its members present at any meeting. The Committee may also act without a meeting by securing the unanimous written consent of its members.
- C. Subject to the last sentence of this subsection C, all non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, members of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may

also *exclude* from its meetings any persons it deems appropriate in order to carry out its responsibilities.

#### **IV. RESPONSIBILITIES AND DUTIES**

##### **A. General**

1. The functions set forth in subsections B through H below shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.
2. The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the sole authority to engage and terminate independent counsel and other advisors, as it determines necessary or appropriate to carry out its duties, including the authority to approve the fees payable to such advisors and any other terms of retention or termination. The Committee shall be given full access to the Company's records, internal audit group, the ethics and compliance department, corporate executives and independent registered public accounting firm. While acting within the scope of its stated purpose, the Committee shall have all of the authority of the Board.
3. Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or guaranteeing the independent registered public accounting firm's report. The fundamental responsibility for the Company's financial statements and disclosures rests with management, while the independent registered public accounting firm is responsible for conducting the annual audit in accordance with the standards of the Public Company Accounting Oversight Board (the "**PCAOB**").
4. The Committee's policies and procedures should remain flexible in order to best react to changing conditions and help ensure that the Company's accounting and reporting policies accord with all requirements and are of the highest quality.

## **B. Documents/Reports Review**

The Committee shall:

1. Prior to public dissemination, meet to review and discuss with management and the independent registered public accounting firm the Company's annual audited financial statements and quarterly financial statements, including the completeness and clarity of the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." With respect to the annual audited financial statements, the Committee shall recommend to the Board whether or not to include the audited financial statements in the Company's Annual Report on Form 10-K.
2. Review and discuss with the independent registered public accounting firm the matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC from time to time.
3. Review and discuss with management and the independent registered public accounting firm the Company's earnings press releases (paying particular attention to the use of any "pro forma," "normalized" or "adjusted" non-GAAP financial measures), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (*i.e.*, discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.
4. Review and discuss with management and the independent registered public accounting firm any major issues arising as to the adequacy of the Company's internal controls, any actions taken in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
5. Perform any functions required to be performed by it or otherwise appropriate under applicable law, rules or regulations, the Company's bylaws and the resolutions or other directives of the Board, including review of any certification required to be reviewed in accordance with applicable law or regulations of the SEC.

### **C. Finance Matters**

The Committee shall:

1. Review and discuss with management on a periodic basis the Company's funding and balance sheet management activities, including its liquidity, capital needs and allocations of capital, unless such activities are to be separately discussed with the Board.
2. Review and discuss with management the financial aspects of proposed major borrowings and issuances of equity and non-routine debt securities, whether privately or publicly distributed, unless such borrowings and issuances are to be separately submitted to the Board for its approval.
3. Review and discuss with management on a periodic basis the investment performance of the Company's merger-and-acquisition and co-investment activities, unless such performance is to be separately discussed with the Board.

### **D. Independent Registered Public Accounting Firm**

1. The Committee shall be directly responsible for the selection, appointment, compensation, retention, oversight and termination of any independent registered public accounting firm hired by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including the resolution of disagreements between management and such firm regarding financial reporting).
2. The Committee shall inform each independent registered public accounting firm hired by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company that such firm shall report directly to the Committee.
3. The Committee shall pre-approve all audit and non-audit services (other than "prohibited non-audit services," which may not be performed by the independent public accounting firm) to be provided to the Company by its independent registered public accounting firm.

The following shall be "prohibited non-audit services": (a) bookkeeping or other services related to the accounting records or financial statements of the Company; (b) financial information systems design and implementation; (c) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (d) actuarial services; (e) internal audit outsourcing services; (f) management or human resources functions; (g) broker-dealer, investment adviser or investment banking services; (h) legal services and expert services unrelated to the

audit; and (i) any other service that the PCAOB prohibits through regulation.

Notwithstanding the foregoing, pre-approval is not necessary for services other than audit, review or attest services if: (a) the aggregate amount of all such services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its registered public accounting firm during the fiscal year in which such services are provided; (b) such services were not recognized by the Company at the time of the engagement to be non-audit services; and (c) such services are promptly brought to the attention of the Committee and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

4. The Committee may: (a) delegate to one or more of its members the ability to pre-approve such services and fees, provided that any such pre-approval is presented to the full Committee at its next scheduled meeting; and/or (b) pre-approve audit and non-audit services based on policies and procedures adopted by the Committee, provided (i) the policies and procedures are detailed as to the particular service, (ii) the Committee is informed of each service on a timely basis, (iii) such policies and procedures do not include delegation of the Committee's responsibilities to management and (iv) such policies and procedures are disclosed in the Company's annual reports.
5. The Committee shall review, at least annually, the qualifications, performance and independence of the independent registered public accounting firm and present its conclusions with respect to the independent registered public accounting firm to the Board. In conducting its review and evaluation, the Committee should:
  - (a) obtain and review a report by the independent registered public accounting firm describing: (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; and (iii) all relationships between such firm and the Company in order to assess such firm's independence;
  - (b) review and evaluate the lead audit partner of the independent registered public accounting firm;

- (c) confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law and consider whether there should be regular rotation of the independent registered public accounting firm itself; and
  - (d) take into account the opinions of management and the Company's internal auditors (or other personnel responsible for the internal audit function).
6. The Committee shall at least on a quarterly basis inquire from the independent registered public accounting firm whether the Company's financial statements have been selected by the PCAOB for inspection. To the extent the Company's financial statements have been selected, the Committee should discuss with the independent registered public accounting firm any areas of the Company's financial statements, internal controls and the audits thereof that are under review and whether any concerns have been raised regarding the Company's financial statements, internal controls and the audits thereof. The Committee shall be apprised on a "real time" basis of any material developments in connection with this inspection. Finally, following the issuance by the PCAOB of any inspection reports relating to the independent registered public accounting firm, such firm shall discuss with the Committee any findings included in the report (whether the public or private portions of the report) to the extent such firm believes relevant to the Company.

#### **E. Financial Reporting Process**

The Committee shall:

1. In consultation with the independent registered public accounting firm, management and the internal auditors, review the integrity of the Company's financial reporting processes, both internal and external. In that connection, the Committee must obtain and discuss with management and the independent registered public accounting firm reports from management and the independent registered public accounting firm regarding: (a) all critical accounting policies and practices to be used by the Company; (b) analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; (c) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; (d) major

issues as to the adequacy of the Company's internal controls and any specific audit steps adopted in light of material control deficiencies; and (e) any other material written communications between the independent registered public accounting firm and the Company's management. The Committee should also obtain and discuss with the independent registered public accounting firm other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.

2. Discuss with management and the independent auditor the independent auditor's judgement regarding the quality, not just the acceptability, of accounting principles applied.
3. Review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Company.
4. Review with the independent registered public accounting firm: (a) any audit problems or other difficulties encountered by such firm in the course of the review or audit work, including any restrictions on the scope of its activities or on access to requested information, and any significant disagreements with management and (b) management's responses to such matters. Without excluding other possibilities, the Committee may wish to review with the independent registered public accounting firm: (i) any accounting adjustments that were noted or proposed by such firm but were "passed" (as immaterial or otherwise), (ii) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent registered public accounting firm to the Company.
5. Review the appointment and replacement of the senior internal audit executive.
6. Review the annual internal audit plan.
7. Review the significant reports to management prepared by the internal audit department and management's responses.
8. Review and discuss with the independent registered public accounting firm the responsibilities, budget and staffing of the Company's internal audit function.

#### **F. Legal and Ethics & Compliance/General**

The Committee shall:



1. Review and discuss periodically with the Company's counsel any legal matter that could have a significant impact on the Company's financial statements, including the Company's periodic reports to the SEC.
2. Review periodically with management and approve the performance, terms of appointment, replacement or dismissal of the Chief Ethics and Compliance Officer, in consultation with the Company's General Counsel. The Chief Ethics and Compliance Officer shall report directly to the Committee and have unrestricted access to the Committee to report or discuss matters that could affect the independent performance of his or her duties or the well-being of the Company.
3. Review annually (or more frequently as necessary) the Chief Ethics and Compliance Officer's report of the effectiveness of compliance with applicable ethical, legal, and regulatory requirements.
4. Review and discuss with management and the independent registered public accounting firm the Company's guidelines and policies with respect to risk assessment and risk management (including fraud or antifraud policies). The Committee should discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
5. Set clear hiring policies for employees or former employees of the independent registered public accounting firm in accordance with applicable laws and regulations. At a minimum, these policies must provide that any registered public accounting firm may not provide audit services to the Company if the chief executive officer, chief financial officer, controller, chief accounting officer or any person serving in an equivalent capacity for the Company was employed by the registered public accounting firm and participated in any capacity in the audit of the Company during the one year period preceding the date of the initiation of the audit.
6. Establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
7. Investigate any matter brought to the attention of the Committee that is considered appropriate and is within the scope of its responsibilities, including any matters required by the rules of the SEC to be reported to the Committee by management.

**G. Reports; Derivatives and Hedging**

The Committee shall:

1. Prepare all reports of the Committee required to be included in the Company's annual proxy statement, pursuant to and in accordance with applicable rules and regulations of the SEC and the NYSE.
2. Report regularly to the Board with respect to: (a) any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Company's independent registered public accounting firm or the performance of the internal audit function; and (b) such other matters as are relevant to the Committee's discharge of its responsibilities. The Committee may make recommendations to the Board relating to such matters as the Committee may deem appropriate.
3. Review, discuss with management (and if applicable, approve or ratify) any transactions subject to the Company's Policy Regarding Transactions with Related Parties and Corporate Opportunities, and report to the Board the Committee's determination with respect to any such transaction.
5. Report to the Board the matters discussed at each Committee meeting, with a copy of the minutes of each such meeting being placed with the Company's minute books.
6. Review and approve on at least an annual basis the decisions by management to enter into derivative transactions on a cleared or non-cleared basis (*e.g.*, the Company's use of the "end-user exception" for certain derivatives), and the policies and processes of the Company related thereto.
7. Review on at least an annual basis the Company's derivative and hedging policies.

## **H. Annual Performance Evaluation**

The Committee shall, at least annually:

1. Report to the Board regarding the execution of the Committee's duties and responsibilities.
2. Review and evaluate the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

## **V. FUNDING**

The Company shall provide appropriate funding, as determined by the Committee, for compensation to the independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company as well as to any advisors that the Committee chooses to engage, including the internal audit and ethics and compliance functions. In addition to any funding necessary to compensate the independent registered public accounting firm and outside advisors, the Company shall provide the Committee with such funding as the Committee determines is necessary or appropriate to fund any ordinary administrative expenses incurred in carrying out its duties.