

# EXECUTIVE COMMITTEE CHARTER

(Effective February 28, 2019)

## I. PURPOSE

The purpose of the Executive Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CBRE Group, Inc. (the “**Company**”) is to assist the Board in managing the business and affairs of the Company when the Board of Directors is not in session as well as acting upon any other specific authority that the Board has delegated to the Committee pursuant to this Charter, resolution, policy or otherwise (subject to the limitations on such authority herein and therein).

## II. STRUCTURE AND OPERATIONS

- A. The Committee shall consist of at least two members of the Board, which directors may be independent or non-independent directors, and may consist of any greater number as determined from time to time by the Board. Committee members shall meet any applicable requirements of the New York Stock Exchange and the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the Securities and Exchange Commission.
- B. 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 vote of the Board duly adopted.
- C. Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties, subject to applicable law and the Company’s organizational documents. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings. In the absence of the Chairperson at a session, the Committee may select another Committee member to preside.
- D. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee (which may include one or more Committee members) or to an appropriate management or administrative committee or executive officers of the Company.

## III. MEETINGS

- A. The Committee shall convene periodically as necessary to act upon any matter within its jurisdiction. The Chairperson of the Board, the Chairperson of the Committee, any member of the Committee or the Chief Executive Officer may call meetings of the Committee.

- 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. All meetings of the Committee may be held telephonically.
- C. The Committee may invite to its meetings any Board directors, members of management of the Company or any other persons as it deems appropriate in order to carry out its responsibilities. The Committee may exclude from its meetings any person it deems appropriate in order to carry out its responsibilities.

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

##### **A. Exercise Power and Authority of the Board Between Board Meetings**

Subject to applicable law, the Company's articles of incorporation and bylaws, this Charter and any resolutions, policies and restrictions mandated by the Board, the Committee shall and may exercise all of the powers and authority of the Board in the management of the business and affairs of the Company in the interim between meetings of the Board; *provided, however*, that the Committee shall not and may not:

1. Appoint directors to the Board or the Committee or remove any director from the Board or the Committee.
2. Alter, amend or repeal the Company's certificate of incorporation or bylaws, this Charter or any resolutions of the Board designating the Committee or limiting the powers of the Committee.
3. Where the Board has delegated to the Committee authority to act on a specific matter (by resolution, policy or otherwise), alter or exceed the scope of that delegated authority.
4. Declare any dividend or make any other distribution to the shareholders of the Company.
5. Exercise any powers specifically reserved for another committee of the Board.
6. Make any recommendation to the Company's shareholders with respect to a matter that requires shareholder approval.

**B. Approving Certain Merger and Acquisition Transactions and Investment Transactions**

In addition to the power and authority granted to it pursuant to Section IV.A hereof, the Committee shall also be empowered to:

1. Review acquisition strategies with the Company's management and investigate acquisition candidates on behalf of the Company.
2. Recommend acquisition strategies and candidates to the Board, as appropriate.
3. Authorize and approve acquisitions, dispositions and investments by the Company so long as the value thereof does not exceed, for any particular acquisition, disposition or investment, the maximum amount that the Board (pursuant to resolution, policy or otherwise) has authorized the Committee to approve.
4. Have full access to the Company's business development and legal professionals and other Company executives as necessary to carry out its responsibilities.

**C. Reports**

The Committee shall:

1. 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.
2. Report regularly to the Board with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate.

**V. FUNDING**

The Company shall provide appropriate funding, as determined by the Committee, for compensation to any counsel, consultants and advisors that the Committee chooses to engage. In addition to any funding necessary to compensate such counsel, consultants and 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, unless prohibited by NYSE rules or applicable law.