

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(Amended and Restated effective December 8, 2004)

I. PURPOSE

The Corporate Governance and Nominating Committee (the “**Committee**”) shall provide assistance to the Board of Directors (the “**Board**”) of CB Richard Ellis Group, Inc. (the “**Company**”) in fulfilling its responsibility to the stockholders, potential stockholders and investment community by:

- A. identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and selecting (or recommending that the Board select) the director nominees for the Company’s annual meeting of stockholders and to fill vacancies in the Board;
- B. taking a leadership role in shaping the corporate governance of the Company, including developing and recommending to the Board a set of corporate governance principles applicable to the Company; and
- C. overseeing the evaluation of the Board and management of the Company.

II. STRUCTURE AND OPERATIONS

- A. The Committee shall be comprised of at least two members of the Board, both or all of whom are determined by the Board to be “independent” in accordance with the rules 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 majority vote of the Board.
- C. Unless a Chairperson is elected by the full 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.
- D. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.
- E. If the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (for example, preferred stock rights to elect directors upon a dividend default, stockholder agreements, and management agreements), the

Board may exempt the selection and nomination of such directors from the Board selection, composition and evaluation process set forth in this Charter.

III. MEETINGS

- A. The Committee shall meet at least two times annually, or more often if circumstances so dictate. 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. The Committee may also act without meeting by securing the unanimous written consent of its members.
- B. 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 F 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 appropriate to fulfill the purposes of the Committee outlines in Section I of this Charter in light of changing business, legislative, regulatory, legal or other conditions. 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 retain and terminate (a) independent counsel; (b) any search firm to be used to assist in identifying candidates to serve as directors of the Company; and (c) other advisors as it determines necessary to carry out its duties, including the sole authority to approve the fees payable to such counsel or experts and any other terms of retention.
- 3. While acting within the scope of its stated purpose, the Committee shall have all the authority of the Board. The Committee's primary responsibilities and duties shall include the following:

B. Board Selection, Composition, Compensation and Evaluation

The Committee shall:

1. Develop and recommend to the Board eligibility criteria for the selection of new directors for Board and Committee membership, including minimum qualifications and skills that must be met by director candidates, which criteria shall be subject to the approval of the full Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board, and evaluate and select (or recommend that the Board select) candidates for election as directors at the Company's annual meeting or a special meeting of the Company's stockholders for such purpose. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include: (a) that the Board, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as an "audit committee financial expert," as that term is defined by the rules of the Securities and Exchange Commission), local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the company's business and industry, independence of thought and an ability to work collegially. The Committee also may consider the extent to which the candidate would fill a present need on the Board. The Committee may consider candidates proposed by management, but is not required to do so.
3. Review and make recommendations to the full Board regarding whether current members of the Board should stand for re-election.
4. Evaluate candidates recommended by stockholders in a timely manner. In that connection, the Committee shall adopt procedures for the submission of such recommendations by stockholders as it deems appropriate and that are consistent with the by-laws of the Company.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all stockholders.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board, including term limits or age caps, and such other matters as the Committee deems appropriate in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

8. Oversee evaluation of the Board and management.
9. Review and recommend to the full Board compensation of directors as well as director's and officer's indemnification and insurance matters.

C. Committee Selection, Composition and Evaluation

The Committee shall:

1. Consider and make recommendations, as the Committee deems appropriate, regarding the composition of the committees of the Board other than this Committee. The Committee shall take into consideration all factors the Committee deems relevant, including the criteria for service on each committee as set forth in the charter for such committee.
2. Monitor the composition of the committees of the Board in light of the criteria and other factors discussed above, making such determinations and disclosures as may be required by any applicable law, rule or regulation.
3. Recommend members of the Board to serve as the Chair of the committees of the Board.
4. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board and the qualifications and criteria for membership on each committee of the Board, and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose and term limitations of service on any committee of the Board.

D. Corporate Governance

The Committee shall:

1. Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the certificate of incorporation or by-laws of the Company for consideration by the stockholders or adopt amendments to the by-laws of the Company.
2. Develop and recommend to the Board a set of corporate governance principles applicable to the Company and authorize any public dissemination of such principles.
3. Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments.

E. Continuity/Succession Planning Process

To oversee and approve the management continuity planning process and, from time to time, review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions, and to make recommendations to the Board with respect to the selection of individuals to occupy these positions.

F. 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 full 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.
3. Report regularly to the full Board with respect to any matters that are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate.

G. Annual Performance Evaluation

The Committee shall:

1. Review and assess the adequacy of this charter from time to time and recommend any proposed changes to the Board for approval.
2. Annually review and evaluate the performance of the Committee and its members.