UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 40-F

[ ] Registration Statement Pursuant to Section 12 of the Securities Exchange Act of 1934
or
[x] Annual Report Pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended **December 31, 2018**

Commission file number **001-36898**

Colliers International Group Inc.

(Exact name of Registrant as specified in its charter)

N/A
(Translation of Registrant's name into English (if applicable))

Ontario, Canada
(Province or other jurisdiction of incorporation or organization)

6500
(Primary Standard Industrial Classification Code Number (if applicable))

N/A
(I.R.S. Employer Identification Number (if applicable))

1140 Bay Street, Suite 4000
Toronto, Ontario, Canada M5S 2B4
416-960-9500
(Address and telephone number of Registrant's principal executive offices)

Mr. Santino Ferrante, Ferrante & Associates
126 Prospect Street, Cambridge, MA 02139
617-868-5000
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Subordinate Voting Shares	**NASDAQ Stock Market**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this Form:

[**x**] Annual information form [**x**] Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

37,887,442 Subordinate Voting Shares and 1,325,694 Multiple Voting Shares as of December 31, 2018

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

[**x**] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

[**x**] Yes [ ] No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company [ ]

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

PRINCIPAL DOCUMENTS

The following documents have been filed as part of this Annual Report on Form 40-F:

A. Annual Information Form

For the Registrant's Annual Information Form for the year ended December 31, 2018, see Exhibit 1 of this Annual Report on Form 40-F.

B. Audited Annual Financial Statements

For the Registrant's audited consolidated financial statements as at December 31, 2018 and 2017 and for the years ended December 31, 2018 and 2017, see Exhibit 2 of this Annual Report on Form 40-F.

C. Management's Discussion and Analysis

For the Registrant's management's discussion and analysis for the year ended December 31, 2018, see Exhibit 3 of this Annual Report on Form 40-F.

DISCLOSURE CONTROLS AND PROCEDURES

The Registrant's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Registrant's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this annual report (the "Evaluation Date"). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the Evaluation Date, the Registrant's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Registrant in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the "SEC") and (ii) accumulated and communicated to the Registrant's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Registrant. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of its effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has excluded twelve individually insignificant entities acquired by the Registrant during the last fiscal period from its assessment of internal control over financial reporting as at December 31, 2018. The total assets and total revenues of the twelve majority-owned entities represent 5.1% and 7.0%, respectively, of the related consolidated financial statement amounts as at and for the year ended December 31, 2018.

Management has assessed the effectiveness of the Registrant's internal control over financial reporting as at December 31, 2018, based on the criteria set forth in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has concluded that, as at December 31, 2018, the Registrant's internal control over financial reporting was effective.

The effectiveness of the Registrant's internal control over financial reporting as at December 31, 2018 has been audited by PricewaterhouseCoopers LLP, the Registrant's independent registered public accounting firm, as stated in their report filed in Exhibit 2 of this Annual Report on Form 40-F.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the year ended December 31, 2018, there were no changes in the Registrant's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

NOTICES PURSUANT TO REGULATION BTR

There were no notices required by Rule 104 of Regulation BTR that the Registrant sent during the year ended December 31, 2018 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

AUDIT COMMITTEE FINANCIAL EXPERT

The Registrant's board of directors (the "Board of Directors") has determined that it has two audit committee financial experts (as such term is defined in paragraph 8 of General Instruction B to Form 40-F) serving on its audit & risk committee (the "Audit Committee"). Each of Messrs. L. Frederick Sutherland and Peter F. Cohen have been determined by the Board of Directors to be such audit committee financial expert and is independent (as such term is defined by the corporate governance standards of the NASDAQ Stock Market ("NASDAQ") applicable to the Registrant).

Mr. Sutherland was the Executive Vice President and Chief Financial Officer of Aramark Corporation, Philadelphia, PA, a provider of services, facilities management and uniform and career apparel, from 1997 to 2015. Prior to joining Aramark in 1980, Mr. Sutherland was Vice President in the Corporate Banking Department at Chase Manhattan Bank, New York, NY. Mr. Sutherland is a director of Consolidated Edison, Inc. and Sterling Talent Solutions. Mr. Sutherland is also Chairman of the board of directors of WHYY, Philadelphia's public broadcaster, a trustee of Duke University, Board President of Episcopal Community Services, an anti-poverty agency, and a Trustee of People's Light, a professional non-profit theater. Mr. Sutherland holds an MBA in Finance from the Katz School of the University of Pittsburgh and a Bachelors in Physics and Mathematics from Duke University.

Mr. Cohen is a Chartered Professional Accountant and a former partner in an audit practice of a public accounting firm. Mr. Cohen is currently the Vice Chairman of the Board of Directors of the Registrant and President and Chief Executive Officer of the Dawsco Group, a private real estate and investment company owned by Mr. Cohen and his family. Mr. Cohen was a co-founder and Chairman and Chief Executive Officer of Centrefund Realty Corporation, a publicly-traded shopping center investment company until August 2000 when control of the company was sold. Mr. Cohen serves as the Treasurer and a Director of the Sinai Health System and is the Co-Chair of the Resources Committee and Building and Development Committee.

The SEC has indicated that the designation of each of Messrs. Sutherland and Cohen as an audit committee financial expert does not make them an "expert" for any purpose, impose on them any duties, obligations or liability that are greater than the duties, obligations or liability imposed on them as a member of the Audit Committee and the Board of Directors in absence of such designation, or affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

CODE OF ETHICS

The Registrant has adopted a Code of Ethics and Conduct that applies to all directors, officers and employees of the Registrant and its subsidiaries, and a Financial Management Code of Ethics, which applies to senior management and senior financial and accounting personnel of the Registrant and its subsidiaries. A copy of the Code of Ethics and Conduct and the Financial Management Code of Ethics can be obtained, free of charge, on the Registrant's website (www.colliers.com) or by contacting the Registrant at (416) 960-9500.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets out the fees billed to the Registrant by PricewaterhouseCoopers LLP for professional services rendered in each of the years ended December 31, 2018 and 2017. During these years, PricewaterhouseCoopers LLP was the Registrant's only external auditor.

(in thousands of C$)	**Year ended December 31, 2018**	**Year ended December 31, 2017**
Audit fees (note 1)	$ 2,030	$ 1,680
Audit-related fees (note 2)	294	139
Tax fees (note 3)	129	426
All other fees (note 4)	84	5
	$ 2,537	$ 2,250

Notes:

1. Refers to the aggregate fees billed by the Registrant's external auditor for audit services relating to the audit of the Registrant and statutory audits required by subsidiaries.
2. Refers to the aggregate fees billed for assurance and related services by the Registrant's external auditor that are reasonably related to the performance of the audit or review of the Registrant's financial statements and are not reported under (1) above, including professional services rendered by the Registrant's external auditor for accounting consultations on proposed transactions and consultations related to accounting and reporting standards. Such fees included amounts incurred in respect of: due diligence and other work related to the disposition and acquisition of businesses, such work being unrelated to the audit of the Registrant's financial statements, as well as other audit-related services.
3. Refers to the aggregate fees billed for professional services rendered by the Registrant's external auditor for tax compliance, tax advice and tax planning.
4. Refers to fees for consulting and subscriptions to accounting and tax research tools.

The Registrant's Audit Committee pre-approves all audit services and permitted non-audit services provided to the Registrant by PricewaterhouseCoopers LLP. The Audit Committee has delegated to the Chair of the Audit Committee, who is independent, the authority to act on behalf of the Audit Committee with respect to the pre-approval of all audit and permitted non-audit services provided by its external auditors from time to time. Any approvals by the Chair are reported to the full Audit Committee at its next meeting. All of the services described in footnotes 2, 3 and 4 under "Principal Accountant Fees and Services" above were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

OFF-BALANCE SHEET ARRANGEMENTS

The Registrant does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Registrant's financial performance or financial condition other than the payments which may be required to be made under the acquisition of control arrangement contained in the restated management services agreement among the Registrant, Jayset Management CIG Inc. and Jay S. Hennick. A description of the acquisition of control arrangement is set out in Note 12 to the consolidated financial statements included as Exhibit 2 to this Annual Report on Form 40-F, and is incorporated herein by reference.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The information provided in the table entitled "Contractual Obligations" under the section entitled "Liquidity and Capital Resources" in the management's discussion and analysis included as Exhibit 3 to this Annual Report on Form 40-F, is incorporated herein by reference.

IDENTIFICATION OF THE AUDIT COMMITTEE

The Registrant has a separately designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act. The members of the Audit Committee are L. Frederick Sutherland (Chair), Peter F. Cohen, John (Jack) P. Curtin, Jr. and Katherine M. Lee.

CORPORATE GOVERNANCE

The Registrant is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act and its Subordinate Voting Shares are listed on the Toronto Stock Exchange and the NASDAQ Global Select Market. NASDAQ Marketplace Rule 5615(a)(3) permits a foreign private issuer to follow its home country practices in lieu of certain requirements in the NASDAQ Listing Rules. A foreign private issuer that follows home country practices in lieu of certain corporate governance provisions of the NASDAQ Listing Rules must disclose each NASDAQ corporate governance requirement that it does not follow and include a brief statement of the home country practice the issuer follows in lieu of the NASDAQ corporate governance requirement(s), either on its website or in its annual filings with the Commission. A description of the significant ways in which the Registrant's corporate governance practices differ from those followed by domestic companies pursuant to the applicable NASDAQ Listing Rules is disclosed on the Registrant's website at https://corporate.colliers.com/en/Investor-Relations/Governance-Documents.

MINE SAFETY DISCLOSURE

Not applicable.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. Undertaking

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the staff of the SEC, and to furnish promptly, when requested to do so by the SEC staff, information relating to the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an Annual Report on Form 40-F arises; or transactions in said securities.

B. Consent to Service of Process

The Registrant has previously filed with the SEC an Appointment of Agent for Service of Process and Undertaking on Form F-X in connection with its Subordinate Voting Shares.
Any change to the name or address of the agent for service of process of the Registrant shall be communicated promptly to the SEC by an amendment to the Form F-X referencing the file number of the Registrant.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 22, 2019

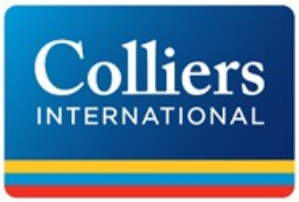
COLLIERS INTERNATIONAL GROUP INC.

By: */s/ John B. Friedrichsen*
Name: John B. Friedrichsen
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Document
1	Annual Information Form of the Registrant for the year ended December 31, 2018.
2	Audited consolidated financial statements of the Registrant as at December 31, 2018 and 2017 and for the years ended December 31, 2018 and 2017, in accordance with generally accepted accounting principles in the United States.
3	Management's discussion and analysis of the Registrant for the year ended December 31, 2018.
23	Consent of PricewaterhouseCoopers LLP.
31	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934.
32	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data File.

EXHIBIT 1



COLLIERS INTERNATIONAL GROUP INC.

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2018

FEBRUARY 22, 2019

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FORWARD-LOOKING STATEMENTS

This Annual Information Form contains, and incorporates by reference, “forward looking statements” which reflect the current expectations, estimates, forecasts and projections of management regarding our future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as “may,” “would,” “could,” “will,” “anticipate,” “believe,” “plan,” “expect,” “intend,” “estimate,” “aim,” “endeavour” and similar expressions have been used to identify these forward-looking statements. These statements reflect management’s current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the “Risk Factors” section of this Annual Information Form. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this Annual Information Form. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained, or incorporated by reference into, this Annual Information Form are based upon what management currently believes to be reasonable assumptions, we cannot assure readers that actual results, performance or achievements will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this Annual Information Form and we do not intend, and do not assume any obligation, to update or revise these forward-looking statements, except as otherwise required by law.

COLLIERS INTERNATIONAL GROUP INC.

ANNUAL INFORMATION FORM
February 22, 2019

All amounts referred to in this Annual Information Form ("AIF") are in United States dollars unless otherwise indicated. All financial and statistical data in this AIF is presented as at December 31, 2018 unless otherwise indicated.

Corporate structure

Colliers International Group Inc. was ("we," "us," "our," "Colliers," or the "Company") was formed under the *Business Corporations Act* (Ontario) by Articles of Arrangement dated June 1, 2015. The predecessor to the Company, FirstService Corporation ("Old FSV"), was formed by Articles of Incorporation dated February 25, 1988. Old FSV amalgamated with Coloma Resources Limited pursuant to Articles of Amalgamation dated July 31, 1988, and the amalgamated corporation continued as Old FSV.

By Articles of Amendment dated April 2, 1990, Old FSV: (i) consolidated each of its Class A Subordinate Voting Shares on a 30 to 1 basis and changed the designation of that class of shares to "Subordinate Voting Shares", each such share carrying one vote; and (ii) consolidated each of its Class B shares on a 30 to 1 basis and changed the designation of that class of shares to "Multiple Voting Shares", each such share carrying 20 votes.

By Certificate of Amendment dated June 27, 2007, the first series of Preference Shares of Old FSV were created and designated as 7% cumulative preference shares, series 1 (the "Preferred Shares"), with each Preferred Share having a stated value of US$25.00 and carrying a fixed cumulative annual dividend of US$1.75 payable quarterly. All outstanding Preferred Shares were eliminated on May 3, 2013 by way of a partial redemption for cash of $39.2 million immediately followed by a mandatory conversion of all then remaining Preferred Shares into Subordinate Voting Shares, which resulted in the issuance of 2.89 million new Subordinate Voting Shares.

On June 1, 2015, Old FSV completed a plan of arrangement (the "Spin-off") which separated Old FSV into two independent publicly traded companies – Colliers, a global leader in commercial real estate services and new FirstService Corporation ("FirstService"), the North American leader in residential property management and related services. The Spin-off was designed to enhance long-term value for shareholders by creating two independent and sustainable companies, each with the ability to pursue and achieve greater success by employing independent value creation strategies best suited to its core businesses and customers. Under the Spin-off, Old FSV shareholders received one Colliers share and one FirstService share of the same class as each Old FSV share previously held, Old FSV amalgamated with a wholly-owned subsidiary and changed its name to Colliers and FirstService adopted the name "*FirstService Corporation*".

Our Subordinate Voting Shares are publicly traded on both the Toronto Stock Exchange ("TSX") (symbol: CIGI) and The NASDAQ Stock Market ("NASDAQ") (symbol: CIGI). Our head and registered office is located at 1140 Bay Street, Suite 4000, Toronto, Ontario, M5S 2B4. Our fiscal year-end is December 31.

Intercorporate Relationships
We have the following principal subsidiaries which have total assets or revenues which exceed 10% of our total consolidated assets or revenues as at and for the year ended December 31, 2018:

Name of Subsidiary	Percentage of Voting Securities Owned	Jurisdiction of Incorporation, Continuance, Formation or Organization
Colliers International EMEA Holdings Ltd.	100%	England & Wales
Colliers International Finco (Canada) Inc.	100%	Ontario
Colliers International EMEA Finco PLC	100%	England & Wales
Colliers International Holdings (Australia) Ltd.	100%	New South Wales, Australia
Colliers International Holdings S.à r.l.	100%	Luxembourg
Colliers International Holdings (USA), Inc.	100%	Delaware
Colliers International USA, LLC	100%	Delaware
Colliers Investment Management Holdings, Inc.	100%	Delaware
Colliers Macaulay Nicolls Inc.	100%	Ontario
Colliers Macaulay Nicolls (Cyprus) Ltd.	100%	Cyprus
Globestar Ltd.	100%	England & Wales
Harrison Street Real Estate Capital, LLC	75%	Delaware

The above table does not include all of the subsidiaries of Colliers.

General development of the business

Our origins date back to 1972 when Jay S. Hennick, the Chairman & CEO of the Company, started a Toronto commercial swimming pool and recreational facility management business, which became the foundation of Old FSV. In 1993, we completed our initial public offering on the TSX, raising C$20 million. In 1995, our shares were listed on NASDAQ. In 1997, a second stock offering was completed in Canada and the United States raising US$20 million. In December 2004, a stock dividend was declared effectively achieving a 2-for-1 stock split for all outstanding Subordinate Voting Shares and Multiple Voting Shares (together, the “Common Shares”). In 2009, Old FSV issued US$77 million of convertible unsecured subordinate debentures, which were subsequently converted into 2.7 million Subordinate Voting Shares in 2014.
From 1994 to present, we completed numerous acquisitions and selected divestitures, developing, growing and focusing on the real estate services provided by us today.

In 2004, we established a commercial real estate services division under the “Colliers International” brand with the acquisition of Colliers Macaulay Nicolls Inc. (“CMN”). Since that time, we have strengthened this business across markets and acquired numerous businesses within existing and new markets greatly expanding its geographic scope, services and talent. Today, Colliers is one of the world’s largest commercial real estate services providers offering a full range of commercial real estate services in the United States, Canada, Australia, the United Kingdom, Germany, France and several other countries in Asia, Europe and Latin America.

In 2006, we disposed of Resolve Corporation, our Business Services division, through an initial public offering of trust units in Canada of a related income trust. In 2008, we disposed of our Integrated Security Services division, which included Intercon Security in Canada and SST in the United States, for gross cash proceeds of approximately $187.5 million. These disposals marked a significant milestone in the execution of our strategy of focusing on real estate services for future growth.

In 2013, we completed the sale of Field Asset Services, LLC, a property preservation and distressed asset management services provider, for gross cash proceeds of $55 million.

In 2015, we completed the Spin-off, creating two independent publicly traded companies: Colliers in commercial real estate services and FirstService in residential property management and related services. In connection with the Spin-off, Colliers entered into an Arrangement Agreement with, among others, FirstService dated March 11, 2015 (the “Arrangement Agreement”) and a Transitional Services and Separation Agreement with, among others, FirstService dated June 1, 2015 (the “Transitional Services and Separation Agreement”). The Arrangement Agreement set out the terms and conditions to the arrangement, including the plan of arrangement, which effected the Spin-off. The Transitional Services and Separation Agreement set out the mechanics for the separation of the businesses, including the dividing of assets, assumption of liabilities and matters governing certain ongoing relationships between Colliers and FirstService, including reciprocal indemnities with respect to the assets and liabilities kept by Colliers or transferred to FirstService.

On July 5, 2018, we acquired 75% of the ownership interests in Harrison Street Real Estate Capital, LLC ("Harrison Street"), a real estate investment firm dedicated to demographic-based investing with approximately $15.6 billion in assets under management as at June 30, 2018. At closing, we paid $451.7 million, and an additional $100 million is payable in 2022 based on Harrison Street achieving certain accelerated performance targets. The senior management team of Harrison Street holds the balance of the equity. Headquartered in Chicago, with an office in London, Harrison Street is a pioneer in demographic-based real estate investing. Since its inception in 2005, the firm has established a series of disciplined and highly differentiated investment products across multiple risk/return strategies, originating and managing a series of open and closed-end real estate investment funds and liquid securities. Harrison Street investors include sovereign wealth funds, public and corporate pension funds, endowments, insurance companies, foundations and family offices.

Narrative description of Colliers

History

CMN traces its roots back to 1898 when Macaulay Nicolls was founded in Vancouver, Canada as a property management and insurance agency. Colliers originated in 1976 in Australia through the merger of three commercial property services firms. In 1984, Colliers joined forces with Macaulay Nicolls to form CMN. Over the years, Colliers continued to grow globally as other market leading commercial real estate service providers joined the group. In 2004, Old FSV acquired a controlling interest in CMN. At the time of the acquisition by Old FSV, CMN was generating approximately $250 million in annual revenue.

With the financial and strategic support of Old FSV and a deep and experienced senior management team, CMN accelerated its growth by adding company-owned operations, expanding into complementary service areas and growing into other geographic regions. By 2010, Old FSV had unified all operations globally under the "*Colliers International*" brand name with one mission and standardized business practices delivered consistently throughout all operations. Over the past 14 years, Colliers has been the fastest growing major, global commercial real estate services business based on revenue growth. A summary of Colliers' history and growth initiatives to date is as follows:

Year	Event
1898	Macaulay Nicolls founded in Vancouver, Canada
1976	Colliers International Property Consultants incorporated in Australia
1984	Colliers International launches global expansion into Canada and the US as CMN
1986	Colliers International merges operations in Australia and Asia establishing operations in 20 markets in Asia Pacific
1990	Colliers International expands into emerging markets including Central Europe and Latin America
2004	Old FSV acquires a controlling interest in CMN with a long-term strategy to consolidate operations and create one global organization, under one brand with consistent business practices applied globally
2006	Between 2006 and 2010, CMN begins to strengthen and grow its global platform by acquiring additional Colliers International branded operations. In total, 29 acquisitions are completed in 15 countries around the world
2010	The US operations of Colliers combine with CMN and re-brand under as " *Colliers International*" in all markets Original network structure is disbanded and newly re-branded Colliers International, controlled by Old FSV, becomes one of the largest and most recognized brands in commercial real estate globally
2012	Colliers acquires the Colliers International operations in the United Kingdom and Ireland and integrates them into its global platform

Year	Event
2013	Colliers acquires the German Colliers International operations and integrates them into its global platform
2014	Colliers International voted to the top five in Global Outsourcing 100 for the first time in its history Colliers expands to France and Belgium and strengthens operations in the Netherlands, Spain, Morocco, Switzerland with the acquisition of AOS Group
2015	Colliers International Group Inc. begins trading on the NASDAQ and TSX on June 2, 2015 Colliers names Jay S. Hennick as is Chairman & CEO with Dylan E. Taylor as President & Chief Operating Officer
2017	Colliers acquires two of largest remaining non-owned Colliers International branded operations in the United States. Colliers acquires the Colliers International operations in Denmark and integrates them into its global platform
2018	In January 2018, Colliers expands to Finland with the acquisition of Ovenia Group, a leading real estate management and services company headquartered in Helsinki In July 2018, Colliers acquires a controlling interest in Harrison Street, a real estate investment management firm dedicated to demographic-based investing with approximately $15.6 billion in assets under management as at June 30, 2018.
2019	Colliers appoints Dylan E. Taylor to CEO of Colliers Real Estate Services

Service offerings

Colliers Real Estate Services

Sales and Lease Brokerage

Our largest business is transaction brokerage, which provides services in sales and leasing for commercial clients. Our commercial real estate advisors assist buyers and sellers in connection with the acquisition or disposition of real estate; assist owners, occupiers and tenants with lease opportunities; and assist borrowers and lenders with the placement of debt capital on commercial real estate assets. Our advisors typically perform their services for compensation based on commissions calculated on the value of a transaction. Our Sales and Lease Brokerage division has approximately 4,300 professional advisors globally. This division executes transactions across a diverse client base, including corporations, financial institutions, governments and individuals.

We provide services for sales, leases, and mortgages in the following areas:

- *Landlord Representation*: Agency advisors work on behalf of property owners to search for and obtain tenants and other occupiers by positioning and promoting the property through various campaigns and marketing channels. Our advisors look to secure the right tenants for clients' properties and otherwise support landlord ownership goals for their real estate assets.

- *Tenant Representation*: Leases are often landmarks in the lifetime of a business marking a significant investment of time and resources in a building's physical space which will have a long-term impact on the business of our clients. Our brokerage advisors work on behalf of tenants to locate the right rental properties and to secure the most favorable terms, helping to turn a lease, often the second-greatest expenditure for a business after payroll, from a cost center into a competitive advantage.

- *Capital Markets & Investment Services*: Colliers' Capital Markets & Investment Services advisors are professionals that work collaboratively to provide real estate expertise to our clients, acting in a consultancy capacity to help each client maximize investment returns, whether as a buyer, seller or borrower. Capital Markets & Investment Services advisors are organized into office, industrial, retail, multifamily and hotel teams in order to drive thought leadership for each major asset class. Many team members also represent subspecialties in areas such as Healthcare, Technology, Student Housing, Seniors Housing, Land, and Transit Oriented Development. These investment teams are also organized in subsets to meet the needs of both our institutional and private capital clients, recognizing that these client groupings have different needs. These investment teams understand the intricacies of single asset and portfolio executions and, with the assistance of our advisors, are globally connected with active market participants. Integrally supporting these investment teams is a national group of debt & equity financing advisors that help both our institutional and private capital clients with senior and subordinated debt strategies and placements with a global network of capital providers. Many of our financing advisors have experience helping our clients with preferred and common equity strategies and placements, including partnership capitalizations and recapitalizations. Our financing professionals are in the market continuously with these capital sources, providing our clients with significant market intelligence and leverage when evaluating their financing needs. Our Capital Markets & Investment Services teams work closely with each service line, including property management, leasing, and valuations in order to serve the broader business needs of each client.

In our Sales and Lease Brokerage division, advisors work with all asset classes, including office, industrial, retail, multi-family, hotel and mixed-use properties. In 2018, our Sales and Lease Brokerage division completed 53,000 sale and lease transactions for a total transaction value of $110 billion.

Outsourcing & Advisory Services

Our Outsourcing & Advisory Services division provides corporate and workplace solutions, appraisal and valuation services, facility, property management services, project management services and research for commercial real estate clients. The Outsourcing & Advisory Services division partners with large corporations in managing their overall real estate portfolios and transactions to reduce costs, improve execution across multiple markets and increase operational efficiency, thereby benefitting from the global trends around the outsourcing of commercial real estate advisory services. Professional staff combines proprietary technology with high level strategic planning, portfolio management, lease administration and facilities and project management. The Outsourcing & Advisory Services division has approximately 4,500 professional staff globally.

Our Outsourcing & Advisory Services include:

- *Corporate Solutions*: We provide a comprehensive set of portfolio management, transaction management, project management, workplace solutions, strategic consulting, property and asset management as well as other corporate real estate services to clients with large, geographically diverse real estate portfolios. Our corporate solutions clients are typically companies or public sector institutions with highly distributed real estate portfolios. We typically enter into long-term, contractual relationships with these clients to ensure that real estate strategies are developed to support their overall business needs. This service line offers clients a fully integrated suite of services under the leadership and accountability of an account leader or team who are responsible for overall performance around the world. Many of our contracts contain fees that are tied to performance against client objectives (such as cost and footprint reduction, cycle-time improvement and customer satisfaction) instead of fees based solely on transaction commissions. Our corporate solutions teams have a unified value proposition which is to deliver customized, accountable and innovative real estate solutions that result in the best service experience and alignment with our client's core business strategy. We have developed industry-leading technology through Colliers 360 (which provides clients with customized, secure web portals to manage all real estate activity) which allows us to measure performance and help our clients make efficient, well-informed decisions regarding their real estate portfolio. Colliers 360 also includes leading edge business intelligence that populates data from various independent and client related sources. We also provide lease administration, transaction, project management and facilities management systems.

- *Valuation & Advisory Services*: Our advisors leverage best-in-class technology to offer clients both speed and accuracy while maintaining a dedicated project leader and senior management oversight to ensure quality and accountability. Services include valuation and appraisal review and management, portfolio or single asset valuation, arbitration and consulting, highest and best use studies, tax appeals and litigation support.

- *Property Management Services*: Property Management provides oversight and management of the daily operations of a single property or portfolio of properties and provides on-going strategic advice on ways in which clients can maximize the value of their properties. Services include property level accounting, tenant service/relations and bidding, awarding and administering subcontracts for management and maintenance, landscaping, security, parking, capital and tenant improvements. We ensure that we implement the owner's specific property value enhancement objectives through maximization of opportunities to help clients ensure excellent tenant relations while maximizing property level cash flows.

- *Project Management*: We provide project management services for a wide range of projects regardless of size. These services include bid document review, construction monitoring and delivery management, contract administration and integrated cost control, development management, facility and engineering functionality, milestone and performance monitoring, quality assurance, risk management and strategic project consulting.

- *Workplace Solutions*: We provide a full suite of visioning, change management and strategic consulting services to occupiers to maximize the effectiveness of their workplace. These consulting services are designed to help clients turn their real estate into a competitive advantage to recruit and retain talent through the analysis and design of optimal work environments.

- *Property Marketing*: We provide turnkey property marketing solutions for both commercial and high-end residential projects. We have made a significant investment in our property marketing strategies, increasing volumes of leads and reducing time-on-market. The majority of the leads we generate for our clients now come from online sources. By transforming the typical industry marketing mix, we can both reduce costs and decrease lease-up time. Our property marketing platform is impactful with both domestic and sophisticated international buyers.

- *Research Services*: Our Research Services provide insights for owners and landlords into emerging trends and market activity, projections for lease rates, guidance on the impacts of subleasing, valuation estimations based on comparable transactions, competitive sets and mapping services. Research Services provide insights for occupiers and tenants into future lease rates, expansion potential, potential to sublease and mapping services.

Our Outsourcing & Advisory Services division focuses on the same client segments as our Sales and Lease Brokerage Division. Revenues are derived from fees which are typically contractual, both fixed and performance based, and contract terms are often multi-year providing recurring or repeat revenues.

Investment Management Services

Our investment management services are primarily conducted through our subsidiary Harrison Street and its affiliates. Harrison Street is a real estate investment management ("REIM") firm with a differentiated investment strategy focused on demographic-based investing with approximately $20 billion in assets under management ("AUM") as at December 31, 2018. Specifically, these sectors include education, healthcare and storage in the United States and Europe. Harrison Street is a pioneer in demographic-based real estate investing, which we believe is a defensive strategy given consistent demand for underlying real estate and lower volatility in the value of real estate in these sectors.

The education, healthcare and storage sectors represent an estimated investable universe of over $1 trillion, representing a significant opportunity for continuing institutional investment. These sectors benefit from strong demographic trends, attractive risk-adjusted returns relative to real estate in other classes, liquidity (measured in terms of resale volume), inflation protection (due to shorter term leases), limited supply and market fragmentation (resulting in pricing inefficiencies).

Since its inception in 2005, Harrison Street has established a series of disciplined and highly differentiated investment products across multiple risk/return strategies, originating and managing a series of open and closed-end real estate investment funds and liquid securities. Approximately 50% of Harrison Street's AUM is held in closed end funds, 46% in open end funds and 4% in separate accounts. Harrison Street's more than 340 clients include sovereign wealth funds, public & corporate pension funds, endowments, insurance companies, foundations and family offices, with no single client comprising more than 6% of AUM. Since inception, Harrison Street has acquired or developed more than 900 properties in its target sectors aggregating investment of more than $24 billion, while realizing on $6.8 billion of assets across 370 properties. In 2018, Harrison Street was ranked 24th in the PERE Top 50 Private Real Estate Managers and was also selected as runner-up for PERE's North America Firm of the Year Award.

Harrison Street generates contractual management fee revenue from each fund. This fee revenue is expected to be stable and recurring due to: (i) consistent fund financial outperformance relative to industry benchmarks; (ii) the defensive nature of the real estate sectors being invested in by the funds; and (iii) management fees for closed-end funds based on committed or invested capital rather than marked-to-market asset value, providing for revenue stability throughout the life of the funds. Management contracts generally have a term for the life of each fund but are cancellable with notice by a vote by all or a super-majority of non-affiliated investors.

Harrison Street is headquartered in Chicago, with an office in London, and has more than 140 employees led by its co-founder and CEO Christopher Merrill. Harrison Street strives to provide the best possible climate for the development and achievement of all employees and was named as the “Best Place to Work in Money Management” by Pension & Investments for five consecutive years from 2014-2018. Mr. Merrill and other members of the senior management team hold a 25% redeemable non-controlling equity interest in Harrison Street, which is subject to an operating agreement. Our existing REIM operation in Europe (aside from Harrison Street) generated $14.5 million of management fee revenues for the year ended December 31, 2018 and has AUM of $6.5 billion as of December 31, 2018. Prior to the acquisition of Harrison Street, this operation was included in Outsourcing & Advisory Services.

Harrison Street, together with our existing REIM operation, has AUM of $26.4 billion as at December 31, 2018. This base of stable and recurring fee revenue is anticipated to be a platform for growth globally, both internally and through acquisitions. Internal growth is expected from attracting new domestic and international investors to existing funds and new funds, leveraging Harrison Street’s strong track record of performance and Colliers’ strong brand name, along with our global platform and institutional client base.

Geographic locations

We deliver services from 311 offices in 35 countries companywide (not including our affiliates). Operationally we have organized our business and report our results through four segments. For the year ended December 31, 2018:

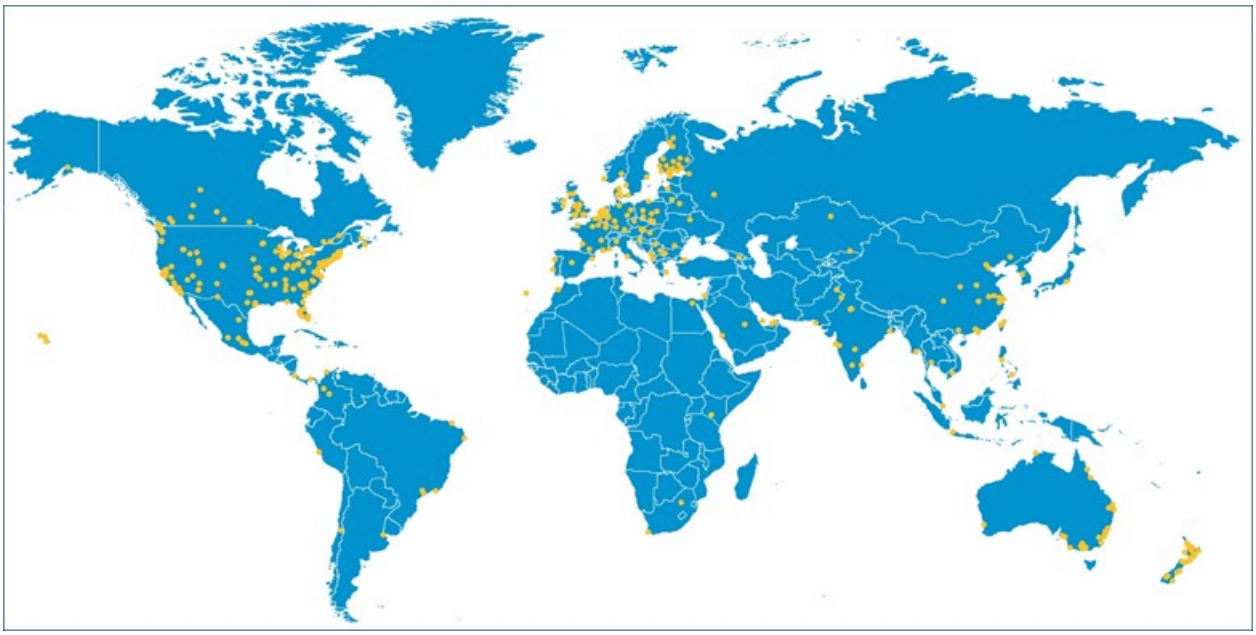
1. Americas represented 56% of our global revenues (42% generated in the United States, 13% in Canada and 1% in Latin America);

2. EMEA represented 22% of our global revenues, comprising operations in 17 countries;

3. Asia Pacific represented 19% of our revenues, comprising operations in 10 countries; and

4. Investment Management represented 3% of our revenues, comprising operations in 4 countries.

Below is a map reflecting the geographic location of our company-owned and affiliate offices:



Operating segments

This AIF presents the financial and operating results of Colliers on a continuing operations basis for all periods presented.

Revenues by operating segment	**Year ended December 31**		
(in thousands of US$)	**2018**	**2017**	**2016[1]**
Americas	$ 1,596,184	$ 1,409,413	$ 1,021,317
EMEA	623,238	514,947	474,868
Asia Pacific	528,360	496,203	399,368
Investment Management	76,021	12,654	—
Corporate	1,624	1,983	1,171
Total	$ 2,825,427	$ 2,435,200	$ 1,896,724

Operating earnings by operating segment	**Year ended December 31**					
(in thousands of US$ and as a % of revenues)	**2018**		**2017**		**2016[1]**	
Americas	$ 105,490	6.6%	87,955	6.2%	$ 82,255	8.1%
EMEA	53,862	8.6%	45,626	8.9%	34,275	7.2%
Asia Pacific	66,240	12.5%	55,066	11.1%	45,614	11.4%
Investment Management	12,326	16.2%	2,263	17.9%	—	N/A
Corporate	(36,520)	N/A	(23,534)	N/A	(18,971)	N/A
Total	$ 201,398	7.1%	$ 167,376	6.9%	$ 146,173	7.7%

[1] Our 2016 results have not been restated to account for (i) the adoption of ASC 606, *Revenue from Contracts with Customers* or (ii) the reallocation of our existing REIM operation from the EMEA segment to the Investment Management segment.

Adjusted EBITDA[2] by operating segment (in thousands of US$ and as a % of revenues)	Year ended December 31					
	2018		2017		2016[1]	
Americas	$ 141,517	8.9%	$ 123,678	8.8%	$ 106,659	10.4%
EMEA	88,468	14.2%	66,954	13.0%	55,924	11.8%
Asia Pacific	73,421	13.9%	61,348	12.4%	51,448	12.9%
Investment Management	26,136	34.4%	2,406	19.0%	—	N/A
Corporate	(18,107)	N/A	(11,563)	N/A	(10,969)	N/A
Total	311,435	11.0%	$ 242,823	10.0%	$ 203,062	10.7%

Seasonality

The Company generates peak revenues and earnings in the month of December followed by a low in January and February as a result of the timing of closings on commercial real estate sales brokerage transactions. Revenues and earnings during the balance of the year are relatively even. These sales brokerage operations comprised 27% of our 2018 annual consolidated revenues. Variations can also be caused by business acquisitions or dispositions which alter the consolidated service mix.

Trademarks

Our trademarks are important for the advertising and brand awareness of our businesses. We take precautions to defend the value of our trademarks by maintaining legal registrations and by litigating against alleged infringements, if necessary.

In markets where Colliers does not operate company-owned operations, we operate through affiliates operating under the " *Colliers International*" brand and trademarks. To ensure brand unity and service quality, all affiliates are subject to brand and performance guidelines that are monitored and enforced by Colliers. We currently have affiliates in 33 countries around the world who together generated approximately $480 million in revenue in 2018.

Employees

We currently have approximately 13,900 employees worldwide as follows:

Segment	Transaction advisors & professional staff	Support & administrative staff	Total employees
Americas	3,956	3,096	7,052
EMEA	2,282	999	3,281
Asia Pacific	2,529	926	3,455
Investment Management	90	49	139
Total operations	**8,857**	**5,070**	**13,927**

Non-controlling interests

We own a majority interest in substantially all of our operations, while operating management of each subsidiary owns the remaining shares. This structure was designed to maintain control at Colliers while providing significant risks and rewards of equity ownership to management at the operating businesses. In almost all cases, we have the right to "call" management's shares, usually payable at our option with any combination of Subordinate Voting Shares or cash. We may also be obligated to acquire certain of these non-controlling interests in the event of death, disability or cessation of employment or if the shares are "put" by the holder, subject to annual limitations on these puts imposed by the relevant shareholder agreements. These arrangements provide significant flexibility to us in connection with management succession planning and shareholder liquidity matters.

2 Adjusted EBITDA is a financial measure that is not calculated in accordance with GAAP. For a reconciliation of this and other non-GAAP financial measures, see "Reconciliation of non-GAAP financial measures" in this AIF.

Our growth strategy

We maintain a leadership position in the industry by offering a full complement of services to our wide range of customers on a global basis. Our key point of differentiation is the level of expertise and collaboration our professionals demonstrate, leading to higher levels of service for our clients. We have an established track record of expanding our business internally and through acquisition. Our strategy will continue to focus on strengthening our market share in our core markets, expanding into complementary services and increasing our geographic footprint while continuing to pursue strategic acquisitions.

Dividends and dividend policy

Dividend policy

Following the completion of the Spin-off, our Board of Directors approved a revised dividend policy for the Company, which was a dividend of $0.08 per Common Share (being the Subordinate Voting Shares and Multiple Voting Shares) per annum, payable semi-annually. On May 31, 2016, the Board of Directors increased the semi-annual dividend from $0.04 to $0.05 per Common Share ($0.10 per annum). These dividends are paid in cash after the end of the second and fourth quarters. All dividend payments are subject to the discretion of our Board of Directors. Prior to the completion of the Spin-off, the prior dividend policy for Old FSV was dividend of $0.40 per Common Share per annum, payable quarterly. For the purposes of the *Income Tax Act* (Canada) and any similar provincial legislation, all dividends on the Common Shares will be eligible dividends unless indicated otherwise.

The terms of the Common Share dividend policy remain, among other things, at the discretion of our Board of Directors. Future dividends on the Common Shares, if any, will depend on the results of Colliers' operations, cash requirements, financial condition, contractual restrictions, business opportunities, provisions of applicable law and other relevant factors. Under the terms of the Company's debt agreements, the Company is not permitted to pay dividends, whether in cash or *in specie*, in the circumstances of an event of default thereunder occurring and continuing or an event of default occurring as a consequence thereof. See "Material contracts" below.

Dividend history

The aggregate cash dividends declared per Common Share in respect of the years ended December 31, 2018, 2017 and 2016 were $0.10, $0.10 and $0.10, respectively.

Capital structure

Share capital

The authorized capital of the Company consists of an unlimited number of preference shares (the "Preference Shares"), issuable in series, an unlimited number of Subordinate Voting Shares and an unlimited number of Multiple Voting Shares. As of February 22, 2019, there were 38,017,392 Subordinate Voting Shares and 1,325,694 Multiple Voting Shares issued and outstanding.

Common Shares

The Common Shares rank junior to the Preference Shares or series thereof ranking in priority with respect to the payment of dividends, return of capital and distribution of assets in the event of liquidation, dissolution or any distribution of the assets of Colliers for the purpose of winding-up its affairs. The holders of outstanding Common Shares are entitled to receive dividends and other distributions on a share-for-share basis (or, in the discretion of the directors, in a greater amount per Subordinate Voting Share than per Multiple Voting Share) out of the assets legally available therefor at such times and in such amounts as our Board of Directors may determine, but without preference or distinction between the Multiple Voting Shares and the Subordinate Voting Shares. The Subordinate Voting Shares carry one vote per share and the Multiple Voting Shares carry 20 votes per share. The holders of Subordinate Voting Shares and the holders of Multiple Voting Shares are entitled to receive notice of any meeting of shareholders and to attend and vote thereat as a single class on all matters to be voted on by the shareholders, except at meetings where the holders of shares of one class or of a particular series of shares are entitled to vote separately.

The rights, privileges, conditions and restrictions attaching to the Subordinate Voting Shares and the Multiple Voting Shares may be respectively modified if the amendment is authorized by at least two-thirds of the votes cast at a meeting of the holders of Subordinate Voting Shares and the holders of Multiple Voting Shares duly held for that purpose. However, if the holders of Subordinate Voting Shares, as a class, or the holders of Multiple Voting Shares, as a class, are to be affected in a manner different from the other classes of shares, such amendment must, in addition, be authorized by at least two-thirds of the votes cast at a meeting of the holders of the class of shares which is affected differently.

Each outstanding Multiple Voting Share is convertible at any time, at the option of the holder, into one Subordinate Voting Share. The Subordinate Voting Shares are not convertible into any other class of shares. No subdivision, consolidation, reclassification or other change of the Multiple Voting Shares or the Subordinate Voting Shares may be made without, concurrently, having the Multiple Voting Shares or Subordinate Voting Shares, as the case may be, subdivided, consolidated, reclassified or other change made under the same conditions. The Common Shares are not redeemable nor retractable but are able to be purchased for cancelation by Colliers in the open market, by private contract or otherwise. Upon the liquidation, dissolution or any distribution of the assets of Colliers for the purpose of winding-up its affairs, the holders of Common Shares are entitled to participate equally, on a share-for-share basis, in the remaining property and assets of Colliers available for distribution to such holders.

Preference Shares

The Preference Shares are issuable, from time to time, in one or more series, as determined by our Board of Directors. Our Board of Directors will determine, before the issue of any series of Preference Shares, the designation, preferences, rights, restrictions, conditions, limitations, priorities as to payment of dividends and/or distribution on liquidation, dissolution or winding-up, or prohibitions attaching to such series. The Preference Shares, if issued, will rank prior to the Common Shares with respect to the payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding-up of Colliers or any other distribution of assets of Colliers among its shareholders for the purpose of winding-up its affairs, and may also be given such other preferences over the Common Shares as may be determined with respect to the respective series authorized and issued. Except as required by law, the Preference Shares will not carry voting rights.

Certain rights of holders of Subordinate Voting Shares

A summary of the rights attaching to the Subordinate Voting Shares in the event that a take-over bid is made for Multiple Voting Shares is set out in the section entitled “Certain Rights of Holders of Subordinate Voting Shares” contained in our Management Information Circular to be filed in connection with our upcoming meeting of shareholders to be held on April 10, 2019 (the “2019 Circular”), which is incorporated by reference herein and will be available on SEDAR at www.sedar.com. Reference should be made to our articles for the full text of these provisions.

Option Plan

Colliers has a stock option plan (the “Option Plan”) pursuant to which options to acquire Subordinate Voting Shares may be granted to directors, officers and full-time employees of Colliers or its subsidiaries (other than Jay S. Hennick). A summary of the terms of the Option Plan is set out in the section entitled “Executive Compensation – Incentive Award Plans of Colliers – Colliers Stock Option Plan” contained in the 2019 Circular, which is incorporated by reference herein and will be available on SEDAR at www.sedar.com. The maximum number of Subordinate Voting Shares subject to grants of options under the Option Plan is limited to 7,100,000, of which: (i) options exercisable for 2,257,475 Subordinate Voting Shares have been granted and are outstanding as at the date hereof; and (ii) options which were exercisable for 3,711,025 Subordinate Voting Shares have been exercised or expired as at the date hereof, leaving options yet to be granted which would be exercisable for 1,131,500 Subordinate Voting Shares.

Under the Spin-off, each holder of Old FSV stock options exchanged such options for an equivalent number of Colliers stock options and FirstService stock options, and the exercise price of the Old FSV stock options exchanged was apportioned between the Colliers stock options (as to 58.6%) and FirstService stock options (as to 41.4%). The vesting schedule and expiration dates for these post-Spin-off stock options remained the same as the Old FSV stock options for which they were exchanged. The Colliers and FirstService stock options issued in connection with the Spin-off were deemed to be a continuation of the earlier granted Old FSV stock options for which they were exchanged, as opposed to a new grant of options. The Option Plan provides that a former holder of Old FSV stock options exchanged for Colliers stock options, but who is no longer a director, officer and/or full-time employee of Colliers or its subsidiaries, may remain a participant in the Option Plan and hold and exercise their Colliers stock options for so long as such holder remains a director, officer and/or full-time employee, as applicable, of FirstService or its subsidiaries.

Market for securities

The outstanding Subordinate Voting Shares are listed for trading on the TSX and NASDAQ under the symbol "CIGI". The Multiple Voting Shares are not listed and do not trade on any public market or quotation system.

The following table sets forth the reported high and low trading prices and the aggregate volume of trading of the Subordinate Voting Shares on NASDAQ (in United States dollars) and on the TSX (in Canadian dollars) for each month in 2018.

	NASDAQ			TSX		
Month	High Price (US$)	Low Price (US$)	Volume Traded	High Price (C$)	Low Price (C$)	Volume Traded
January 2018	64.60	55.90	500,000	80.61	74.21	652,000
February 2018	69.20	55.10	934,000	86.50	69.00	2,167,000
March 2018	69.70	62.38	565,000	89.82	80.19	1,009,000
April 2018	72.05	67.30	499,000	91.36	86.85	1,000,000
May 2018	78.60	70.05	932,000	98.99	89.08	1,616,000
June 2018	76.70	71.55	469,000	100.87	93.01	1,052,000
July 2018	83.80	74.55	987,800	109.87	99.43	1,283,000
August 2018	84.20	76.75	546,000	108.99	101.00	1,085,000
September 2018	81.55	76.00	492,000	109.00	98.74	1,383,000
October 2018	78.29	61.62	971,000	100.42	79.54	2,829,000
November 2018	70.30	61.17	605,000	92.13	80.41	1,973,000
December 2018	67.96	52.01	938,000	89.96	70.18	1,995,000

Escrowed securities and securities subject to contractual restriction on transfer

To the knowledge of Colliers, as of the date hereof, no securities of any class of securities of Colliers are held in escrow or subject to contractual restrictions on transfer or are anticipated to be held in escrow or subject to contractual restrictions on transfer.

Transfer agents and registrars

The transfer agent and registrar for the Subordinate Voting Shares is TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1. The transfer agent and registrar for the Multiple Voting Shares is the Company at 1140 Bay Street, Suite 4000, Toronto, Ontario, M5S 2B4.

Directors and executive officers

Directors

Our Board of Directors is currently comprised of nine members. Christopher Galvin was appointed to the Board of Directors on September 23, 2018. The following information is provided with respect to the directors of the Company as at February 22, 2019:

Name and municipality of residence	Age	Present position and tenure	Principal occupation during last five years
Jay S. Hennick *Ontario, Canada*	62	Chief Executive Officer & Director since May 30, 1988[4]; Chairman since June 2015.	Mr. Hennick is the Chairman and CEO of Colliers. Pre-Spin-off, Mr. Hennick was the CEO of Old FSV from 1988 to 2015. In June 2015, Mr. Hennick became the Founder and Chairman of FirstService. In 1998, Mr. Hennick was awarded Canada's Entrepreneur of the Year, in 2001 he was named Canada's CEO of the Year by Canadian Business Magazine and in 2011 and received an honorary Doctorate of Laws from York University and the University of Ottawa. In 2018, Mr. Hennick was appointed a member of the Order of Canada, and is also the 2019 International Horatio Alger Award recipient. Mr. Hennick served as past Chairman of the Board of Directors of the Sinai Health System, in Toronto and is the immediate past Chair of The Mount Sinai Hospital Board of Directors. In addition, Mr. Hennick has endowed the Jay S. Hennick JD-MBA Program at the Faculty of Law and School of Management at the University of Ottawa Law School, his alma mater, and The Hennick Centre for Business and Law, a joint program of the Osgoode Hall Law School and the Schulich School of Business at York University. Mr. Hennick holds a Bachelor of Arts degree from York University in Toronto and a Doctorate of Laws from the University of Ottawa.
Peter F. Cohen[1] *Ontario, Canada*	66	Vice Chair of the board, Director since March 30, 1990[4]; Chairman of the Old FSV board from May 2005 to May 2015	Mr. Cohen is a Chartered Professional Accountant and a former partner in an audit practice of a public accounting firm. Mr. Cohen is currently the Vice Chairman of the Board of Colliers and President and Chief Executive Officer of the Dawsco Group, a private real estate and investment company owned by Mr. Cohen and his family. Mr. Cohen was a co-founder and Chairman and Chief Executive Officer of Centrefund Realty Corporation, a publicly traded shopping center investment company until August 2000 when control of the company was sold. Mr. Cohen serves as the Treasurer and a Director of the Sinai Health System and is the Co-Chair of the Resources Committee and Building and Development Committee.
John (Jack) P. Curtin, Jr.[1,2] *Ontario, Canada*	68	Director since February 10, 2015[4]	Mr. Curtin is an Advisory Director in the Investment Banking Division of Goldman, Sachs & Co. in Toronto and New York. From July 2010 to December 2014, Mr. Curtin served as Chairman and Chief Executive of Goldman Sachs Canada Inc. From 2003 to July 2010, Mr. Curtin was Chairman of Goldman Sachs Canada Inc. From 1999 to 2003, Mr. Curtin was an Advisory Director of Goldman, Sachs & Co. in New York. From 1995 to 1999, Mr. Curtin was Chief Executive of Goldman Sachs Canada Inc. in Toronto. Prior to this assignment, Mr. Curtin was co-head of Global Money Markets and Chairman of Goldman Sachs Money Markets LP. Mr. Curtin moved to Money Markets in 1987 after serving as head of Fixed Income Syndicate/New Issues. Mr. Curtin joined the firm in 1976 in the Corporate Finance Department and was named partner in 1988 and managing director in 1996. Mr. Curtin is also a member of the Board of Directors of Cadillac Fairview Corporation and the Art Gallery of Ontario Foundation. He previously served as a Director of the Canada/United States Fulbright Foundation. Mr. Curtin is a former governor of the Toronto Stock Exchange, a former director of Brookfield Asset Management, Maxxcom Corporation and the Investment Dealers Association of Canada. Mr. Curtin served as a trustee of Lakefield College School as well as Royal St. George's College. Mr. Curtin received an MBA from Harvard in 1976 and his BA from Williams College in 1972.

Name and municipality of residence	Age	Present position and tenure	Principal occupation during last five years
Christopher Galvin *Illinois, USA*	68	Director since September 23, 2018	Christopher Galvin is the Co-Founder of Harrison Street Real Estate Capital LLC. Additional roles include serving as either Chairman or Board Member of UniqueSoft LLC, VelociData, evolve24, Three Ocean Partners and MCR-Aerodyne Inc. Mr. Galvin's current outside activities include: Trustee and member of the Executive Committee of Northwestern University's Board of Trustees; Executive Committee and member of Dean's Advisory Board of the Kellogg School of Management at Northwestern; American Enterprise Institute Board; Legion D'Honneur; Advisory Board of Tsinghua University School of Management and Economics (Beijing); the American Society of Corporate Executives; the Board of the Chicago Council on Global Affairs; Advisory Committee on International Economic Policy of the US Department of State (ACIEP). Previously, Mr. Galvin has served in the following capacities: Chairman and CEO of Motorola Inc.; Chairman of NAVTEQ Inc.; Chairman of Cleversafe Inc.; Chairman of the U.S.-China Business Council; member of the Bechtel Corporation's Board of Counselors; member of Business Council (U.S.); director of the Rand Corporation; member of the U.S. Department of Defense Manufacturing Board; member of the U.S. Department of Defense Science Board; advisor to the City of Tianjin, China; advisor to the CEO of Hong Kong; Chair of the Rhodes Scholars selection committee for Illinois-Michigan.
Stephen J. Harper[3] *Alberta, Canada*	59	Director since September 15, 2016	Mr. Harper was elected the twenty-second Prime Minister of Canada in 2006 and served in such role until 2015, making him the longest serving Conservative Prime Minster since Sir John A. MacDonald, Canada's first Prime Minister. Mr. Harper is Chairman of Harper & Associates Consulting, which is affiliated with Dentons, a leading global law firm, and acts as a strategic consultant to clients around the world, providing advice on matters relating to market access, the management of global geopolitical and economic risk and the maximization of value in global markets. Mr. Harper also serves as the Chair of the International Democrat Union and international Friends of Israel Initiative. Mr. Harper has received a bachelor and master's degree in economics from the University of Calgary, was awarded an honorary doctorate of philosophy from Tel Aviv University in 2014 and received an honorary degree from the Jerusalem College of Technology. In recognition of his government service, Mr. Harper has been awarded the Ukrainian Order of Liberty, the Woodrow Wilson Award for Public Service, the B'nai B'rith International Presidential Gold Medallion for Humanitarianism and was named as the World Statesman of the Year in 2012 by the Appeal of Conscience Foundation.
Michael D. Harris [2,3] *Ontario, Canada*	74	Director since June 26, 2006[4]	Mr. Harris was elected the twenty-second Premier of the Province of Ontario on June 8, 1995 and then re-elected in 1999, at the time making him the first Ontario Premier in over 30 years to form a second consecutive majority government. Mr. Harris is President of his own consulting firm, Steane Consulting Ltd., and, in this capacity, acts as a consultant to various Canadian companies. In September 2013, Mr. Harris joined the law firm Fasken as a Senior Business Advisor. He also serves as a director on several public corporate boards as well as the New Haven Learning Centre. Mr. Harris served as the Honorary Chair of the North Bay District Hospital Capital Campaign and the Nipissing University and Canadore College Capital Campaign. Mr. Harris is also a Senior Fellow with the Fraser Institute, a leading Canadian economic, social research and education organization, and an Institute of Corporate Directors certified director (ICD.D).

Name and municipality of residence	Age	Present position and tenure	Principal occupation during last five years
Katherine M. Lee[1,2] *Ontario, Canada*	55	Director since June 17, 2015	Ms. Lee is a seasoned executive in financial services and served as President & CEO of GE Capital Canada, a leading global provider of financial and fleet management solutions to mid-market companies operating in a broad range of economic sectors. Prior to this role, Ms. Lee served as CEO of GE Capital Real Estate in Canada from 2002 to 2010 building it to a full debt and equity operating company. Ms. Lee joined GE in 1994 where she held a number of positions including Director, Mergers & Acquisitions for GE Capital's Pension Fund Advisory Services based in San Francisco and Managing Director of GE Capital Real Estate Korea based in Seoul and Tokyo. Ms. Lee earned a Bachelor of Commerce from the University of Toronto. She is a Chartered Professional Accountant and Chartered Accountant. She is active in the community championing Women's networks and Asian-Pacific Forums.
Benjamin F. Stein[3] *New York, USA*	33	Director since September 14, 2017	Mr. Stein is a co-founder of The Spruce House Partnership, a New York-based investment partnership. Spruce House was founded in 2005 and has investments in public companies globally and seeks to invest alongside management teams that are focused on growing the value of their companies over the long term. Mr. Stein received his Bachelor of Arts in International Relations from the University of Pennsylvania in 2008. Mr. Stein also serves on the board of The Africa Center, a New York-based institution focused on African business, culture and policy.
L. Frederick Sutherland[1] *Pennsylvania, USA*	66	Director since June 1, 2015	Mr. Sutherland was the Executive Vice President and Chief Financial Officer of Aramark Corporation, Philadelphia, PA, a provider of services, facilities management and uniform and career apparel, from 1997 to 2015. Prior to joining Aramark in 1980, Mr Sutherland was Vice President, Corporate Banking at Chase Manhattan Bank, New York, NY. Mr. Sutherland is a director of Consolidated Edison, Inc. and Sterling Talent Solutions. Mr. Sutherland is also Chairman of the Board of WHYY, Philadelphia's public broadcast, a trustee of Duke University, Board President of Episcopal Community Services, an anti-poverty agency, and a Trustee of People's Light, a professional non-profit theater. Mr. Sutherland holds an MBA in Finance from the Katz School of the University of Pittsburgh and a Bachelors in Physics and Mathematics from Duke University.

Notes:
1. Member of Audit & Risk Committee
2. Member of Executive Compensation Committee
3. Member of Nominating and Corporate Governance Committee
4. Member of the Old FSV board prior to the Spin-off; post Spin-off continued as a Colliers director

Each director remains in office until the following annual shareholders' meeting of the Company or until the election or appointment of their successor, unless they resign, their office becomes vacant or they become disqualified to act as a director. All directors stand for election or re-election annually.

Further background information regarding the directors of the Company will be set out in the 2019 Circular, the relevant sections of which are incorporated by reference herein and which will be available on SEDAR at www.sedar.com.

Executive officers

The following information is provided with respect to the executive officers of the Company as at February 22, 2019:

Name and municipality of residence	Age	Present position and tenure	Principal occupation during last five years
Jay S. Hennick *Ontario, Canada*	62	Chairman since June 1, 2015 and Chief Executive Officer since 1988[(1)]	See description above under "Directors".

Name and municipality of residence	Age	Present position and tenure	Principal occupation during last five years
Dylan E. Taylor *Colorado, USA*	48	Chief Executive Officer, Colliers Real Estate Services since 2009	Mr. Taylor is Chief Executive Officer of Colliers Real Estate Services. Mr. Taylor joined Colliers in June 2009 as CEO of Colliers' Americas region until March 2015, when he assumed the role of Global Chief Operating Officer. Before joining Colliers, Mr. Taylor was President of Global Client Services for a competing real estate services firm for 4 years. Previous to this firm, Mr. Taylor spent more than five years as Senior Vice President of Corporate Solutions for another commercial real estate services company and seven years at SAIA Burgess, a global supplier of electronics based in Switzerland.
John B. Friedrichsen *Ontario, Canada*	57	Chief Financial Officer since 1998[(1)]	Prior to the Spin-off, Mr. Friedrichsen served as Senior Vice President and Chief Financial Officer of Old FSV since September 2002. Mr. Friedrichsen joined Old FSV as Vice President, Acquisitions in February 1998, a position that he held until May 2000 when he became Senior Vice President, Acquisitions. Prior to joining Old FSV, Mr. Friedrichsen was a Vice President with Ernst & Young Corporate Finance Inc. in Toronto, where he was responsible for advising companies on a range of corporate finance matters, including the raising of capital and acquisitions. Mr. Friedrichsen is a Chartered Professional Accountant and began his career with a predecessor of the accounting firm KPMG in Toronto.
Elias Mulamoottil *Ontario, Canada*	49	Head, Strategic Investments since 2007[(1)]	Prior to the Spin-off, Mr. Mulamoottil served as Senior Vice President Strategy & Corporate Development for Old FSV since March 2011. Mr. Mulamoottil joined Old FSV in June 2007 as Vice President Strategy & Corporate Development. Prior to joining Old FSV, Mr. Mulamoottil was a partner at a Toronto based financial advisory and asset management firm, where he was responsible for the sourcing and executing of merger, acquisition, divestiture and financing transactions. Previously, Mr. Mulamoottil worked with one of Europe's leading private equity firms, Terra Firma Capital Partners, in London, England executing and managing private equity investments. Mr. Mulamoottil is a Chartered Professional Accountant and began his career at the accounting firm Deloitte.
Robert D. Hemming *British Columbia, Canada*	51	Senior Vice President and Chief Accounting Officer since 2008	Prior to the Spin-off, Mr. Hemming served as Chief Financial Officer-Global for Colliers where he was responsible for Collier's financial accounting, reporting, analysis and compliance functions. Prior to joining Colliers in August 2006, Mr. Hemming was the Corporate Controller–Western Canada for Bell Canada. Mr. Hemming is a Chartered Professional Accountant and a Certified General Accountant and outside of real estate, has spent his career working in the mining, forestry and telecom industries.
Rebecca Finley *Ontario, Canada*	43	Senior Vice President, Brand and People since 2018	Ms. Finley is the Global Senior Vice President, Brand & People. In this role, Becky has responsibility for leading and providing global oversight for the Colliers brand and people strategies. Ms. Finley has extensive leadership experience in branding, culture and business operations. Prior to Colliers, Ms. Finley served as Business Lead and Head of Technology, Telecommunications & Media at Facebook, led the Office of the CEO at Maple Leaf Foods, was a Management Consultant with the Boston Consulting Group, and worked as an Investment Banker with TD Securities. Ms. Finley holds an ICD.D from the Institute of Corporate Directors, an MBA from the Rotman School of Management and a Bachelor of Mathematics and Education from Queen's University.
Christian Mayer *Ontario, Canada*	46	Vice President, Finance and Treasurer since 2010[(1)]	Prior to the Spin-off, Mr. Mayer served as Vice President, Finance for Old FSV. Mr. Mayer joined Old FSV in 1999. Mr. Mayer is a Chartered Professional Accountant and began his career with the accounting firms Grant Thornton and PwC, both in Toronto.
Matthew Hawkins *Ontario, Canada*	36	Vice President, Legal Counsel and Corporate Secretary since 2016	Mr. Hawkins joined Colliers in 2016. Prior to joining, Mr. Hawkins previously worked as the Vice President of Legal Affairs at a TSX-listed pharmaceuticals company, and previously worked in the corporate and securities group of a leading Canadian law firm.

Name and municipality of residence	Age	Present position and tenure	Principal occupation during last five years
Zachary Michaud *Ontario, Canada*	36	Vice President, Strategic Investments since 2015	Mr. Michaud joined Colliers in 2015. Prior to joining Colliers, Mr. Michaud was a senior investment professional at one of Canada's leading private equity firms specializing in credit investing, distressed debt, operational turnarounds and activist investing. Previously, Mr. Michaud was an investment banker in Los Angeles and worked on the trading floor at two large bank owned investment dealers.

Note:
1. Prior to the Spin-off, an officer of Old FSV.

Ownership

As of February 22, 2019, the directors and executive officers of the Company, as a group, owned, or controlled or directed, directly or indirectly, 3,029,603 Subordinate Voting Shares and 1,325,694 Multiple Voting Shares, which representing 8.0% of the total Subordinate Voting Shares and 100.0% of the total Multiple Voting Shares, in each case, outstanding on such date. The directors and executive officers, as a group, controlled 45.8% of the total voting rights as of such date when all Multiple Voting Shares and Subordinate Voting Shares are considered. Mr. Hennick controls all of the Multiple Voting Shares.

Legal proceedings and regulatory actions

There are no legal proceedings to which Colliers is a party to, or in respect of which, any of the property of Colliers is the subject of, which is or was material to Colliers during 2018, and Colliers is not aware of any such legal proceedings that are contemplated. In the normal course of operations, Colliers is subject to routine immaterial claims and litigation incidental to its business. Litigation currently pending or threatened against Colliers includes disputes with former employees and commercial liability claims related to services provided by Colliers. Colliers believes resolution of such proceedings, combined with amounts set aside, will not have a material impact on the Company's financial condition or the results of operations.

During 2018, there have not been any penalties or sanctions imposed against Colliers by a court relating to provincial and territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against Colliers, and Colliers has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

Properties

The following chart provides a summary of the properties occupied by the Company and its subsidiaries as at December 31, 2018:

(square feet)	**Leased**	**Owned**	**Total**
Americas	1,452,000	—	1,452,000
EMEA	546,000	—	546,000
Asia Pacific	394,000	—	394,000
Investment Management	60,000	—	60,000
Corporate	—	20,000	20,000
Total operations	2,452,000	20,000	2,472,000

Reconciliation of non-GAAP financial measures

In this AIF, we make reference to “adjusted EBITDA” and “adjusted EPS,” which are financial measures that are not calculated in accordance with GAAP.

Adjusted EBITDA is defined as net earnings, adjusted to exclude: (i) income tax; (ii) other expense (income); (iii) interest expense; (iv) depreciation and amortization; (v) acquisition-related items (including transaction costs, contingent consideration acquisition fair value adjustments and contingent acquisition-related compensation expense); (vi) restructuring costs and (vii) stock-based compensation expense. We use adjusted EBITDA to evaluate our own operating performance and our ability to service debt, as well as an integral part of our planning and reporting systems. Additionally, we use this measure in conjunction with discounted cash flow models to determine the Company’s overall enterprise valuation and to evaluate acquisition targets. We present adjusted EBITDA as a supplemental measure because we believe such measure is useful to investors as a reasonable indicator of operating performance because of the low capital intensity of the Company’s service operations. We believe this measure is a financial metric used by many investors to compare companies, especially in the services industry. This measure is not a recognized measure of financial performance under GAAP in the United States and should not be considered as a substitute for operating earnings, net earnings or cash flow from operating activities, as determined in accordance with GAAP. Our method of calculating adjusted EBITDA may differ from other issuers and accordingly, this measure may not be comparable to measures used by other issuers. A reconciliation of net earnings to adjusted EBITDA appears below.

(in thousands of US$)	Year ended December 31	
	2018	2017
Net earnings	**$ 128,574**	$ 94,074
Income tax	**53,260**	61,907
Other income, net	**(1,281)**	(500)
Interest expense, net	**20,845**	11,895
Operating earnings	**201,398**	167,376
Depreciation and amortization	**78,730**	52,992
Acquisition-related items	**21,975**	14,927
Restructuring costs	**2,938**	3,104
Stock-based compensation expense	**6,394**	4,425
Adjusted EBITDA	**$ 311,435**	$ 242,824

Adjusted EPS is defined as diluted net earnings per share, adjusted for the effect, after income tax, of: (i) the non-controlling interest redemption increment; (ii) income tax expense on enactment of US Tax Reform; (iii) amortization expense related to intangible assets recognized in connection with acquisitions; (iv) acquisition-related items; (v) restructuring costs and (vi) stock-based compensation expense. We believe this measure is useful to investors because it provides a supplemental way to understand the underlying operating performance of the Company and enhances the comparability of operating results from period to period. Adjusted EPS is not a recognized measure of financial performance under GAAP and should not be considered as a substitute for diluted net earnings per share from continuing operations, as determined in accordance with GAAP. Our method of calculating this non-GAAP measure may differ from other issuers and, accordingly, this measure may not be comparable to measures used by other issuers. A reconciliation of net earnings to adjusted net earnings and of diluted net earnings per share to adjusted EPS appears below.

(in US$)	Year ended December 31	
	2018	2017
Diluted net earnings per common share	**$ 2.45**	$ 1.31
Non-controlling interest redemption increment	**0.19**	0.57
Income tax expense on enactment of US Tax Reform	**—**	0.34
Amortization of intangible assets, net of tax	**0.77**	0.43
Acquisition-related items	**0.47**	0.34
Restructuring costs, net of tax	**0.05**	0.06
Stock-based compensation expense, net of tax	**0.16**	0.11
Adjusted EPS	**$ 4.09**	$ 3.16

We believe that the presentation of adjusted EBITDA and adjusted earnings per share, which are non-GAAP financial measures, provides important supplemental information to management and investors regarding financial and business trends relating to the Company's financial condition and results of operations. We use these non-GAAP financial measures when evaluating operating performance because we believe that the inclusion or exclusion of the items described above, for which the amounts are non-cash or non-recurring in nature, provides a supplemental measure of our operating results that facilitates comparability of our operating performance from period to period, against our business model objectives, and against other companies in our industry. We have chosen to provide this information to investors so they can analyze our operating results in the same way that management does and use this information in their assessment of our core business and the valuation of the Company. Adjusted EBITDA and adjusted earnings per share are not calculated in accordance with GAAP, and should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the costs or benefits associated with the operations of our business as determined in accordance with GAAP. As a result, investors should not consider these measures in isolation or as a substitute for analysis of our results as reported under GAAP.

We use the term assets under management ("AUM") as a measure of the scale of our Investment Management operations. AUM is defined as the gross assets of the funds, partnerships and accounts to which we provide management and advisory services, including capital that such funds, partnerships and accounts have the right to call from investors pursuant to capital commitments. Our definition of AUM may differ from those used by other issuers and as such may not be directly comparable to similar measures used by other issuers.

Risk factors

Readers should carefully consider the following risks, as well as the other information contained in this AIF and our management's discussion and analysis for the year ended December 31, 2018. If any of the following risks actually occurs, our business could be materially harmed. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties, including those of which we are currently unaware or we currently deem immaterial, may also adversely affect our business.

Risks relating to our business

Economic conditions, especially as they relate to credit conditions and business spending
During periods of economic slowdown or contraction, our operations are impacted directly. Credit conditions affect commercial real estate transactions, which reduces the demand for our services. Business spending directly impacts our Outsourcing & Advisory operations businesses because as businesses spend less on services, our revenues decline. These factors could also negatively impact the timing or the ultimate collection of accounts receivable, which would negatively impact our operating revenues, profitability and cash flow.

Commercial real estate property values, vacancy rates and general conditions of financial liquidity for real estate transactions
Property values have a direct impact on the commissions earned on sales transactions. Vacancy rates affect market lease rates and the duration of lease commitments, which are the basis of leasing commissions earned. Both property values and vacancy rates can influence the number of sales transactions that occur.

Economic deterioration impacts our ability to recover goodwill and other intangible assets
Expectations of future earnings drive the recoverability of goodwill and other intangible assets, which are tested, at least, on an annual basis. During the year ended December 31, 2009, Old FSV recorded a $29.6 million impairment charge to CMN's goodwill. A future deterioration of operating performance may necessitate additional non-cash impairment charges.

Ability to generate cash from our businesses to fund future acquisitions and meet our debt obligations
We rely on our businesses to generate the necessary cash to service our financial obligations. As at December 31, 2018, we have $672.1 million of debt outstanding ($545.1 million net of cash) that will be required to be refinanced or repaid over the next nine years. To date, we have been able to meet all of our debt obligations, however with a decline in performance in some of our businesses, surplus cash may not be available to be remitted which may result in the inability to meet a debt repayment.

An important component of our growth strategy is strategic and selective acquisitions, which we tend to complete with cash. Although we have a revolving credit facility available to us as noted elsewhere in this AIF, we also rely on surplus cash on hand to fund acquisitions. If cash on hand is not available and the revolving credit facility is fully utilized, then future acquisitions may not be possible.

The effects of changes in foreign exchange rates in relation to the US dollar on our Euro, Canadian dollar, Australian dollar and UK pound sterling denominated revenues and expenses
We generate approximately 56% of our revenues outside the United States. Consequently, our consolidated results are impacted directly by fluctuations in the relative strength of the US dollar versus the Euro, Canadian dollar, Australian dollar and UK pound sterling currencies.

Political events, including elections, referenda and government positions on international trade, among other things, may impact foreign exchange rates in relation to the US dollar. In addition, we expect to acquire additional international operations in the future. As a consequence, foreign currency exchange rate fluctuations may be material in the future.

Competition in the markets served by the Company
We operate in highly competitive markets. Changes in the source and intensity of competition in the markets served by us impact the demand for our services and may result in additional pricing pressures. The relatively low capital cost of entry to certain of our businesses has led to strong competitive markets, including regional and local owner-operated companies. Regional and local competitors operating in a limited geographic area may have lower labour, benefits and overhead costs. The principal methods of competition in our businesses include name recognition, quality and speed of service, pricing, customer satisfaction and reputation. No assurance can be given that we will be able to compete successfully against current or future competitors and that the competitive pressures that we face will not result in reduced market share or negatively impact our financial performance.

Integration of Harrison Street
The Harrison Street acquisition poses risks for our ongoing operations, including that: management's attention may be diverted from the oversight of existing operations due to the integration of the Harrison Street business; the Harrison Street business may not perform as well as we anticipate or we may incur unanticipated costs and expenses relating to its operations; we may experience difficulties in the assimilation of different cultures and practices; the intended benefits of the Harrison Street business may not be realized as rapidly or to the extent anticipated by us or at all; we may experience difficulties in the integration of systems, including accounting systems, as well as in maintaining controls, including internal control over financial reporting required by applicable securities laws and related procedures and policies; and other unforeseen difficulties may arise in integrating the Harrison Street business into our existing operations. It is possible that the integration process could result in the loss of key employees, the disruption of the respective ongoing businesses that adversely affect the ability of management to maintain relationships with clients, investors and employees or to achieve the anticipated benefits of the Harrison Street acquisition. Any inability of management to successfully integrate the operations of Harrison Street could have a material adverse effect on our business, financial condition and results of operations.

Performance in our Investment Management Services operations
The revenue, net earnings and cash flow generated by our investment management services business, which is primarily conducted through Harrison Street, can fluctuate, primarily due to the fact that management fees can vary as a result of market movements from one period to another. In the event that any of the investment programs that our investment management services business manages were to perform poorly, our revenue, net earnings and cash flow could decline because the value of the assets we manage would decrease, which would result in a reduction in management fees and incentive compensation we earn. Investors and potential investors in our programs continually assess our performance, and our ability to raise capital for existing and future programs and maintaining our current fee structure will depend on our continued satisfactory performance.

Labour shortages or increases in wage and benefit costs
As a services company, our primary asset is the human capital that comprises our workforce. In particular, we rely on property managers, real estate sales/leasing advisors and other skilled staff to generate revenues. A shortage, or increase in wage and benefit costs, of this human capital could reduce our revenues and profitability.

The effects of changes in interest rates on our cost of borrowing
As at December 31, 2018, we had $232.5 million of debt, representing 35% of our total indebtedness, at variable interest rates. As a result, changes in base rates such as LIBOR affect our interest expense as these base rates fluctuate.

Continued compliance with the financial covenants under our debt agreements, or our ability to negotiate a waiver of certain covenants with our lenders
Although we have always been in compliance with our financial covenants, a prolonged decline in our earnings performance could result in a non-compliance with one or more financial covenants. If the Company fails to meet its payment or other obligations under its debt agreements, the lenders will be entitled to demand immediate repayment of all amounts owing and thereafter, if unpaid, exercise their creditor rights.

Unexpected increases in operating costs, such as insurance, workers' compensation, and health care
As a services company, the costs of providing services to our customers can fluctuate. Certain operating costs, such as insurance, workers' compensation and health care are based on market rates which we cannot control and, absent an offsetting price increase in our services, have a direct impact on our operating margins.

Changes in the frequency or severity of insurance incidents relative to our historical experience
Adverse changes in claims experience could increase our insurance costs and/or increase the risk of being unable to renew insurance coverage at our operations. In each of our operating segments, we effectively self-insure certain risks, with a layer of third-party insurance for catastrophic claims. An increase in the frequency or severity of claims in these areas could materially affect our financial position and results of operations. There can be no assurance that we will be able to obtain insurance coverage on favourable economic terms in the future.

Our ability to make acquisitions at reasonable prices and successfully integrate acquired operations
As an acquisitive organization, we actively pursue acquisitions to expand our global footprint and services offerings as well as supplement existing businesses. Not only does our acquisition strategy depend on the continued availability of suitable targets, it also depends on the ability to negotiate favorable terms and conditions. Another risk with acquisitions is the ability to integrate the acquired business into an existing service line.

Declaration of dividends on Common Shares
Future dividends on the Common Shares will depend on the Company's results of operations, financial condition, capital requirements, general business conditions and other factors that the Company's Board of Directors may deem relevant. Additionally, under the Company's debt agreements, the Company is not permitted to pay dividends, whether in cash or *in specie*, in the circumstances of an event of default thereunder occurring and continuing or an event of default occurring as a consequence thereof.

Risks arising from any regulatory review and litigation
The commencement of any formal regulatory reviews or investigations could result in the diversion of significant management attention and resources and, if securities or other regulators determine that a violation of securities or other laws may have occurred, or has occurred, the Company or its officers and directors may receive notices regarding potential enforcement action or prosecution and could be subject to civil or criminal penalties or other remedies. For example, the Company or its officers could be required to pay substantial damages, fines or other penalties, the regulators could seek an injunction against the Company or seek to ban an officer or director of the Company from acting as such, any of which actions would have a material adverse effect on the Company.

Intellectual property and other proprietary rights that are material to our business
Our ability to compete effectively depends in part on our rights to service marks, trademarks, trade names and other intellectual property rights we own or license (including "*Colliers International*"). We have not sought to register every one of our marks in every country in which they are used. Furthermore, because of the differences in foreign trademark, patent and other intellectual property or proprietary rights laws, we may not receive the same protection in other countries as we would in Canada or the United States. If we are unable to protect our proprietary information and brand names, we could suffer a material adverse effect on our business, financial condition or results of operations. Litigation may be necessary to enforce our intellectual property rights and protect our proprietary information, or to defend against claims by third parties that our products or services infringe their intellectual property rights. Any litigation or claims brought by or against us could result in substantial costs and diversion of our resources. A successful claim of trademark, patent or other intellectual property infringement against us, or any other successful challenge to the use of our intellectual property, could subject us to damages or prevent us from providing certain services under our recognized brand names, which could have a material adverse effect on our business, financial condition or results of operations.

Disruptions or security failures in our information technology systems
Our information technology systems facilitate our ability to monitor, operate and control our operations. While we have disaster recovery plans in place, any disruption in these plans or the failure of our information technology systems to operate as expected could, depending on the magnitude of the problem, adversely affect our operating results by limiting, among other things, our capacity to monitor, operate and control our operations effectively. In addition, because our systems contain information about individuals and businesses, our failure to maintain the security of the data we hold, whether the result of our own error or the malfeasance or errors of others, could harm our reputation or give rise to legal liabilities relating to violations of privacy laws or otherwise, which may lead to lower revenues, increased costs and other material adverse effects on our results of operations.

Multiple Voting Shares and a change of control
The existence of the Multiple Voting Shares results in various impediments on the ability or desire of a third party to acquire control of the Company. This may discourage, delay or prevent a change of control of the Company or an acquisition of the Company at a price that shareholders may find attractive. The existence of the Multiple Voting Shares also may discourage proxy contests and make it difficult or impossible for the Company's holders of Subordinate Voting Shares to elect directors and take other corporate actions.

Blank cheque preference shares
The Company has the right to issue so-called "blank cheque" preference shares which may affect the voting and liquidation rights of holders of Common Shares. The Company's Board of Directors is authorized, without any further shareholder approval, to issue one or more additional series of preference shares in an unlimited number and to set the rights, privileges, restrictions and conditions attached thereto.

Political conditions or events, including elections, referenda, changes to international trade and immigration policies any outbreak or escalation of terrorism or hostilities and the impact thereof on our business
Political events, uncertainties and situations can have an effect on our Company because of our global operations. Events could occur that may hamper our ability to manage operations, extract cash and implement Colliers' policies in certain regions, particularly in developing countries that have had a recent history of political and economic instability.

Changes in government policies at the federal, state/provincial or local level that may adversely impact our businesses
As a multinational company, changes in laws and regulation at the different jurisdictional levels can have a direct effect on our operations. It is difficult to predict the future impact of a change in legislative and regulatory requirements affecting our businesses. The laws and regulations applicable to our businesses will likely change in the future and affect our operations and financial performance. In addition, if we were to fail to comply with any applicable law or regulation, we could be subject to substantial fines or damages, be involved in litigation, suffer losses to our reputation and suffer the loss of licenses or penalties that may affect how our business is operated, which, in turn, would have a material adverse effect on our business, financial condition and results of operations.

Risks relating to the Spin-off

Colliers has certain indemnification obligations to FirstService
In relation to the Spin-off, Colliers and FirstService have each agreed to indemnify the other for certain liabilities and obligations associated with, among other things, in the case of Colliers' indemnity, the business and assets retained by Colliers, and in the case of FirstService's indemnity, the business and assets transferred to FirstService. Colliers cannot determine whether it will be required to indemnify FirstService for any substantial obligations. Colliers also cannot be assured that, if FirstService is required to indemnify Colliers and its affiliates for any substantial obligations, FirstService will be able to satisfy such obligations. Any indemnification claim against Colliers pursuant to the provisions of the Spin-off agreements could have a material adverse effect upon Colliers. See Material Contracts – Arrangement Agreement" and "Material Contracts – Transitional Services and Separation Agreement".

Tax related risks
Colliers could be exposed to substantial tax liabilities if certain requirements of the "butterfly" rules in section 55 of the *Income Tax Act* (Canada) are not complied with. Failure to comply with these requirements could also cause the Spin-off to be taxable to FirstService in circumstances where Colliers would be required to indemnify FirstService for the resulting tax. See "Material Contracts – Transitional Services and Separation Agreement".

Potential conflicts of interest
Certain conflicts of interest could arise as a result of the relationship between FirstService and Colliers. One of the directors of FirstService is a director and executive officer of Colliers. The directors of FirstService and Colliers have fiduciary duties to manage FirstService and Colliers, respectively, in a manner beneficial to FirstService and Colliers, respectively. The duties of the director who is on the board of directors of both FirstService and Colliers may come into conflict.

Interest of management and others in material transactions

Except as described below or elsewhere in this AIF, no director of Colliers, executive officer of Colliers, or person or company that beneficially owns, or controls or directs more than 10% of any class or series of voting securities of Colliers, or any associate or affiliate of any of the foregoing persons, has or has had any material interest in any transaction within the last three years, or during the current year, that has materially affected or is reasonably expected to materially affect Colliers or any of its subsidiaries.

Under the Spin-off, Old FSV was separated into two independent publicly traded companies – Colliers and FirstService. Pursuant to the Spin-off, Old FSV shareholders received one Colliers share and one FirstService share of the same class as each Old FSV share previously held. As a result, Jay S. Hennick received, directly or indirectly, 2,273,526 Subordinate Voting Shares and 1,325,694 Multiple Voting Shares. As at the date hereof, Mr. Hennick holds, 1,670,726 Subordinate Voting Shares and 1,325,694 Multiple Voting Shares representing 4.4% of the total outstanding number of Subordinate Voting Shares and 100.0% of the total outstanding number of Multiple Voting Shares (7.7% of total outstanding number of Common Shares; 43.8% of total votes of all Common Shares). Furthermore, as part of the Spin-off, each of the Transitional Services and Separation Agreement, the Standstill Agreement and the Colliers MSA (as such terms are defined in Old FSV's Management Information Circular dated March 16, 2015 (the "Spin-off Circular")) were entered into with, among others, Jay S. Hennick and/or entities controlled by Mr. Hennick. Further details of such agreements are described in (and incorporated by reference from) the Spin-off Circular under the headings "The Arrangement – Transitional Services and Separation Agreement", "The Arrangement – Standstill Agreement" and "Executive Compensation – Colliers MSA" of Appendix "H", respectively. Additional information concerning the Spin-off is set out in the Spin-off Circular, which is available on SEDAR at www.sedar.com.

Material contracts

The only contracts that can reasonably be regarded as material to us, other than contracts entered into in the ordinary course of business, are as follows:

(a) *Arrangement Agreement*: The Arrangement Agreement provided for the implementation of the Spin-off pursuant to Section 182 of the *Business Corporations Act* (Ontario) and, among other things, certain representations, warranties and covenants of the parties and certain indemnities among Colliers and FirstService. Further details of the Arrangement Agreement are described in (and incorporated by reference from) the Spin-off Circular under the heading "The Arrangement – Arrangement Agreement";

(b) *Transitional Services and Separation Agreement*: In connection with the Spin-off, we entered into the Transitional Services and Separation Agreement to, among other things, complete the transfer of the FirstService Residential and FirstService Brands businesses to FirstService. The Transitional Services and Separation Agreement also sets forth the agreement of the parties with respect to certain transitional arrangements governing the relationship between Colliers and FirstService, the responsibility and liability for outstanding legal actions, responsibility for taxes, access to books and records, confidentiality, insurance and dispute resolution. Under the terms of the Transitional Services and Separation Agreement, we have generally agreed to indemnify FirstService and its subsidiaries from and against any liabilities associated with, among other things, the FirstService Residential and FirstService Brands businesses and assets, whether relating to the period, or arising, prior to or after the Spin-off. The Transitional Services and Separation Agreement contains a reciprocal indemnity under which FirstService generally agrees to indemnify us and our subsidiaries from and against any liabilities relating to, among other things, the businesses and assets retained by Colliers. FirstService and Colliers will indemnify each other with respect to non-performance of our respective obligations under the Transitional Services and Separation Agreement. Further details of the Transitional Services and Separation Agreement are described in (and incorporated by reference from) the Spin-off Circular under the heading "The Arrangement – Transitional Services and Separation Agreement"; and

(c) *Revolving Credit Facility*: On April 19, 2018, we entered into a second amended and restated credit agreement with a syndicate of lenders to provide for the Revolving Credit Facility which has a financing capacity of $1.0 billion, replacing our prior credit facility which had been in effect since January 18, 2017 and which had a financing capacity of $700.0 million. The Revolving Credit Facility has a five-year term ending April 18, 2023 (the term of our prior credit facility ended January 18, 2022). The Revolving Credit Facility bears interest at 1.25% to 2.50% (previously 1.50% to 2.75% under our prior credit facility) over floating reference rates, depending on certain leverage ratios, and requires that we pay a commitment fee of 0.25% to 0.50% (previously 0.30% to 0.55% under our prior credit facility) of the unused portion of the Revolving Credit Facility, depending on certain leverage ratios. At any time during its term, we have the right to increase the Revolving Credit Facility by up to $250.0 million (previously $150.0 million under our prior credit facility), on the same terms and conditions.

(d) *Senior Notes:* We issued €210 million of senior unsecured notes (the "Senior Notes") pursuant to a note purchase agreement dated May 17, 2018 (the "Note Agreement"), with a ten-year term ending May 30, 2028 and a fixed interest rate of 2.23%, which Senior Notes were placed privately and rank equally with the Revolving Credit Facility in terms of seniority. The proceeds of this issuance were drawn on May 30, 2018, and we used the net proceeds to reduce outstanding borrowings under the Revolving Credit Facility and for general corporate purposes. We may prepay the Senior Notes at any time without penalty in an amount not less than 5% of the aggregate principal amount of the notes then outstanding. The financial covenants contained in the Note Agreement require that we maintain a net debt to consolidated EBITDA ratio of not more than 3.5, an interest coverage ratio of greater than 2.0 and to ensure that our priority debt does not at any time exceed 7.5% of our consolidated total assets. To date, we have complied with the foregoing covenants. All outstanding amounts under the Senior Notes must be repaid by the earlier of May 30, 2028 and the occurrence of an event of default under the Note Agreement. We are prohibited under the Note Agreement from undertaking certain acquisitions and dispositions, and incurring certain indebtedness and encumbrances, without prior approval of the holders of the Senior Notes.

(e) *Management Services Agreement*: Colliers has entered into a restated management services agreement (the "Management Services Agreement") with Jayset Management CIG Inc. ("Jayset") and Jay S. Hennick. Mr. Hennick is a director, an officer and the sole indirect shareholder of Jayset. Under the terms of the Management Services Agreement, Mr. Hennick performs the services of Chairman and CEO of Colliers on behalf of Jayset. The particulars of the Management Services Agreement are set out in the section entitled "Executive Compensation – Management Contract" contained in the 2019 Circular, which section is incorporated herein by reference.

Copies of the above material contracts are available on SEDAR at www.sedar.com.

Cease trade orders, bankruptcies, penalties or sanctions

To the best of the knowledge of the Company:

(1) none of the directors or executive officers of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company) that: (i) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, in each case, that was in effect for a period of more than 30 consecutive days (collectively, an "Order") that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

(2) none of the directors or executive officers of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control the Company: (a) is, as at the date of this AIF, or has been, within 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder;

except for Michael D. Harris who was a director of Grant Forest Products Inc., an Ontario corporation, which, among others, filed for and obtained protection under the *Companies' Creditors Arrangement Act* on June 25, 2009.

Conflicts of interest

Certain directors and officers of the Company are engaged in and will continue to engage in activities outside the Company, and as a result, certain directors and officers of the Company may become subject to conflicts of interest. The *Business Corporations Act* (Ontario) provides that in the event that a director or officer has an interest in a contract or proposed contract or agreement, the director or officer shall disclose his or her interest in such contract or agreement and, in the case of directors, shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the *Business Corporations Act* (Ontario). To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the *Business Corporations Act* (Ontario).

As at the date hereof, the Company is not aware of any existing or potential material conflicts of interest between the Company and a director or officer of the Company.

Independent registered public accounting firm

The Company's independent registered public accounting firm is PricewaterhouseCoopers LLP, who has issued a report dated February 22, 2019 on the Company's consolidated financial statements as of December 31, 2018 and 2017 and for each of the years in the two-year period ended December 31, 2018 and on the effectiveness of the Company's internal control over financial reporting as at December 31, 2018. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario and the rules and regulations of the U.S. Securities and Exchange Commission and the Public Company Accounting Oversight Board (United States) ("PCAOB"). PricewaterhouseCoopers LLP is registered with the PCAOB.

Audit & Risk Committee

The Audit & Risk Committee (the "ARC") is comprised of four members who are each "independent" and "financially literate" as required by Multilateral Instrument 52-110 *Audit Committees* (the "Audit Committee Rule"). The ARC has the resources and the authority to discharge its responsibilities, including the authority to engage, at the expense of Colliers, outside consultants, independent legal counsel and other advisors as it determines necessary to carry out its duties, without seeking approval our Board of Directors or management. The ARC also has the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities and has direct access and authority to communicate directly with the external auditors, legal counsel and officers and employees of Colliers. The ARC meets six times annually, or more frequently as circumstances dictate.

The ARC reviews the annual and interim financial statements intended for circulation among shareholders and reports upon these to the Board prior to their approval by our Board of Directors. The ARC is also responsible for reviewing the integrity of Colliers' financial reporting process, both internal and external, and any major issues as to the adequacy of the internal controls and any special audit procedures adopted in light of any material control deficiencies. The ARC communicates directly with Colliers' external auditors in order to discuss audit and related matters whenever appropriate. In addition, our Board of Directors may refer to the ARC such matters and questions relating to the financial position and operations of Colliers and its subsidiaries. All reports made to Colliers' ethics hotline are reviewed by the Chair of the ARC and then by the entire ARC at its next meeting. Our Board of Directors has adopted an ARC mandate, a copy of which is annexed as Exhibit "A" to this AIF.

The education and related experience of each of the members of the ARC that is relevant to the performance by such members of their responsibilities on such committee is described below.

L. Frederick Sutherland (Chair) – Mr. Sutherland was the Executive Vice President and Chief Financial Officer of Aramark Corporation, Philadelphia, PA, a provider of services, facilities management and uniform and career apparel, from 1997 to 2015. Prior to joining Aramark in 1980, Mr. Sutherland was Vice President in the Corporate Banking Department at Chase Manhattan Bank, New York, NY. Mr. Sutherland is a director of Consolidated Edison, Inc. and Sterling Talent Solutions. Mr. Sutherland is also Chairman of the Board of WHYY, Philadelphia's public broadcaster, a trustee of Duke University, Board President of Episcopal Community Services, an anti-poverty agency, and a Trustee of People's Light, a professional non-profit theater. and Theater. Mr. Sutherland holds an MBA in Finance from the Katz School of the University of Pittsburgh and a Bachelors in Physics and Mathematics from Duke University.

Peter F. Cohen – Mr. Cohen is a Chartered Professional Accountant and a former partner in an audit practice of a public accounting firm. Mr. Cohen is currently the Vice Chairman of the Board of Colliers and President and Chief Executive Officer of the Dawsco Group, a private real estate and investment company owned by Mr. Cohen and his family. Mr. Cohen was a co-founder and Chairman and Chief Executive Officer of Centrefund Realty Corporation, a publicly traded shopping center investment company until August 2000 when control of the company was sold. Mr. Cohen serves as the Treasurer and a Director of the Sinai Health System and is the Co-Chair of the Resources Committee and Building and Development Committee.

John (Jack) P. Curtin, Jr. – Mr. Curtin is an Advisory Director in the Investment Banking Division of Goldman, Sachs & Co. in Toronto and New York. From July 2010 to December 2014, Mr. Curtin served as Chairman and Chief Executive of Goldman Sachs Canada Inc. From 2003 to July 2010, Mr. Curtin was Chairman of Goldman Sachs Canada Inc. From 1999 to 2003, Mr. Curtin was an Advisory Director of Goldman, Sachs & Co. in New York. From 1995 to 1999, Mr. Curtin was Chief Executive of Goldman Sachs Canada Inc. in Toronto. Prior to this assignment, Mr. Curtin was co-head of Global Money Markets and Chairman of Goldman Sachs Money Markets LP. Mr. Curtin moved to Money Markets in 1987 after serving as head of Fixed Income Syndicate/New Issues. Mr. Curtin joined the firm in 1976 in the Corporate Finance Department and was named partner in 1988 and managing director in 1996. Mr. Curtin is also a member of the Board of Directors of Cadillac Fairview Corporation and the Art Gallery of Ontario Foundation. He serves previously served as a Director of the Canada/United States Fulbright Foundation. Mr. Curtin is a former governor of the Toronto Stock Exchange, a former director of Brascan Corporation, Brookfield Asset Management, Maxxcom Corporation and the Investment Dealers Association of Canada. Mr. Curtin served as a trustee of Lakefield College School as well as Royal St. George's College. Mr. Curtin received an MBA from Harvard in 1976 and his BA from Williams College in 1972.

Katherine M. Lee – Ms. Lee is a seasoned executive in financial services and served as President & CEO of GE Capital Canada, a leading global provider of financial and fleet management solutions to mid-market companies operating in a broad range of economic sectors. Prior to this role, Ms. Lee served as CEO of GE Capital Real Estate in Canada from 2002 to 2010 building it to a full debt and equity operating company. Ms. Lee joined GE in 1994 where she held a number of positions including Director, Mergers & Acquisitions for GE Capital's Pension Fund Advisory Services based in San Francisco and Managing Director of GE Capital Real Estate Korea based in Seoul and Tokyo. Ms. Lee earned a Bachelor of Commerce from the University of Toronto. She is a Chartered Professional Accountant and Chartered Accountant. She is active in the community championing Women's networks and Asian-Pacific Forums.

The Audit Committee Rule requires the Company to disclose whether its ARC has adopted specific policies and procedures for the engagement of non-audit services and to prepare a summary of these policies and procedures. The mandate of the ARC provides that it is such committee's responsibility to: (a) approve the appointment and, when circumstances warrant, discharge of the external auditor and monitor its qualifications, performance and independence; (b) approve and oversee the disclosure of all audit services provided by the external auditor to the Company or any of its subsidiaries, determining which non-audit services the external auditor are prohibited from providing and, exceptionally, pre-approve and oversee the disclosure of permitted non-audit services to be performed by the external auditor, in accordance with applicable laws and regulations; and (c) approve the basis and amount of the external auditor's fees and other significant compensation. The ARC has adopted a pre-approval policy pursuant to which the Company may not engage the Company's external auditor to carry out certain non-audit services that are deemed inconsistent with the independence of auditors under U.S. and Canadian applicable laws. The ARC must pre-approve all audit services as well as permitted non-audit services. The ARC has delegated to the Chair of the Audit Committee, who is independent, the authority to act on behalf of the ARC with respect to the pre-approval of all audit and permitted non-audit services provided by its external auditors from time to time. Any approvals by the Chair are reported to the full ARC at its next meeting.

In addition to performing the integrated audit of the Company's annual consolidated financial statements and effectiveness of internal control over financial reporting, PricewaterhouseCoopers LLP provided other services to the Company and they billed the Company the following fees for each of the Company's two most recently completed years:

(in thousands of C$)		**Year ended December 31, 2018**		**Year ended December 31, 2017**
Audit fees (note 1)	$	2,030	$	1,680
Audit-related fees (note 2)		294		139
Tax fees (note 3)		129		426
All other fees (note 4)		84		5
	$	2,537	$	2,250

Notes:

1. Refers to the aggregate fees billed by the Company's external auditor for audit services relating to the audit of the Company and statutory audits required by subsidiaries.
2. Refers to the aggregate fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under (1) above, including professional services rendered by the Company's external auditor for accounting consultations on proposed transactions and consultations related to accounting and reporting standards. Such fees included amounts incurred in respect of: due diligence and other work related to the disposition and acquisition of businesses, such work being unrelated to the audit of the Company's financial statements, as well as other audit-related services.
3. Refers to the aggregate fees billed for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
4. Refers to fees for consulting and subscriptions to accounting and tax research tools.

Additional information

Additional information, including the directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and options to purchase securities, where applicable, is contained in the 2019 Circular.

Copies of publicly filed documents of the Company, including those incorporated herein by reference, can be found on SEDAR at www.sedar.com and also on EDGAR at www.sec.gov. Additional financial information is provided in the Company's consolidated financial statements and management's discussion and analysis for the year ended December 31, 2018.

EXHIBIT "A"

AUDIT & RISK COMMITTEE MANDATE

Purpose

The Audit & Risk Committee (the "**Committee**") is appointed by and shall assist the Board of Directors (the " **Board**") of Colliers International Group Inc. (the "**Company**") in fulfilling its oversight responsibilities in the following principal areas: (i) accounting policies and practices, (ii) the financial reporting process, (iii) financial statements provided by the Company to the public, (iv) risk identification, management and processes, including systems of internal accounting and financial controls, internal systems reviews and remediation and information technology and cyber-security risks and controls, (v) reviewing the Company's insurance policies and consideration of the extent of any uninsured exposure and the adequacy of coverage, (vi) appointing, overseeing and evaluating the work and independence of the external auditors and overseeing and evaluating the work of the Company's internal audit personnel, (vii) compliance with applicable legal and regulatory requirements (including the *Sarbanes-Oxley Act of 2002*), (viii) review of contractual arrangements involving related parties, conflicts of interest or material risks (other than employment related contracts), and (ix) overseeing and evaluating compliance with the Company's Code of Ethics and Conduct, Financial Management Code of Ethics and Conduct, Ethics Hotline Policy and other Company policies involving ethics and/or conflicts of interest. In addition to the responsibilities specifically enumerated in this Mandate, the Board may refer to the Committee such matters and questions relating to the financial position and operations of the Company and its subsidiaries as the Board may from time to time see fit.

Membership

The Committee shall consist of at least three directors appointed annually by the Board and shall be selected based upon the following, in accordance with applicable laws, rules and regulations:

Independence. Each member shall be independent in accordance with applicable legal and regulatory requirements, including, without limitation, the independence requirements set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "**Act**") (subject to the exemptions provided in Rule 10A-3(c) under the Act) and National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators, and shall have no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

Financially Literate. Each member shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Committee. For these purposes, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Commitment. In addition to being a member of the Committee, if a member is also on the audit committee or board of directors of other public companies or organizations, the Board shall determine that such simultaneous service does not impair the ability of such member to serve effectively on the Committee.

Chair and Secretary

The Chair of the Committee shall be selected by the Board. If the Chair is not present, the members of the Committee may designate a Chair for the meeting by majority vote of the members present. The Secretary of the Company shall be the Secretary of the Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the other Committee members who are present.

Meetings

The times and locations of meetings of the Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Chair of the Committee, in consultation with management when necessary, provided that there shall be a minimum of four meetings per year. The Committee shall have sufficient notice in order to prepare for each meeting. Notice of each meeting shall also be given to the external auditors of the Company, and meetings shall be convened whenever requested by the external auditors or any member of the Committee in accordance with applicable law.

Meeting Agendas

Agendas for meetings of the Committee shall be developed by the Chair of the Committee in consultation with management and the corporate secretary, and shall be circulated to the Committee members prior to any meetings.

Resources and Authority

The Committee shall have the resources and the authority to discharge its responsibilities, including the authority to engage, at the expense of the Company, outside consultants, independent legal counsel and other advisors as it determines necessary to carry out its duties, without seeking approval of the Board or management. The Committee shall determine the appropriate funding required to compensate any advisor employed by the Committee and to pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities, and has direct access and authority to communicate directly with the external auditors, legal counsel and officers and employees of the Company.

The members of the Committee have the right, for the purpose of performing their duties, to inspect the books and records of the Company and to discuss such accounts and records and any matters relating to the financial position, risk management and internal controls of the Company with the officers and external auditors of the Company.

Responsibilities

The Company's management is responsible for preparing the Company's financial statements while the external auditors are responsible for auditing those financial statements. The Committee is responsible for overseeing the conduct of those activities by the Company's management and external auditors, and overseeing the activities of any internal audit initiatives. The Company's external auditors are accountable to the Committee as representatives of the Company's shareholders.

It is recognized that members of the Committee are not full-time employees of the Company and do not represent themselves to be accountants or auditors by profession or experts in the fields of accounting or auditing or the preparation of financial statements. It is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from whom it receives information, and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary.

The specific responsibilities of the Committee are as follows:

- In consultation with the external auditors and management, review the integrity of the Company's financial reporting process, both internal and external, and any major issues as to the adequacy of the internal controls and any special audit procedures adopted in light of any material control deficiencies;
- Review all material transactions and contracts entered into by the Company with any insider or related party of the Company, other than director, officer or employee compensation which is approved by the Company's Compensation Committee;
- Review with management and the external auditors the Company's annual audited consolidated financial statements and discuss with the external auditors all matters required to be discussed by generally accepted auditing standards (GAAS) in Canada and the United States. This would include reviewing an annual audit & risk committee report prepared by the external auditors describing: (i) all critical accounting policies used by the Company, (ii) any material alternative accounting treatments within generally accepted accounting principles (GAAP) that have been discussed with management of the Company, including the ramifications of the use of such alternative treatments and disclosures, and (iii) any other material written communications between the external auditors and management;
- Following completion of the annual audit, review with management and the external auditors any significant issues, concerns or difficulties encountered and resolve any disagreements between management and the external auditors regarding financial reporting;
- Review and approve the interim quarterly financial statements and press releases, and review and recommend to the Board for approval the annual financial statements and press releases, in each case prior to the release of earnings information, including any non-GAAP measures and earnings guidance;
- Review and be satisfied that adequate procedures are in place for the review of the public disclosure of financial information by the Company extracted or derived from the Company's financial statements, and periodically assess the adequacy of those procedures;
- and Meet separately with management and with the external auditors, including at the time of the annual audit plan review with management and the external auditors.

External Auditors

The Committee shall:

- Require the external auditor to report directly to it and is responsible for the appointment, nomination, compensation, retention, termination and oversight of the work of the external auditors engaged for the purpose of issuing an auditor's report or performing other audit, review or attest services for the Company, and in such regard recommend to the Board the external auditors to be nominated for approval by the shareholders;
- Pre-approve all audit engagements and the provision by the external auditors of all non-audit services, including fees and terms for all audit and non-audit engagements, and in such regard the Committee may establish the types of non-audit services the external auditors shall be prohibited from providing and shall establish the types of audit, audit related and non-audit services for which the Committee will retain the external auditors. The Committee may delegate the responsibility to pre-approve non-audit services to one of its members and any such delegated pre-approvals shall be presented to the Committee at its next scheduled meeting;
- Review and approve the Company's policies for the hiring of partners and employees and former partners and employees of the external auditing firm;
- Consider, assess and report to the Board with regard to the independence and performance of the external auditors;
- Request and review annually a report by the external auditors regarding the auditing firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the past five years;
- and Request and review annually a formal written statement by the external auditor delineating all relationships between the external auditor and the Company, actively engaging in a dialogue with the external auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for taking, or recommending that the full Board take, appropriate action to oversee the independence of the external auditor.

Internal Controls and Risk Management

The Committee shall:

- Oversee management's design, implementation and evaluation of the Company's internal controls over financial reporting, including compliance with the requirements of the *Sarbanes-Oxley Act of 2002*;
- Receive and review reports from management and the external auditors with regard to the reliability and effective operation of the Company's accounting systems and internal controls; Discuss with management the Company's approach to risk assessment and management, controls over fraud and assessment of the need for internal auditing (including assessing and managing the risks related to personal and sensitive data that is collected, transmitted or stored by the Company and the control environment in place to protect the privacy of such data);
- Establish policies and procedures for the confidential, anonymous submission by employees of the Company of any concerns regarding questionable accounting or other acts and for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters;
- Review of the principal risks of the Company's business and operations, and any other circumstances and events that could have a significant impact on the Company's assets and stakeholders;
- Discuss with management potential risks to the Company's business and operations, their likelihood and magnitude and the interrelationships and potential compounding effects of such risks;
- Assess the steps management has taken to minimize such risks in light of the Company's risk tolerance;
- Assess the Company's risk tolerance, the overall process for identifying the Company's principal business and operational risks and the implementation of appropriate measures to manage and disclose such risks;
- Review the controls and security governing the Company's information technology systems, including information technology infrastructure (e.g., disaster recovery) and business controls (e.g., data integrity, authorized access and process compliance);
- Review with senior management annually, the Company's insurance policies and considering the extent of any uninsured exposure and the adequacy of coverage;
- and Review disclosure respecting the oversight of management of the Company's principal business and operational risks.

Legal and Regulatory Requirements

Receive and review timely analysis by management of significant issues relating to public disclosure and reporting, including, prior to finalization, the Management's Discussion & Analysis and Annual Information Form; Prepare the report of the Committee required to be included with the Company's periodic filings; and Assist the Board in the oversight of compliance with legal and regulatory matters.

Additional Responsibilities

Report regularly to the Board, including on matters such as the quality and integrity of the Company's financial statements, compliance with legal and regulatory requirements, the results of any internal audit initiatives, including evaluation of internal controls over financial reporting for purposes of compliance with the *Sarbanes-Oxley Act of 2002*, and the performance and independence of the external auditors; and Review and reassess annually the adequacy of the Committee's Mandate and prepare and review with the Board an annual performance evaluation of the Committee.

Exhibit 2

COLLIERS INTERNATIONAL GROUP INC.

CONSOLIDATED FINANCIAL STATEMENTS

Year ended
December 31, 2018

COLLIERS INTERNATIONAL GROUP INC.

MANAGEMENT'S REPORT

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying consolidated financial statements and management discussion and analysis ("MD&A") of **Colliers International Group Inc.** ("Colliers" or the "Company") and all information in this annual report are the responsibility of management and have been approved by the Board of Directors.

The consolidated financial statements have been prepared by management in accordance with accounting principles generally accepted in the United States of America using the best estimates and judgments of management, where appropriate. The most significant of these accounting principles are set out in Note 2 to the consolidated financial statements. Management has prepared the financial information presented elsewhere in this annual report and has ensured that it is consistent with the consolidated financial statements.

The MD&A has been prepared in accordance with National Instrument 51-102 of the Canadian Securities Administrators, taking into consideration other relevant guidance, including Regulation S-K of the US Securities and Exchange Commission.

The Board of Directors of the Company has an Audit & Risk Committee consisting of four independent directors. The Audit & Risk Committee meets regularly to review with management and the independent auditors any significant accounting, internal control, auditing and financial reporting matters.

These consolidated financial statements have been audited by PricewaterhouseCoopers LLP, which have been appointed as the independent registered public accounting firm of the Company by the shareholders. Their report outlines the scope of their examination and opinion on the consolidated financial statements. As auditors, PricewaterhouseCoopers LLP have full and independent access to the Audit & Risk Committee to discuss their findings.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of its effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has excluded twelve individually insignificant entities acquired by the Company during the last fiscal period from its assessment of internal control over financial reporting as at December 31, 2018. The total assets and total revenues of the twelve majority-owned entities represent 5.1% and 7.0%, respectively, of the related consolidated financial statement amounts as at and for the year ended December 31, 2018.

Management has assessed the effectiveness of the Company's internal control over financial reporting as at December 31, 2018, based on the criteria set forth in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has concluded that, as at December 31, 2018, the Company's internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting as at December 31, 2018, has been audited by PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm as stated in their report which appears herein.

/s/ Jay S. Hennick
Chairman and Chief Executive Officer
February 22, 2019

/s/ John B. Friedrichsen
Chief Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Colliers International Group Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Colliers International Group Inc. and its subsidiaries, (together, the Company) as of December 31, 2018 and 2017, and the related consolidated statements of earnings, statements of comprehensive earnings, statements of shareholders' equity and statements of cash flows for the years then ended, including the related notes (collectively referred to as the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and their results of operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America (US GAAP). Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management’s Report on Internal Control over Financial Reporting, management has excluded twelve entities from its assessment of internal control over financial reporting as of December 31, 2018 because they were acquired by the Company in purchase business combinations during 2018. We have also excluded these twelve entities from our audit of internal control over financial reporting. These entities comprised, in the aggregate, total assets and total revenues excluded from management’s assessment and our audit of internal control over financial reporting of approximately 5.1% and 7.0% of consolidated total assets and consolidated total revenues, respectively, as of and for the year ended December 31, 2018. The most significant of these entities, representing 2.3% of consolidated total assets and 2.2% of consolidated total revenues was Harrison Street.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada
February 22, 2019

We have served as the Company's auditor since 1995.

COLLIERS INTERNATIONAL GROUP INC.
CONSOLIDATED STATEMENTS OF EARNINGS
(in thousands of US dollars, except per share amounts)

Years ended December 31		**2018**		2017 (note 23)
Revenues (note 21)	**$**	**2,825,427**	$	2,435,200
Cost of revenues (exclusive of depreciation and amortization shown below)		**1,817,526**		1,585,865
Selling, general and administrative expenses		**705,798**		614,040
Depreciation		**30,573**		26,334
Amortization of intangible assets		**48,157**		26,658
Acquisition-related items (note 4)		**21,975**		14,927
Operating earnings		**201,398**		167,376
Interest expense, net		**20,845**		11,895
Other income, net (note 5)		**(1,281)**		(500)
Earnings before income tax		**181,834**		155,981
Income tax expense (note 14)		**53,260**		61,907
Net earnings		**128,574**		94,074
Non-controlling interest share of earnings		**23,207**		20,319
Non-controlling interest redemption increment (note 11)		**7,709**		22,393
Net earnings attributable to Company	**$**	**97,658**	$	51,362
Net earnings per common share (note 16)				
Basic	**$**	**2.49**	$	1.32
Diluted	**$**	**2.45**	$	1.31

The accompanying notes are an integral part of these consolidated financial statements.

COLLIERS INTERNATIONAL GROUP INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
(in thousands of US dollars)

Years ended December 31		**2018**		2017 (note 23)
Net earnings	**$**	**128,574**	$	94,074
Foreign currency translation gain (loss)		**(13,087)**		16,648
Unrealized gain on interest swaps, net of tax		**129**		552
Pension liability adjustments, net of tax		**1,638**		1,125
Comprehensive earnings		**117,254**		112,399
Less: Comprehensive earnings attributable to non-controlling interests		**37,657**		32,852
Comprehensive earnings attributable to Company	**$**	**79,597**	$	79,547

The accompanying notes are an integral part of these consolidated financial statements.

COLLIERS INTERNATIONAL GROUP INC.
CONSOLIDATED BALANCE SHEETS
(in thousands of US dollars)

As at December 31		**2018**		2017 (note 23)
Assets				
Current assets				
Cash and cash equivalents	**$**	**127,032**	$	108,523
Accounts receivable, net of allowance of $30,789 (December 31, 2017 - $28,709)		**455,232**		382,542
Contract assets (note 21)		**99,468**		104,737
Income tax recoverable		**13,090**		13,815
Prepaid expenses and other current assets		**65,491**		54,741
		760,313		664,358
Other receivables		**12,088**		10,136
Contract assets (note 21)		**10,964**		7,104
Other assets (note 6)		**60,713**		55,496
Fixed assets (note 7)		**93,483**		83,899
Deferred income tax, net (note 14)		**34,195**		48,401
Intangible assets (note 8)		**497,930**		183,036
Goodwill (note 9)		**887,894**		455,130
		1,597,267		843,202
	$	**2,357,580**	$	1,507,560
Liabilities and shareholders' equity				
Current liabilities				
Accounts payable and accrued expenses	**$**	**240,513**	$	227,087
Accrued compensation		**469,563**		419,635
Income tax payable		**30,034**		21,414
Contract liabilities (note 21)		**39,635**		35,423
Long-term debt - current (note 10)		**1,834**		2,426
Contingent acquisition consideration - current (note 18)		**17,122**		18,657
		798,701		724,642
Long-term debt - non-current (note 10)		**670,289**		247,467
Contingent acquisition consideration (note 18)		**76,743**		31,643
Deferred rent		**27,137**		24,469
Other liabilities		**21,826**		11,792
Deferred income tax, net (note 14)		**27,550**		19,044
		823,545		334,415
Redeemable non-controlling interests (note 11)		**343,361**		145,489
Shareholders' equity				
Common shares (note 12)		**415,805**		406,984
Contributed surplus		**54,717**		50,219
Deficit		**(21,751)**		(115,489)
Accumulated other comprehensive loss		**(61,218)**		(43,157)
Total Company shareholders' equity		**387,553**		298,557
Non-controlling interests		**4,420**		4,457
Total shareholders' equity		**391,973**		303,014
	$	**2,357,580**	$	1,507,560
Commitments and contingencies (notes 12, 19 and 24)				

The accompanying notes are an integral part of these consolidated financial statements.

On behalf of the Board of Directors,

/s/Peter F. Cohen
Director

/s/Jay S. Hennick
Director

COLLIERS INTERNATIONAL GROUP INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands of US dollars, except share information)

	Common shares				Accumulated other comprehensive earnings (loss)	Non-controlling interests	Total shareholders' equity
	Issued and outstanding shares	Amount	Contributed surplus	Deficit			
Balance, December 31, 2016 (note 23)	38,648,461	399,774	51,540	(163,438)	(71,342)	7,329	223,863
Cumulative effect adjustment:							
Tax benefit on stock-based compensation	-	-	-	476	-	-	476
Net earnings	-	-	-	94,074	-	-	94,074
Pension liability adjustment, net of tax	-	-	-	-	1,125	-	1,125
Foreign currency translation gain	-	-	-	-	16,648	-	16,648
Unrealized gain on interest rate swaps, net of tax	-	-	-	-	552	-	552
Other comprehensive loss attributable to NCI	-	-	-	-	9,860	171	10,031
NCI share of earnings	-	-	-	(20,319)	-	3,631	(16,688)
NCI redemption increment	-	-	-	(22,393)	-	-	(22,393)
Distributions to NCI	-	-	-	-	-	(5,587)	(5,587)
Acquisitions of businesses, net	-	-	-	-	-	(1,087)	(1,087)
Subsidiaries' equity transactions	-	-	(4,176)	-	-	-	(4,176)
Subordinate Voting Shares:							
Stock option expense	-	-	4,425	-	-	-	4,425
Stock options exercised	285,700	7,210	(1,570)	-	-	-	5,640
Dividends	-	-	-	(3,889)	-	-	(3,889)
Balance, December 31, 2017 (note 23)	38,934,161	$ 406,984	$ 50,219	$(115,489)	$ (43,157)	$ 4,457	$ 303,014
Net earnings	-	-	-	128,574	-	-	128,574
Pension liability adjustment, net of tax	-	-	-	-	1,638	-	1,638
Foreign currency translation loss	-	-	-	-	(13,087)	-	(13,087)
Unrealized gain on interest rate swaps, net of tax	-	-	-	-	129	-	129
Other comprehensive earnings attributable to NCI	-	-	-	-	(6,741)	(60)	(6,801)
NCI share of earnings	-	-	-	(23,207)	-	2,717	(20,490)
NCI redemption increment	-	-	-	(7,709)	-	-	(7,709)
Distributions to NCI	-	-	-	-	-	(2,474)	(2,474)
Acquisition of businesses, net	-	-	-	-	-	(220)	(220)
Subsidiaries' equity transactions	-	-	(496)	-	-	-	(496)
Subordinate Voting Shares:							
Stock option expense	-	-	6,394	-	-	-	6,394
Stock options exercised	278,975	8,821	(1,400)	-	-	-	7,421
Dividends	-	-	-	(3,920)	-	-	(3,920)
Balance, December 31, 2018	**39,213,136**	**$ 415,805**	**$ 54,717**	**$ (21,751)**	**$ (61,218)**	**$ 4,420**	**$ 391,973**

The accompanying notes are an integral part of these consolidated financial statements.

COLLIERS INTERNATIONAL GROUP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands of US dollars)

Years ended December 31		**2018**		2017 (note 23)
Cash provided by (used in)				
Operating activities				
Net earnings	**$**	**128,574**	$	94,074
Items not affecting cash:				
Depreciation and amortization		**78,730**		52,992
Deferred income tax		**6,137**		18,330
Earnings from equity method investments		**(1,321)**		(923)
Stock option expense		**6,394**		4,425
Allowance for uncollectible accounts receivable		**6,925**		4,695
Amortization of advisor loans		**17,107**		14,353
Other		**11,586**		9,828
Net changes from operating assets / liabilities				
Accounts receivable		**(54,229)**		(38,050)
Contract assets		**3,869**		(17,202)
Prepaid expenses and other assets		**(8,952)**		(2,888)
Accounts payable and accrued expenses		**14,180**		16,075
Accrued compensation		**36,850**		57,935
Income tax payable		**6,761**		(985)
Contract liabilities		**6,481**		4,581
Other liabilities		**2,761**		2,097
Contingent acquisition consideration paid		**(4,365)**		(6,487)
Net cash provided by operating activities		**257,488**		212,850
Investing activities				
Acquisitions of businesses, net of cash acquired (note 3)		**(586,242)**		(58,674)
Disposition of business, net of cash disposed (note 3)		**17,286**		-
Purchases of fixed assets		**(35,579)**		(39,472)
Advisor loans issued		**(23,680)**		(38,266)
Other investing activities		**81**		(4,835)
Net cash used in investing activities		**(628,134)**		(141,247)
Financing activities				
Increase in long-term debt		**985,755**		314,925
Repayment of long-term debt		**(800,032)**		(336,514)
Issuance of senior notes		**244,938**		-
Purchases of subsidiary shares from non-controlling interests		**(3,720)**		(40,915)
Sale of interests in subsidiaries to non-controlling interests		**2,389**		3,937
Contingent acquisition consideration paid		**(15,503)**		(4,700)
Proceeds received on exercise of stock options		**7,420**		5,640
Dividends paid to common shareholders		**(3,906)**		(3,875)
Distributions paid to non-controlling interests		**(18,871)**		(20,797)
Financing fees paid		**(3,242)**		(1,634)
Net cash provided by (used in) financing activities		**395,228**		(83,933)
Effect of exchange rate changes on cash		**(6,073)**		7,705
Increase (decrease) in cash and cash equivalents		**18,509**		(4,625)
Cash and cash equivalents, beginning of year		**108,523**		113,148
Cash and cash equivalents, end of year	**$**	**127,032**	$	108,523

The accompanying notes are an integral part of these consolidated financial statements.

COLLIERS INTERNATIONAL GROUP INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands of US dollars, except share and per share amounts)

1. Description of the business

Colliers International Group Inc. ("Colliers" or the "Company") provides commercial real estate services to corporate and institutional clients in 35 countries around the world (68 countries including affiliates and franchisees). Colliers' primary services are outsourcing and advisory services, lease brokerage, sales brokerage and investment management. Operationally, Colliers is organized into four distinct segments: Americas; Europe, Middle East and Africa ("EMEA"); Asia and Australasia ("Asia Pacific") and Investment Management.

2. Summary of significant accounting policies

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The most significant estimates are related to the judgments used to determine the timing and amount of revenue recognition, recoverability of goodwill and intangible assets, determination of fair values of assets acquired and liabilities assumed in business combinations, estimated fair value of contingent consideration related to acquisitions, quantification of uncertain tax positions, recoverability of deferred income tax assets and the collectability of accounts receivable. Actual results could be materially different from these estimates.

Significant accounting policies are summarized as follows:

Basis of consolidation
The consolidated financial statements include the accounts of the Company, its majority-owned subsidiaries and those variable interest entities where the Company is the primary beneficiary. Where the Company does not have a controlling interest but has the ability to exert significant influence, the equity method is used. Inter-company transactions and accounts are eliminated on consolidation.

Cash and cash equivalents
Cash equivalents consist of short-term interest-bearing securities, which are readily convertible into cash and have original maturities at the date of purchase of three months or less.

Fixed assets
Fixed assets are carried at cost less accumulated depreciation. The costs of additions and improvements are capitalized, while maintenance and repairs are expensed as incurred. Fixed assets are reviewed for impairment whenever events or circumstances indicate that the carrying value of an asset group may not be recoverable. An impairment loss is recorded to the extent the carrying amount exceeds the estimated fair value of an asset group. Fixed assets are depreciated over their estimated useful lives as follows:

Buildings	20 to 40 years straight-line
Vehicles	3 to 5 years straight-line
Furniture and equipment	3 to 10 years straight-line
Computer equipment and software	3 to 5 years straight-line
Leasehold improvements	term of the lease to a maximum of 10 years

Investments in securities
The Company classifies investments in securities under the caption "other assets". Investments in equity securities are accounted for using the equity method or cost method. The equity method is utilized where the Company has the ability to exercise significant influence on the investee. Realized gains or losses and equity earnings or losses are recorded in other (income) expense. Equity securities, including marketable equity securities as well as those accounted for under the equity method and cost method, are regularly reviewed for impairment based on both quantitative and qualitative criteria that include the extent to which cost exceeds fair value and the duration of the market decline, the Company's intent and ability to hold until forecasted recovery, and the financial health and near term prospects for the issuer. Other-than-temporary impairment losses on equity securities are recorded in earnings.

Financial instruments and derivatives
Derivative financial instruments are recorded on the consolidated balance sheets as other assets or other liabilities and carried at fair value. From time to time, the Company may use interest rate swaps to hedge a portion of its interest rate exposure on long-term debt. Hedge accounting is applied and swaps are carried at fair value on the consolidated balance sheets, with gains or losses recognized in interest expense. The carrying value of the hedged item is adjusted for changes in fair value attributable to the hedged interest rate risk; the associated gain or loss is recognized currently in earnings and the unrealized gain or loss is recognized in other comprehensive income. If swaps are terminated and the underlying item is not, the resulting gain or loss is deferred and recognized over the remaining life of the underlying item using the effective interest method. In addition, the Company may enter into short-term foreign exchange contracts to lower its cost of borrowing, to which hedge accounting is not applied.

Fair value
The Company uses the fair value measurements framework for financial assets and liabilities and for non-financial assets and liabilities that are recognized or disclosed at fair value on a non-recurring basis. The framework defines fair value, gives guidance for measurement and disclosure, and establishes a three-level hierarchy for observable and unobservable inputs used to measure fair value. An asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. The three levels are as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2 – Observable market-based inputs other than quoted prices in active markets for identical assets or liabilities
Level 3 – Unobservable inputs for which there is little or no market data, which requires the Company to develop its own assumptions

Financing fees
Financing fees related to the Revolving Credit Facility are recorded as an asset and amortized to interest expense using the effective interest method. Financing fees related to the Senior Notes are recorded as a reduction of the debt amount and are amortized to interest expense using the effective interest method.

Goodwill and intangible assets
Goodwill represents the excess of purchase price over the fair value of assets acquired and liabilities assumed in a business combination and is not subject to amortization.

Intangible assets are recorded at fair value on the date they are acquired. Indefinite life intangible assets are not subject to amortization. Where lives are finite, they are amortized over their estimated useful lives as follows:

Customer lists and relationships	straight-line over 4 to 20 years
Investment management contracts	straight-line over 5 to 15 years
Trademarks and trade names	straight-line over 2 to 10 years
Management contracts and other	straight-line over life of contract ranging from 2 to 10 years
Brokerage backlog	as underlying brokerage transactions are completed

The Company reviews the carrying value of finite life intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable from the estimated future cash flows expected to result from their use and eventual disposition. If the sum of the undiscounted expected future cash flows is less than the carrying amount of the asset group, an impairment loss is recognized. Measurement of the impairment loss is based on the excess of the carrying amount of the asset group over the fair value calculated using discounted expected future cash flows.

Goodwill and indefinite life intangible assets are tested for impairment annually, on August 1, or more frequently if events or changes in circumstances indicate the asset might be impaired, in which case the carrying amount of the asset is written down to fair value.

Impairment of goodwill is tested at the reporting unit level. The Company has four distinct reporting units. Impairment is tested by first assessing qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Where it is determined to be more likely than not that its fair value is greater than its carrying amount, then no further testing is required. Where the qualitative analysis is not sufficient to support that the fair value exceeds the carrying amount then a two-step goodwill impairment test is performed. In the first step, the reporting unit's carrying amount, including goodwill, is compared to the estimated fair value of the reporting unit. The fair values of the reporting units are estimated using a discounted cash flow approach. The fair value measurement is classified within Level 3 of the fair value hierarchy. If the carrying amount of the reporting unit exceeds its fair value, then a second step is performed to measure the amount of impairment loss, if any. Certain assumptions are used to determine the fair value of the reporting units, the most sensitive of which are estimated future cash flows and the discount rate applied to future cash flows. Changes in these assumptions could result in a materially different fair value.

Impairment of indefinite life intangible assets is tested by comparing the carrying amount to the estimated fair value on an individual intangible asset basis.

Redeemable non-controlling interests
Redeemable non-controlling interests ("RNCI") are recorded at the greater of (i) the redemption amount or (ii) the amount initially recorded as RNCI at the date of inception of the minority equity position. This amount is recorded in the "mezzanine" section of the balance sheet, outside of shareholders' equity. Changes in the RNCI amount are recognized immediately as they occur.

Revenue
The Company generates revenue from contracts with customers through its provision of commercial real estate services. These services consist of sales brokerage and lease brokerage operations, outsourcing and advisory services and investment management services.

(a) Real estate brokerage operations
Brokerage revenue includes commissions from sales brokerage and lease brokerage services. Sales brokerage services include purchases and sales, debt placement, equity capital raising, market value opinions, acquisition advisory and transaction management. The Company provides these services with respect to substantially all types of commercial real estate. Lease brokerage includes landlord and tenant representation services. Landlord representation provides real estate owners with services to strategically position properties and to secure appropriate tenants. Tenant representation focuses on assisting businesses to assess their occupancy requirements and evaluating and negotiating leases and lease renewals.

(b) Outsourcing and advisory services
Outsourcing and advisory services consist of project management, property management as well as valuation and advisory services. Project management services include design and construction management, move management and workplace solutions consulting. Project management engagements range from single project contracts with a duration of less than one year to multi-year contracts with multiple discrete projects. Property management provides real estate service solutions to real estate owners. In addition to providing on-site management and staffing, the Company provides support through centralized resources such as technical and environmental services, accounting, marketing and human resources. These various services may be provided through the Company's employees or through contracts with third party providers. Consistent with industry custom, management contract terms typically range from one to three years, although most contracts are terminable at any time following a notice period, usually 30 to 120 days.

Valuation and advisory services consist of helping customers determine market values for various types of real estate properties. Such services may involve appraisals of single properties or portfolios of properties which may span multiple property types and geographic locations. These appraisals may be utilized for a variety of customer needs including acquisitions, dispositions, financing or for tax purposes. In addition to valuation services, the Company provides consulting services to assist customers with specialized real estate needs.

(c) Investment management services
Investment management revenues include consideration for services in the form of asset management advisory and administration fees, transaction fees and incentive fees (carried interest). The performance obligation is to manage client's invested capital for a specified period of time and is delivered over time.

Revenue recognition and unearned revenues
Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company enters into contracts that can include various combinations of services, which are capable of being distinct and accounted for as separate performance obligations. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

(a) Nature of services
The Company has determined that control of sales brokerage services rendered transfer to a customer when a sale and purchase agreement becomes unconditional and lease brokerage services rendered transfer to a customer when a lease between the landlord and the tenant is executed. At these points in time the customer has received substantially all of the benefit of the services provided by the Company. The transaction price is typically associated with the underlying asset involved in the transaction, most commonly a percentage of the sales price or the aggregate rental payments over the term of the lease which are generally known when revenue is recognized.

Outsourcing and advisory services including those provided in relation to property management and project management transfer to the customer over time as the services are performed and revenue from providing these services is recognized in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognized based upon the actual labor hours spent relative to the total expected labor hours or the project costs incurred relative to the total project costs. For some projects certain obligations that are representative of the work completed may be used as an alternative to recognize revenue. The use of labor hours or overall project costs is dependent upon the input that best represents the progress of the work completed in relation to the specific contract. If a contract includes an hourly fee, revenue is recognized in the amount to which the Company has a right to invoice.

For other advisory services, including valuation and appraisal review, the customer is unable to benefit from the services until the work is substantially complete, revenue is recognized upon delivery of materials to the customer because this faithfully represents when the service has been rendered. For most fixed fee consulting assignments, revenue is recognized based upon the actual service provided to the end of the reporting period as a proportion of the total services to be provided and customers are invoiced on a monthly basis and consideration is payable when invoiced.

Investment management advisory and administration fees are recognized as the services are performed over time and are primarily based on agreed-upon percentages of assets under management or committed capital. Revenue recognition for transactional performance obligations are recognized at a point in time when the performance obligation has been met. The Company receives investment management advisory incentive fees (carried interest) from certain investment funds. These incentive fees are dependent upon exceeding specified performance thresholds on a relative or absolute basis, depending on the product. Incentive fees are recognized when it is determined that significant reversal is considered no longer probable (such as upon the sale of a fund's investment or when the amount of assets under management becomes known as of the end of the specified measurement period). Pursuant to the terms of the Harrison Street acquisition, incentive fees related to assets that were invested prior to the acquisition date by its former owners are allocated to certain employees and former owners; as such the full amount of these incentive fees is passed through as compensation expense and recognized as cost of revenues in the consolidated statement of earnings.

(b) Significant judgments
The Company's contracts with customers may include promises to transfer multiple products and services. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. Where a contract contains multiple performance obligations judgment is used to assess whether they are distinct and accounted for separately or not distinct and are accounted for and recognized together.

Brokerage commission arrangement may include elements that introduce variability to the revenues earned beyond the underlying value of the transaction, these may include rebates and/or contingencies. The Company estimates variable consideration or performs a constraint analysis for these contracts on the basis of historical information to estimate the amount the Company will ultimately be entitled to. Generally, revenue is constrained when it is probable that the Company may not be entitled to the full amount of the revenue as associated with the occurrence or non-occurrence of an event that is outside of the Company's control or where the facts and circumstances of the arrangement limit the Company's ability to predict whether this event will occur. When revenue is constrained, this constrained revenue will be recognized if and when the uncertainty has been resolved.

Outsourcing and advisory arrangements may include incentives tied to achieving certain performance targets. The Company estimates variable consideration or performs a constraint analysis for these contracts on the basis of circumstances specific to the project and historical information in order to estimate the amount the Company will ultimately be entitled to. Estimates of revenue, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

In providing project management or property management services, the Company may engage subcontractors to provide on-site staffing or to provide specialized technical services, materials and/or installation services. These arrangements are assessed and require judgment to determine whether the Company is a principal or an agent of the customer. When the Company acts as a principal, because it is primarily responsible for the delivery of the completed project and controls the services provided by the subcontractors, these amounts are accounted for as revenue on a gross basis. However, when the Company acts as an agent, because it does not control the services prior to delivery to the customer, these costs are accounted for on a net basis.

In some cases, the Company may facilitate collection from the customer and payments to subcontractors or may facilitate collection from tenants for payment to the landlord. In these instances, balances are recorded as accounts receivable and accounts payable until settled.

Investment management fee arrangements are unique to each contract and evaluated on an individual basis to determine the timing of revenue recognition and significant judgment is involved in making such determination. At each reporting period, the Company considers various factors in estimating revenue to be recognized. Incentive fees have a broad range of possible amounts and the determination of these amount is based upon the market value for managed assets which is highly susceptible to factors outside of the Company's influence. As a result, incentive fee revenue is generally constrained until significant reversal is considered no longer probable.

Certain constrained brokerage fees, outsourcing and advisory fees and investment management fees may arise from services that began in a prior reporting period. Consequently, a portion of the fees the Company recognizes in the current period may be partially related to the services performed in prior periods. In particular, substantially all investment management incentive fees recognized in the period were previously constrained.

Contract balances

Timing of revenue recognition may differ from the timing of invoicing to customers. The Company invoices the customer and records a receivable when it has a right to payment within customary payment terms or it recognizes a contract asset if revenue is recognized prior to when payment is due. Contract liabilities consist of payments received in advance of recognizing revenue. These liabilities consist primarily of payments received for outsourcing and advisory engagements where a component of the revenue may be paid by the customer prior to the benefits of the services transferring to the customer. As a practical expedient, the Company does not adjust the promised amount of consideration for the effect of a significant financing component when it is expected, at contract inception, that the period between transfer of the service and when the customer pays for that service will be one year or less. The Company does not typically include extended payment terms in its contracts with customers.

The Company generally does not incur upfront costs to obtain or fulfill contracts that are capitalizable to contract assets and if capitalizable they would be amortized to expense within one year or less of incurring the expense; consequently, the Company applies the practical expedient to recognize these incremental costs as an expense when incurred. Any costs to obtain or fulfill contracts that exceed one year are capitalized to contract assets and amortized over the term of the contract on a method consistent with the transfer of services to the customer and the contracts revenue recognition.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 90 days. With the exceptions of sales brokerage and lease brokerage, the Company does not expect to have any contracts where the period between the transfer of services to the customer and the payment by the customer exceeds one year. With regard to sales brokerage and lease brokerage, arrangements may exist where the service is transferred but payment is not received for a period greater than one year. However, arrangements of this nature do not contain a significant financing component because the amount and timing varies on the basis of the occurrence or non-occurrence of an event that is outside the control of the Company or the customer. As a consequence, the Company does not adjust the transaction prices for the time value of money.

Contract liabilities represent advance payments associated with our performance obligations that have not yet been satisfied. The majority of the balances are expected to be recognized to revenue or disbursed on behalf of the client within a year.

Remaining performance obligations
Remaining performance obligations represent the aggregate transaction prices for contracts where the Company's performance obligations have not yet been satisfied. The Company applies the practical expedient related to remaining performance obligations that are part of a contract that has an original expected duration of one year or less and the practical expedient related to variable consideration from remaining performance obligations.

Stock-based compensation
For equity classified awards, compensation cost is measured at the grant date based on the estimated fair value of the award adjusted for expected forfeitures. The related stock option compensation expense is allocated using the graded attribution method.

Long-term incentive plans
Under these plans, certain subsidiary employees are compensated if the earnings before interest, income tax and amortization of the subsidiary increases. Awards under these plans generally have a term of up to ten years, a vesting period of five to ten years and are settled in cash at the end of the term. If an award is subject to a vesting condition, then the graded attribution method is applied to the fair value or intrinsic value of the award. The related compensation expense is recorded in selling, general and administrative expenses and the liability is recorded in accrued compensation.

Foreign currency translation
Assets, liabilities and operations of foreign subsidiaries are recorded based on the functional currency of each entity. For certain foreign operations, the functional currency is the local currency, in which case the assets, liabilities and operations are translated at current exchange rates from the local currency to the reporting currency, the US dollar. The resulting unrealized gains or losses are reported as a component of accumulated other comprehensive earnings. Realized and unrealized foreign currency gains or losses related to any foreign dollar denominated monetary assets and liabilities are included in net earnings.

Income tax
Income tax has been provided using the asset and liability method whereby deferred income tax assets and liabilities are recognized for the expected future income tax consequences of events that have been recognized in the consolidated financial statements or income tax returns. Deferred income tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which temporary differences are expected to reverse, be recovered or settled. The effect on deferred income tax assets and liabilities of a change in income tax rates is recognized in earnings in the period in which the change occurs. A valuation allowance is recorded unless it is more likely than not that realization of a deferred income tax asset will occur based on available evidence.

The Company recognizes uncertainty in tax positions taken or expected to be taken in a tax return by recording a liability for unrecognized tax benefits on its balance sheet. Uncertainties are quantified by applying a prescribed recognition threshold and measurement attribute.

The Company classifies interest and penalties associated with income tax positions in income tax expense.

Pension plan
The Company's defined benefit pension plan obligation is remeasured annually as of December 31 based on the present value of projected future benefit payments for all participants for services rendered.

The benefit obligation and related funded status are determined using assumptions as of the end of each year.

The expected return on plan assets is based on historical and projected rates of return for assets in the investment plan portfolio. The actual return is based on the fair value of plan assets. The projected benefit obligation is discounted using the market interest rate as at the measurement date.

Pension expense for the pension plan includes the cost of pension benefits earned during the current year, the interest cost on pension obligations, the expected return on pension plan assets, and other costs. Actuarial gains and losses related to the change in the over-funded or under-funded status of the pension plan are recognized in other comprehensive income.

Business combinations
All business combinations are accounted for using the acquisition method of accounting. Transaction costs are expensed as incurred.

The fair value of the contingent consideration is classified as a financial liability and is recorded on the balance sheet at the acquisition date and is re-measured at fair value at the end of each period until the end of the contingency period, with fair value adjustments recognized in earnings. However, if the contingent consideration includes an element of compensation to the vendors (i.e. it is tied to continuing employment or it is not linked to the business valuation), then the portion of contingent consideration related to such element is treated as compensation expense over the expected employment period.

3. Acquisitions

2018 acquisitions:
The Company acquired controlling interests in twelve businesses, five operating in the Americas (Utah; Manitoba; Florida; Quebec; Pittsburgh, Pennsylvania), four operating in EMEA (Finland; Denmark; Spain; Germany), two operating in Asia Pacific (China; Australia) and one operating in the Investment Management segment, being a 75% voting equity interest in Harrison Street Real Estate Capital, LLC ("Harrison Street") acquired on July 5, 2018. The Finland business was acquired on January 3, 2018, is headquartered in Helsinki and provides property management services to owners of commercial and residential real estate. Harrison Street, headquartered in Chicago, provides real estate investment management services to institutional investors. These acquisitions were completed to expand the Company's geographic presence and, in the case of Harrison Street, to enter a new service line. These acquisitions were accounted for by the acquisition method of accounting for business combinations and accordingly, the consolidated statements of earnings do not include any revenues or expenses related to these acquisitions prior to their closing dates.

The acquisition date fair value of consideration transferred and purchase price allocation was as follows:

	Finland	Harrison Street	Other	Aggregate Acquisitions
Current assets, excluding cash	**$ 4,734**	**$ 16,948**	**$ 31,623**	**$ 53,305**
Non-current assets	**2,581**	**4,678**	**3,616**	**10,875**
Current liabilities	**(9,421)**	**(14,544)**	**(27,853)**	**(51,818)**
Long-term liabilities	**(6,072)**	**-**	**(15,608)**	**(21,680)**
	$ (8,178)	**$ 7,082**	**$ (8,222)**	**$ (9,318)**
Cash consideration, net of cash acquired of $23,777	**$ (57,287)**	**$ (447,513)**	**$ (81,442)**	**$ (586,242)**
Acquisition date fair value of contingent consideration	**-**	**(40,889)**	**(19,212)**	**(60,101)**
Total purchase consideration	**$ (57,287)**	**$ (488,402)**	**$ (100,654)**	**$ (646,343)**
Acquired intangible assets	**$ 26,841**	**$ 278,600**	**$ 69,495**	**$ 374,936**
Acquired goodwill	**$ 38,624**	**$ 366,350**	**$ 60,708**	**$ 465,682**
Redeemable non-controlling interest	**$ -**	**$ 163,630**	**$ 21,327**	**$ 184,957**

2017 acquisitions:
The Company acquired controlling interests in ten businesses. Acquisitions included controlling interests in regional firms in the US, Canada, Mexico, UK, Denmark and Australia expanding Colliers' geographic presence in these markets.

The acquisition date fair value of consideration transferred and purchase price allocation was as follows:

	Northern California & Nevada	Other	Aggregate Acquisitions
Current assets, excluding cash	$ 8,503	$ 5,420	$ 13,923
Non-current assets	2,268	1,117	3,385
Current liabilities	(38,481)	(10,463)	(48,944)
Long-term liabilities	(10,600)	(3,084)	(13,684)
	$ (38,310)	$ (7,010)	$ (45,320)
Cash consideration, net of cash acquired of $41,989	$ (22,696)	$ (35,978)	$ (58,674)
Acquisition date fair value of contingent consideration	(10,412)	(9,135)	(19,547)
Total purchase consideration	$ (33,108)	$ (45,113)	$ (78,221)
Acquired intangible assets	$ 28,800	$ 32,428	$ 61,228
Acquired goodwill	$ 42,618	$ 35,953	$ 78,571
Redeemable non-controlling interest	$ -	$ 16,258	$ 16,258

Acquisition-related transaction costs for the year ended December 31, 2018 totaled $11,747 (2017 - $6,247) and were recorded as expense under the caption "acquisition-related items".

In all years presented, the fair values of non-controlling interests were determined using an income approach with reference to a discounted cash flow model using the same assumptions implied in determining the purchase consideration.

The purchase price allocations of acquisitions resulted in the recognition of goodwill. The primary factors contributing to goodwill are assembled workforces, synergies with existing operations and future growth prospects. For acquisitions completed during the year ended December 31, 2018, goodwill in the amount of $379,486 is deductible for income tax purposes (2017 - $17,531).

During the year ended December 31, 2018, the Company sold the residential property management portion of the Finland business acquired earlier in the year. The disposed business had net assets of $17,713 primarily comprised of intangible assets and goodwill allocated from the acquisition of Finland and the sale resulted in a net gain of $98.

The Company typically structures its business acquisitions to include contingent consideration. Certain vendors, at the time of acquisition, are entitled to receive a contingent consideration payment if the acquired businesses achieve specified earnings levels during the one- to five-year periods following the dates of acquisition. The ultimate amount of payment is determined based on a formula, the key inputs to which are (i) a contractually agreed maximum payment; (ii) a contractually specified earnings level and (iii) the actual earnings for the contingency period. If the acquired business does not achieve the specified earnings level, the maximum payment is reduced for any shortfall, potentially to nil.

Unless it contains an element of compensation, contingent consideration is recorded at fair value each reporting period. The fair value recorded on the consolidated balance sheet as at December 31, 2018 was $93,865 (see note 18). Contingent consideration with a compensatory element is revalued at each reporting period and recognized on a straight-line basis over the term of the contingent consideration arrangement. The liability recorded on the balance sheet for the compensatory element of contingent consideration arrangements as at December 31, 2018 was $15,161. The estimated range of outcomes (undiscounted) for these contingent consideration arrangements is determined based on the formula price and the likelihood of achieving specified earnings levels over the contingency period, and ranges from $175,870 to a maximum of $206,906. These contingencies will expire during the period extending to March 2023. During the year ended December 31, 2018, $19,946 was paid with reference to such contingent consideration (2017 - $11,187).

The consideration for the acquisitions during the year ended December 31, 2018 was financed from borrowings on the Revolving Credit Facility and cash on hand.

The amounts of revenues and earnings contributed from the dates of acquisition and included in the Company's consolidated results for the year ended December 31, 2018, and the supplemental pro forma revenues and earnings of the combined entity had the acquisition dates been January 1, 2017, are as follows:

	Revenues	Net earnings
Actual from acquired entities for 2018	$ 196,480	$ 10,879
Supplemental pro forma for 2018 (unaudited)	2,934,211	139,297
Supplemental pro forma for 2017 (unaudited)	2,738,081	118,078

Of the $196,480 of actual revenue from acquired entities in 2018, $61,465 and $45,364 were from Harrison Street and Finland, respectively, with the remaining $89,651 from other acquisitions.

Supplemental pro forma results were adjusted for non-recurring items.

4. Acquisition-related items

Acquisition-related expense comprises the following:

	2018	2017
Transaction costs	**$ 11,747**	$ 6,247
Contingent consideration fair value adjustments	**1,675**	1,054
Contingent consideration compensation expense	**8,553**	7,626
	$ 21,975	$ 14,927

Contingent consideration compensation expense and contingent consideration fair value adjustments relate to acquisitions made in the current year as well as the preceding four years.

5. Other income, net

	2018	2017
(Gain) Loss on investments	**$ (168)**	$ 309
Equity earnings from non-consolidated investments	**(1,321)**	(923)
Other	**208**	114
	$ (1,281)	$ (500)

6. Other assets

	December 31, 2018	December 31, 2017
Advisor loans receivable	**$ 46,661**	$ 44,978
Equity method investments	**3,968**	2,812
Cost accounted investments	**3,800**	2,944
Financing fees, net of accumulated amortization of $2,567 (December 31, 2017 - $1,672)	**4,230**	2,953
Interest rate swap asset	**926**	751
Other	**1,128**	1,058
	$ 60,713	$ 55,496

Cost accounted investments include $1,932 (2017 - $1,192) recorded at fair value. The remainder are recorded at cost less impairments adjusted for observable prices.

7. Fixed assets

December 31, 2018

	Cost	Accumulated depreciation	Net
Buildings	$ 2,548	$ 1,042	**$ 1,506**
Vehicles	2,173	1,297	**876**
Furniture and equipment	55,952	37,751	**18,201**
Computer equipment and software	114,136	82,120	**32,016**
Leasehold improvements	76,939	36,056	**40,883**
	$ 251,748	$ 158,265	**$ 93,483**

December 31, 2017

	Cost	Accumulated depreciation	Net
Buildings	$ 2,425	$ 906	$ 1,519
Vehicles	1,952	1,093	859
Furniture and equipment	52,912	35,825	17,087
Computer equipment and software	106,500	77,822	28,678
Leasehold improvements	69,848	34,092	35,756
	$ 233,637	$ 149,738	$ 83,899

Included in fixed assets are vehicles, office and computer equipment under capital lease at a cost of $6,555 (2017 - $5,812) and net book value of $1,468 (2017 - $1,913).

8. Intangible assets

December 31, 2018

	Gross carrying amount	Accumulated amortization	**Net**
Customer lists and relationships	$ 290,667	$ 95,011	**$ 195,656**
Investment management contracts	270,600	12,145	**258,455**
Franchise rights	5,175	4,141	**1,034**
Trademarks and trade names:			
Indefinite life	23,841	-	**23,841**
Finite life	12,851	2,853	**9,998**
Management contracts and other	16,533	7,907	**8,626**
Brokerage backlog	480	160	**320**
	$ 620,147	$ 122,217	**$ 497,930**

December 31, 2017

	Gross carrying amount	Accumulated amortization	Net
Customer lists and relationships	$ 219,986	$ 74,897	$ 145,089
Franchise rights	5,703	4,156	1,547
Trademarks and trade names:			
Indefinite life	24,121	-	24,121
Finite life	2,776	1,865	911
Management contracts and other	17,733	6,572	11,161
Brokerage backlog	310	103	207
	$ 270,629	$ 87,593	$ 183,036

During the year ended December 31, 2018, the Company acquired the following intangible assets:

	Amount	Estimated weighted average amortization period (years)
Customer lists and relationships	$ 90,668	9.9
Investment management contracts	270,600	12.9
Trademarks and trade names - finite life	11,632	10.9
Brokerage backlog	4,722	0.5
	$ 377,622	12.0

The investment management contracts relate to the acquisition of Harrison Street. The following is the estimated annual expense for amortization of the recorded intangible assets for each of the next five years ending December 31:

2019	$ 56,903
2020	53,419
2021	51,366
2022	50,690
2023	48,127

9. Goodwill

	Americas	EMEA	Asia Pacific	Investment Management	Consolidated
Balance, December 31, 2016	$ 126,417	$ 165,110	$ 44,446	$ 12,033	$ 348,006
Goodwill acquired during the year	62,938	13,672	1,961	-	78,571
Other items	1,175	-	-	-	1,175
Foreign exchange	48	22,397	3,259	1,674	27,378
Balance, December 31, 2017	190,578	201,179	49,666	13,707	455,130
Goodwill acquired during the year	18,014	79,364	1,954	366,350	465,682
Goodwill disposed during the year	-	(12,557)	-	-	(12,557)
Other items	44	-	-	-	44
Foreign exchange	(837)	(14,234)	(4,689)	(645)	(20,405)
Balance, December 31, 2018	**207,799**	**253,752**	**46,931**	**379,412**	**887,894**
Goodwill	234,070	257,064	46,931	379,412	917,477
Accumulated impairment loss	(26,271)	(3,312)	-	-	(29,583)
	$ 207,799	**$ 253,752**	**$ 46,931**	**$ 379,412**	**$ 887,894**

A test for goodwill impairment is required to be completed annually, in the Company's case as of August 1, or more frequently if events or changes in circumstances indicate the asset might be impaired. No goodwill impairments were identified in 2018 or 2017. The accumulated impairment loss reflects a goodwill impairment incurred in 2009.

10. Long-term debt

	December 31, 2018	December 31, 2017
Revolving Credit Facility	**$ 430,167**	$ 246,411
Senior Notes	**239,577**	-
Capital leases maturing at various dates through 2021	**1,470**	1,991
Other long-term debt maturing at various dates up to 2021	**910**	1,491
	672,123	249,893
Less: current portion	**1,834**	2,426
Long-term debt - non-current	**$ 670,289**	$ 247,467

On April 19, 2018, the Company entered into an amended and restated credit agreement with a syndicate of banks to provide a multi-currency senior unsecured revolving credit facility (the "Revolving Credit Facility") of $1,000,000. The Revolving Credit Facility has a 5-year term ending April 30, 2023 and bears interest at an applicable margin of 1.25% to 2.50% over floating reference rates, depending on financial leverage ratios. The weighted average interest rate for 2018 was 3.0% (2017 – 2.9%). The Revolving Credit Facility had $562,386 of available un-drawn credit as at December 31, 2018. As of December 31, 2018, letters of credit in the amount of $7,624 were outstanding ($10,307 as at December 31, 2017). The Revolving Credit Facility requires a commitment fee of 0.25% to 0.5% of the unused portion, depending on certain leverage ratios. At any time during the term, the Company has the right to increase the Revolving Credit Facility by up to $250,000 on the same terms and conditions.

On May 17, 2018, the Company entered into a note purchase agreement with a group of institutional investors to issue €210,000 of senior unsecured notes with a fixed interest rate of 2.23% (the "Senior Notes"). The proceeds from the Senior Notes were received on May 30, 2018 and were used to repay indebtedness under the Facility. The Senior Notes have a 10-year term ending May 30, 2028.

The Revolving Credit Facility and the Senior Notes rank equally in terms of seniority and have similar financial covenants. The Company is required to maintain financial covenants including leverage and interest coverage. The Company was in compliance with these covenants as of December 31, 2018. The Company is limited from undertaking certain mergers, acquisitions and dispositions without prior approval.

The effective interest rate on the Company's long-term debt for the year ended December 31, 2018 was 3.3% (2017 – 3.1%). The estimated aggregate amount of principal repayments on long-term debt required in each of the next five years ending December 31 and thereafter to meet the retirement provisions are as follows:

2019	$ 1,834
2020	348
2021	198
2022	-
2023 and thereafter	669,743

11. Redeemable non-controlling interests

The minority equity positions in the Company's subsidiaries are referred to as redeemable non-controlling interests ("RNCI"). The RNCI are considered to be redeemable securities. Accordingly, the RNCI is recorded at the greater of (i) the redemption amount or (ii) the amount initially recorded as RNCI at the date of inception of the minority equity position. This amount is recorded in the "mezzanine" section of the balance sheet, outside of shareholders' equity. Changes in the RNCI amount are recognized immediately as they occur. The following table provides a reconciliation of the beginning and ending RNCI amounts:

	2018	2017 (note 23)
Balance, January 1	**$ 145,489**	$ 134,803
RNCI share of earnings	**20,491**	16,687
RNCI redemption increment	**7,709**	22,393
Distributions paid to RNCI	**(16,396)**	(12,870)
Purchases of interests from RNCI, net	**1,111**	(31,782)
RNCI recognized on business acquisitions	**184,957**	16,258
Balance, December 31	**$ 343,361**	$ 145,489

The Company has shareholders' agreements in place at each of its non-wholly owned subsidiaries. These agreements allow the Company to "call" the RNCI at a price determined with the use of a formula price, which is usually equal to a fixed multiple of average annual net earnings before income taxes, interest, depreciation, and amortization. The agreements also have redemption features which allow the owners of the RNCI to "put" their equity to the Company at the same price subject to certain limitations. The formula price is referred to as the redemption amount and may be paid in cash or in Subordinate Voting Shares. The redemption amount as of December 31, 2018 was $316,012 (2017 - $129,087). The redemption amount is lower than that recorded on the balance sheet as the formula price of certain RNCI are lower than the amount initially recorded at the inception of the minority equity position. If all put or call options were settled with Subordinate Voting Shares as at December 31, 2018, approximately 5,400,000 such shares would be issued.

Increases or decreases to the formula price of the underlying shares are recognized in the statement of earnings as the NCI redemption increment.

12. Capital stock

The authorized capital stock of the Company is as follows:

An unlimited number of Preferred Shares, issuable in series;
An unlimited number of Subordinate Voting Shares having one vote per share; and
An unlimited number of Multiple Voting Shares having 20 votes per share, convertible at any time into Subordinate Voting Shares at a rate of one Subordinate Voting Share for each Multiple Voting Share outstanding.

The following table provides a summary of total capital stock issued and outstanding:

	Subordinate Voting Shares		*Multiple Voting Shares*		*Total Common Shares*	
	Number	Amount	Number	Amount	Number	Amount
Balance, December 31, 2017	37,608,467	406,611	1,325,694	373	38,934,161	406,984
Balance, December 31, 2018	37,887,442	415,432	1,325,694	373	39,213,136	415,805

During the year ended December 31, 2018, the Company declared dividends on its Common Shares of $0.10 per share (2017 - $0.10).

Pursuant to an agreement approved in February 2004 and restated on June 1, 2015 (the "Long Term Arrangement"), the Company agreed that it will make payments to Jay S. Hennick, its Chairman & Chief Executive Officer ("CEO"), that are contingent upon the arm's length acquisition of control of the Company or upon a distribution of the Company's assets to shareholders. The payment amounts will be determined with reference to the price per Subordinate Voting Share received by shareholders upon an arm's length sale or upon a distribution of assets. The right to receive the payments may be transferred among members of the Chairman & CEO's family, their holding companies and trusts. The agreement provides for the Chairman & CEO to receive each of the following two payments. The first payment is an amount equal to 5% of the product of: (i) the total number of Subordinate and Multiple Voting Shares outstanding on a fully diluted basis at the time of the sale and (ii) the per share consideration received by holders of Subordinate and Multiple Voting Shares minus a base price of C$3.324. The second payment is an amount equal to 5% of the product of (i) the total number of shares outstanding on a fully diluted basis at the time of the sale and (ii) the per share consideration received by holders of Subordinate Voting Shares minus a base price of C$6.472. Assuming an arm's length acquisition of control of the Company took place on December 31, 2018, the amount required to be paid to the Chairman & CEO, based on a market price of C$75.29 per Subordinate Voting Share, would be US$209,589.

13. Stock-based compensation

The Company has a stock option plan for certain officers, key full-time employees and directors of the Company and its subsidiaries, other than its Chairman & CEO who has a Long Term Arrangement as described in note 12. Options are granted at the market price for the underlying shares on the day immediately prior to the date of grant. Each option vests over a four-year term, expires five years from the date granted and allows for the purchase of one Subordinate Voting Share. All Subordinate Voting Shares issued are new shares. As at December 31, 2018, there were 1,621,500 options available for future grants.

Grants under the Company's stock option plan are equity-classified awards. Stock option activity for the years ended December 31, 2018 and 2017 was as follows:

	Number of options	Weighted average exercise price	Weighted average remaining contractual life (years)	Aggregate intrinsic value
Shares issuable under options - December 31, 2016	1,602,850	$ 30.31		
Granted	450,000	46.21		
Exercised	(285,700)	19.74		
Forfeited	(13,875)	40.10		
Shares issuable under options - December 31, 2017	1,753,275	$ 36.03		
Granted	470,000	67.32		
Exercised	(278,975)	26.60		
Forfeited	(46,875)	39.66		
Shares issuable under options - December 31, 2018	1,897,425	$ 45.08	2.5	$ 24,676
Options exercisable - End of year	746,125	$ 35.60	1.6	$ 14,495

The Company incurred stock-based compensation expense related to these awards of $6,394 during the year ended December 31, 2018 (2017 - $4,425).

As at December 31, 2018, the range of option exercise prices was $29.02 to $67.85 per share. Also as at December 31, 2018, the aggregate intrinsic value and weighted average remaining contractual life for in-the-money options vested and expected to vest were $24,676 and 2.0 years, respectively.

The following table summarizes information about option exercises during years ended December 31, 2018 and 2017:

	2018	2017
Number of options exercised	**278,975**	285,700
Aggregate fair value	**$ 17,823**	$ 14,213
Intrinsic value	**10,403**	8,572
Amount of cash received	**7,420**	5,641
Tax benefit recognized	**$ 73**	$ 102

As at December 31, 2018, there was $6,419 of unrecognized compensation cost related to non-vested awards which is expected to be recognized over the next four years. During the year ended December 31, 2018, the fair value of options vested was $4,427 (2017 - $3,422).

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model, utilizing the following weighted average assumptions:

	2018	2017
Risk free rate	**2.2%**	1.5%
Expected life in years	**4.75**	4.75
Expected volatility	**29.7%**	28.9%
Dividend yield	**0.1%**	0.2%
Weighted average fair value per option granted	**$ 19.41**	$ 12.36

The risk-free interest rate is based on the implied yield of a zero-coupon US Treasury bond with a term equal to the option's expected term. The expected life in years represents the estimated period of time until exercise and is based on historical experience. The expected volatility is based on the historical prices of the Company's shares over the previous four years.

14. Income tax

The following is a reconciliation stated as a percentage of pre-tax earnings of the Ontario, Canada combined statutory corporate income tax rate to the Company's effective tax rate:

	2018	2017
Combined statutory rate	**26.5%**	26.5%
Nondeductible expenses	**2.5**	2.1
Tax effect of flow through entities	**(1.4)**	(1.1)
Impact of changes in foreign exchange rates	**0.2**	0.5
Adjustments to tax liabilities for prior periods	**0.2**	0.9
Effect of changes in enacted US federal tax rate	**-**	7.5
Effect of changes in enacted tax rate in other jurisdictions	**(0.7)**	-
Changes in liability for unrecognized tax benefits	**(0.3)**	(0.4)
Stock-based compensation	**0.9**	0.6
Foreign, state, and provincial tax rate differential	**(0.2)**	2.6
Change in valuation allowance	**(0.1)**	(0.9)
Contingent acquisition consideration	**1.2**	1.0
Other	**0.5**	0.4
Effective income tax rate	**29.3%**	39.7%

Earnings before income tax by jurisdiction comprise the following:

	2018	2017
Canada	**$ 21,627**	$ 21,814
United States	**40,097**	33,597
Foreign	**120,110**	100,570
Total	**$ 181,834**	$ 155,981

Income tax expense (recovery) comprises the following:

	2018	2017
Current		
Canada	**$ 5,134**	$ 4,031
United States	**1,768**	3,235
Foreign	**40,221**	36,310
	47,123	43,576
Deferred		
Canada	**1,689**	3,185
United States	**10,732**	20,657
Foreign	**(6,284)**	(5,511)
	6,137	18,331
Total	**$ 53,260**	$ 61,907

The deferred income tax expense for the United States for the year ended December 31, 2017 includes the tax effect of changes in the enacted US federal tax rate of $11,678.

The significant components of deferred income tax are as follows:

	2018	2017
Loss carry-forwards and other credits	**$ 19,056**	$ 37,869
Expenses not currently deductible	**31,508**	34,265
Revenue not currently taxable	**(8,416)**	(15,227)
Stock-based compensation	**157**	525
Investments	**10,628**	11,290
Provision for doubtful accounts	**4,871**	4,221
Financing fees	**(83)**	162
Net unrealized foreign exchange losses	**126**	(634)
Depreciation and amortization	**(42,257)**	(32,035)
Less: valuation allowance	**(8,945)**	(11,079)
Net deferred income tax asset	**$ 6,645**	$ 29,357

As at December 31, 2018, the Company believes that it is more likely than not that the net deferred tax assets of $6,645 will be realized based upon future income, consideration of net operating loss (“NOL”) limitations, earnings trends, and tax planning strategies. The amount of deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future earnings are reduced.

The Company has pre-tax NOL carry-forward balances as follows:

	Pre-tax loss carry forward		Pre-tax losses not recognized		Pre-tax losses recognized	
	2018	2017	**2018**	2017	**2018**	2017
Canada	**$ 16,249**	$ 30,904	**$ 27**	$ 24	**$ 16,222**	$ 30,880
United States	**1,315**	47,720	**921**	915	**394**	46,805
Foreign	**39,147**	50,512	**27,363**	30,705	**11,784**	19,807

The Company has pre-tax capital loss carry-forwards as follows:

	Pre-tax loss carry forward		Pre-tax losses not recognized		Pre-tax losses recognized	
	2018	2017	**2018**	2017	**2018**	2017
Canada	**$ 2,208**	$ 1,881	**$ 1,869**	$ 1,567	**$ 339**	$ 314
United States	**1,698**	1,671	**1,698**	1,671	**-**	-
Foreign	**6,285**	7,139	**6,285**	7,139	**-**	-

These amounts above are available to reduce future, federal, state, and provincial income taxes in their respective jurisdictions. NOL carry-forward balances attributable to Canada begin to expire in 2033. NOL carry-forward balances attributable to the United States begin to expire in 2028. Foreign NOL carry-forward balances begin to expire in 2019. The utilization of NOLs may be subject to certain limitations under federal, provincial, state or foreign tax laws.

Cumulative unremitted foreign earnings of the US subsidiaries is nil (2017 - nil). Cumulative unremitted foreign earnings of international subsidiaries of the Company approximated $89,461 as at December 31, 2018 (2017 - $42,709). The Company has not provided a deferred tax liability on the unremitted foreign earnings as it is management's intent to permanently reinvest such earnings outside of Canada. In addition, any repatriation of such earnings would not be subject to significant Canadian or foreign taxes.

A reconciliation of the beginning and ending amounts of the liability for unrecognized tax benefits is as follows:

	2018	2017
Balance, January 1	**$ 1,858**	$ 2,292
Gross increases for tax positions of prior periods	**6**	18
Amount recognized on acquisitions	**289**	-
Reduction for lapses in applicable statutes of limitations	**(560)**	(628)
Foreign currency translation	**(133)**	176
Balance, December 31	**$ 1,460**	$ 1,858

Of the $1,460 (2017 - $1,858) in gross unrecognized tax benefits, $1,460 (2017 - $1,858) would affect the Company's effective tax rate if recognized. For the year-ended December 31, 2018, additional interest and penalties of $6 related to uncertain tax positions was accrued (2017 - $18). The Company reversed $173 of accrued interest and penalties related to positions lapsed in applicable statute of limitations in 2018 (2017 - $155). As at December 31, 2018, the Company had accrued $190 (2017 - $213) for potential income tax related interest and penalties.

Within the next twelve months, the Company believes it is reasonably possible that $130 of unrecognized tax benefits associated with uncertain tax positions may be reduced due to lapses in statutes of limitations.

The Company files tax returns in Canada, United States and multiple foreign jurisdictions. The number of years with open tax audits varies depending on the tax jurisdiction. Generally, income tax returns filed with the Canada Revenue Agency and related provinces are open for four to seven years and income tax returns filed with the US Internal Revenue Service and related states are open for three to five years. Tax returns in the significant foreign jurisdictions that the company conducts business in are generally open for four years.

The Company does not currently expect any other material impact on earnings to result from the resolution of matters related to open taxation years, other than noted above. Actual settlements may differ from the amounts accrued. The Company has, as part of its analysis, made its current estimates based on facts and circumstances known to date and cannot predict changes in facts and circumstances that may affect its current estimates.

15. Pension plan

The Company has a defined benefit pension plan (the "Plan"), which was assumed in connection with a business acquired during 2016. The Plan covers eligible employees in the Netherlands and provides old age, survivor, orphan and disability benefits. Effective December 31, 2016, enrollment in the Plan was frozen and no additional employees are entitled to join the Plan. The Plan is covered by an insurance contract which limits the Company's exposure to returns below a fixed discount rate.

The following table details the net periodic pension cost of the Plan:

	2018	2017
Gross employer service cost	**$ 1,237**	$ 1,501
Plan participant contributions	**(246)**	(308)
Interest cost on service cost	**22**	27
Employer's service cost	**1,013**	1,220
Interest cost	**744**	701
Expected net return on plan assets	**(689)**	(640)
Other costs	**171**	166
Total employer's pension expense	**$ 1,239**	$ 1,447

The following tables provide reconciliations of projected benefit obligations and plan assets (the net of which represent the Company's funded status), as well as the funded status, of the Plan.

Change in benefit obligation:	**2018**	2017
Projected benefit obligation - January 1	**$ 42,368**	$ 36,659
Current service cost	**1,014**	1,220
Plan participant / third party contributions	**246**	308
Interest cost	**744**	701
Benefits paid	**(601)**	(495)
Individual settlements	**84**	-
Curtailment	**-**	(125)
Foreign exchange	**(2,038)**	5,204
Expected projected benefit obligation, December 31	**41,817**	43,472
Actuarial gain, net of foreign exchange	**(2,842)**	(1,105)
Projected benefit obligation - December 31	**$ 38,975**	$ 42,367

Change in plan assets:	**2018**	2017
Fair value of plan assets - January 1	**$ 38,813**	$ 33,016
Expected net return on plan assets	**689**	640
Contributions		
Employer	**634**	609
Plan participants	**246**	308
Benefits paid	**(601)**	(495)
Individual settlements	**84**	-
Other costs	**(171)**	(72)
Foreign exchange	**(1,853)**	4,658
Expected fair value of plan assets - December 31	**37,841**	38,664
Actuarial (gain)/loss, net of foreign exchange	**(664)**	149
Fair value of plan assets - December 31	**$ 37,177**	$ 38,813

Defined benefit pension plan amounts recorded in the consolidated balance sheet are shown in the table below:

	December 31, 2018	December 31, 2017
Present value of accumulated benefit obligation	**$ (37,925)**	$ (40,142)
Effect of future compensation increases	**(1,049)**	(2,226)
Present value of projected benefit obligation	**(38,974)**	(42,368)
Fair value of plan assets	**37,177**	38,813
Net liability for pension benefits	**$ (1,797)**	$ (3,555)

The following table details the amount recognized in other comprehensive income:

	2018	2017
Actuarial gain on remeasurement of projected benefit obligation	**$ (2,931)**	$ (1,038)
Actuarial (gain)/loss on remeasurement of fair value of assets	**685**	(234)
Actuarial gain on curtailment of benefits from reorganization	**-**	(125)
Total gain recognized in other comprehensive income	**$ (2,246)**	$ (1,397)

The assumptions used in developing the projected benefit obligation are as follows:

	2018	2017
Discount rate used in determining present values	**1.9%**	1.8%
Annual increase in future compensation levels	**1.8%**	2.0%

The assumptions used in determining net periodic cost are as follows:

	2018	2017
Discount rate used in determining present values	**1.9%**	1.8%
Annual increase in future compensation levels	**1.8%**	2.0%
Expected long-term rate of return on assets	**1.9%**	1.8%

The discount rate assumption used for the Plan was derived from the expected yield of Euro-denominated “AA” rated corporate bonds with durations consistent with the liabilities of the Plan.

The expected long-term rate of return on assets is based on the current level of return expected on the funds invested or to be invested to provide for the benefits included in the projected benefit obligation. The expected return for each asset class is weighted based on the target asset allocation to develop the expected long-term rate of return on assets assumption for the portfolio.

For the year ended December 31, 2018 the actual return on assets was $4 (2017 - $781) composed of an expected return on assets of $689 (2017 - $640) and an actuarial loss of $685 (2017 gain – $140).

Plan assets measured at fair value and cash are presented in the following table with the overall allocation of assets.

	December 31, 2018	Fair value measurements Level 1	Level 2	Level 3
Equity type investments	**$ 3,146**	$ 3,146	$ -	$ -
Fixed interest type investments:				
Government bonds	**33,022**	33,022	-	-
Cash	**92**	92	-	-
Other	**918**	-	-	918
Total	**$ 37,178**	$ 36,260	$ -	$ 918

The Plan's assets are invested with a third party insurance company in the Netherlands that insures the performance of Plan assets. The valuation of the insurance asset is included in the "Other" category in the table above.

The Company expects the following pension benefit payments over the next 10 years:

Year ended December 31	
2019	$ 658
2020	686
2021	721
2022	792
2023	859
2024 - 2028	5,286

16. Net earnings per common share

The following table reconciles the denominator used to calculate earnings per common share:

	2018	2017
Shares issued and outstanding at beginning of period	**38,934,161**	38,648,461
Weighted average number of shares: Issued during the period	**221,293**	181,523
Weighted average number of shares used in computing basic earnings per share	**39,155,454**	38,829,984
Assumed exercise of stock options acquired under the Treasury Stock Method	**639,161**	477,870
Number of shares used in computing diluted earnings per share	**39,794,615**	39,307,854

17. Other supplemental information

	2018	2017
Cash payments made during the year		
Income tax, net of refunds	**$ 42,153**	$ 43,374
Interest	**20,404**	11,168
Non-cash financing activities		
Increases (Decreases) in capital lease obligations	**$ (522)**	$ 123
Dividends declared but not paid	**1,961**	1,947
Other expenses		
Rent expense	**$ 74,183**	$ 65,982

18. Financial instruments

Concentration of credit risk
The Company is subject to credit risk with respect to its cash and cash equivalents, accounts receivable, unbilled revenues, other receivables and advisor loans receivable. Concentrations of credit risk with respect to cash and cash equivalents are limited by the use of multiple large and reputable banks. Concentrations of credit risk with respect to receivables are limited due to the large number of entities comprising the Company's customer base and their dispersion across different service lines in various countries.

Foreign currency risk
Foreign currency risk is related to the portion of the Company's business transactions denominated in currencies other than US dollars. A significant portion of revenue is generated by the Company's Euro, Canadian dollar, Australian dollar and UK pound sterling currency operations. The Company's head office expenses are incurred primarily in Canadian dollars which are hedged by Canadian dollar denominated revenue.

Fluctuations in foreign currencies impact the amount of total assets and liabilities that are reported for foreign subsidiaries upon the translation of these amounts into US dollars. In particular, the amount of cash, working capital, goodwill and intangibles held by these subsidiaries is subject to translation variance caused by changes in foreign currency exchange rates as of the end of each respective reporting period (the offset to which is recorded to accumulated other comprehensive income on the consolidated balance sheets).

Interest rate risk
The Company utilizes an interest rate risk management strategy that may use interest rate hedging contracts from time to time. The Company's specific goals are to: (i) manage interest rate sensitivity by modifying the characteristics of its debt and (ii) lower the long-term cost of its borrowed funds.

In April 2017, the Company entered into interest rate swap agreements to convert the LIBOR floating interest rate on $100,000 of US dollar denominated debt into a fixed interest rate of 1.897% plus the applicable margin. The term of the swaps matched the maturity of the underlying Revolving Credit Facility at the time of inception, with a maturity of January 18, 2022. In December 2018, the Company entered into interest rate swap agreements to convert the LIBOR floating interest rate on $100,000 of US dollar denominated debt into a fixed interest rate of 2.7205% plus the applicable margin. The term of the swaps match the maturity of the underlying Revolving Credit Facility, with a maturity of April 30, 2023. The swaps are being accounted for as cash flow hedges and are measured at fair value on the consolidated balance sheets. Gains or losses on the swaps, which are determined to be effective as hedges, are reported in other comprehensive income.

Fair values of financial instruments

The following table provides the financial assets and liabilities carried at fair value measured on a recurring basis as of December 31, 2018:

	Carrying value at December 31, 2018	Fair value measurements Level 1	Level 2	Level 3
Assets				
Interest rate swap asset	$ 926	$ -	$ 926	$ -
Investments				
Equity securities and funds	$ 2,835	$ 2,835	$ -	$ -
Fixed income and bond funds	$ 4,101	$ 185	$ 3,916	$ -
Liabilities				
Contingent consideration liability	$ 93,865	$ -	$ -	$ 93,865

There were no significant non-recurring fair value measurements recorded during the year ended December 31, 2018 or 2017.

The inputs to the measurement of the fair value of contingent consideration related to acquisitions are Level 3 inputs. The fair value measurements were made using a discounted cash flow model; significant model inputs were expected future operating cash flows (determined with reference to each specific acquired business) and discount rates (which range from 3% to 9.1%, with a weighted average of 6.1%). The wide range of discount rates is attributable to level of risk related to economic growth factors combined with the length of the contingent payment periods; and the dispersion was driven by unique characteristics of the businesses acquired and the respective terms for these contingent payments. Within the range of discount rates, there is data point concentration at the 3.8% and 8.7% levels. A 2% increase in the weighted average discount rate would reduce the fair value of contingent consideration by $4,800. Changes in the fair value of the contingent consideration liability comprises the following:

	2018	2017
Balance, January 1	**$ 50,300**	$ 32,266
Amounts recognized on acquisitions	**61,525**	21,477
Fair value adjustments (note 4)	**1,675**	1,054
Resolved and settled in cash	**(18,757)**	(6,169)
Other	**(877)**	1,672
Balance, December 31	**$ 93,865**	$ 50,300
Less: current portion	**$ 17,122**	$ 18,657
Non-current portion	**$ 76,743**	$ 31,643

The carrying amounts for cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair values due to the short maturity of these instruments, unless otherwise indicated. The carrying value of the pension liability is presented as the projected benefit obligation net of the fair value of the plan assets (note 15). The inputs to the measurement of the fair value of non-current receivables, advisor loans and long-term debt are Level 3 inputs. The following are estimates of the fair values for other financial instruments:

	2018		2017	
	Carrying amount	**Fair value**	Carrying amount	Fair value
Other receivables	**$ 12,088**	**$ 12,088**	$ 10,136	$ 10,136
Advisor loans receivable (non-current)	**46,661**	**46,661**	44,978	44,978
Long-term debt (non-current)	**670,289**	**670,289**	247,467	247,467

Other receivables include notes receivable from non-controlling interests and non-current income tax recoverable.

19. Commitments and contingencies

(a) Lease commitments
Minimum operating lease payments are as follows:

Year ended December 31	
2019	$ 86,376
2020	76,169
2021	62,171
2022	51,011
2023	38,103
Thereafter	97,631
	$ 411,461

(b) Purchase commitments
Minimum contractual purchase commitments are as follows:

Year ended December 31	
2019	$ 11,063
2020	6,600
2021	1,467
2022	1,179
2023	491
	$ 20,800

(c) Contingencies
In the normal course of operations, the Company is subject to routine claims and litigation incidental to its business. Litigation currently pending or threatened against the Company includes disputes with former employees and commercial liability claims related to services provided by the Company. The Company believes resolution of such proceedings, combined with amounts set aside, will not have a material impact on the Company's financial condition or the results of operations.

20. Related party transactions

The Company has entered into office space rental arrangements and property management contracts with minority shareholders of certain subsidiaries. The business purpose of the transactions is to rent office space for the Company and to generate property management revenues for the Company. The recorded amount of the rent expense for the year ended December 31, 2018 was $420 (2017 - $356). The recorded amount of the property management revenues for year ended December 31, 2018 was $585 (2017 - $635). These amounts are settled monthly in cash, and are priced at market rates. The rental arrangements have fixed terms of up to 10 years. The property management contracts have terms of one to three years.

As at December 31, 2018, the Company had $6,465 of loans receivable from non-controlling shareholders (December 31, 2017 - $8,093). The majority of the loans receivable represent amounts assumed in connection with acquisitions and amounts issued to non-controlling interests to finance the sale of non-controlling interests in subsidiaries to senior managers. The loans are of varying principal amounts and interest rates which range from nil to 4.0%. These loans are due on demand or mature on various dates up to 2026, but are open for repayment without penalty at any time.

21. Revenue from contracts with customers

Disaggregated revenue

Colliers has disaggregated its revenue from contracts with customers by type of service and region as presented in the following table.

	Americas	EMEA	Asia Pacific	Investment Management	Corporate	Consolidated
2018						
Lease brokerage	**$ 648,815**	**$ 139,685**	**$ 115,447**	**$ -**	**$ -**	**$ 903,947**
Sales brokerage	**441,934**	**168,796**	**170,154**	**-**	**-**	**780,884**
Property management	**228,550**	**84,861**	**135,921**	**-**	**-**	**449,332**
Valuation and advisory	**148,721**	**112,180**	**62,133**	**-**	**-**	**323,034**
Project management	**109,699**	**107,149**	**32,230**	**-**	**-**	**249,078**
Investment management	**-**	**-**	**-**	**74,978**	**-**	**74,978**
Other	**18,465**	**10,567**	**12,475**	**1,043**	**1,624**	**44,174**
Total Revenue	**$1,596,184**	**$ 623,238**	**$ 528,360**	**$ 76,021**	**$ 1,624**	**$ 2,825,427**
2017 (note 23)						
Lease brokerage	$ 549,721	$ 116,171	$ 103,334	$ -	$ -	$ 769,226
Sales brokerage	402,801	137,959	182,690	-	-	723,450
Property management	208,880	43,440	126,424	-	-	378,744
Valuation and advisory	131,250	98,094	56,945	-	-	286,289
Project management	99,849	110,817	17,093	-	-	227,759
Investment management	-	-	-	12,647	-	12,647
Other	16,912	8,466	9,717	7	1,983	37,085
Total Revenue	$1,409,413	$ 514,947	$ 496,203	$ 12,654	$ 1,983	$ 2,435,200

Contract balances

The Company had contract assets totaling $110,432 of which $99,468 was current (2017 - $111,841 of which $104,737 was current). During the year ended December 31, 2018, substantially all of the current contract assets were moved to accounts receivable.

The Company had contract liabilities (all current) totaling $39,635 (2017 - $35,423). Revenue recognized for the year ended December 31, 2018 totaled $23,526 (2017 - $25,857) that was included in the contract liability balance at the beginning of the year. The remaining balance was transferred to accounts payable and is related to the Company's role as an agent in its outsourcing and advisory business where it collects funds in advance from customers and make payments to vendors or subcontractors on their behalf but where the costs are accounted for on a net basis because the Company does not control the good or service prior to their delivery to the customer.

22. Segmented information

Operating segments
Colliers identified four reportable operating segments. Three segments are grouped geographically into Americas, Asia Pacific and EMEA. The Investment Management segment includes Harrison Street and the Company's existing European investment management business which was previously reported in EMEA; segment presentation has been revised for all periods presented. The groupings are based on the manner in which the segments are managed. Management assesses each segment's performance based on operating earnings or operating earnings before depreciation and amortization. Corporate includes the costs of global administrative functions and the corporate head office.

Included in segment total assets at December 31, 2018 are investments in subsidiaries accounted for under the equity method or cost method: Americas $4,311 (2017 - $3,171); EMEA $1,820 (2017 - $2,242), Asia Pacific $7 (2017 - $7); Investment Management $430 (2017 - $336) and Corporate $1,200 (2017 - nil). The reportable segment information excludes intersegment transactions.

2018

	Americas	**EMEA**	**Asia Pacific**	**Investment Management**	**Corporate**	**Consolidated**
Revenues	**$1,596,184**	**$ 623,238**	**$ 528,360**	**$ 76,021**	**$ 1,624**	**$ 2,825,427**
Depreciation and amortization	**30,391**	**25,435**	**6,320**	**13,791**	**2,793**	**78,730**
Operating earnings (loss)	**105,490**	**53,862**	**66,240**	**12,326**	**(36,520)**	**201,398**
Other income, net						**1,281**
Interest expense, net						**(20,845)**
Income tax expense						**(53,260)**
Net earnings						**$ 128,574**
Total assets	**$ 846,919**	**$ 602,964**	**$ 228,490**	**$ 693,040**	**$ (13,833)**	**$ 2,357,580**
Total additions to long-lived assets	**61,814**	**161,823**	**10,669**	**649,898**	**3,743**	**887,947**

2017 (note 23)

	Americas	EMEA	Asia Pacific	Investment Management	Corporate	Consolidated
Revenues	$1,409,413	$ 514,947	$ 496,203	$ 12,654	$ 1,983	$ 2,435,200
Depreciation and amortization	28,799	16,595	5,914	29	1,655	52,992
Operating earnings (loss)	87,955	45,626	55,066	2,263	(23,534)	167,376
Other income, net						500
Interest expense, net						(11,895)
Income tax expense						(61,907)
Net earnings						$ 94,074
Total assets	$ 759,827	$ 497,122	$ 221,415	$ 33,360	$ (4,164)	$ 1,507,560
Total additions to long-lived assets	138,914	28,682	9,876	91	5,092	182,655

Geographic information
Revenues in each geographic region are reported by customer locations.

	2018	2017 (note 23)
United States		
Revenues	**$ 1,243,019**	$ 1,046,248
Total long-lived assets	**943,164**	281,588
Euro currency countries		
Revenues	**$ 360,115**	$ 262,115
Total long-lived assets	**265,867**	191,934
Canada		
Revenues	**$ 358,035**	$ 306,533
Total long-lived assets	**65,781**	61,158
Australia		
Revenues	**$ 238,537**	$ 253,260
Total long-lived assets	**47,886**	50,843
United Kingdom		
Revenues	**$ 172,820**	$ 169,700
Total long-lived assets	**68,732**	75,745
Other		
Revenues	**$ 452,901**	$ 397,344
Total long-lived assets	**87,877**	60,797
Consolidated		
Revenues	**$ 2,825,427**	$ 2,435,200
Total long-lived assets	**1,479,307**	722,065

23. Impact of recently issued accounting standards

Recently adopted accounting guidance

Revenue from contracts with customers
Beginning in May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers*, as well as several related ASUs (collectively, the "Revenue Guidance"). The Revenue Guidance clarifies the principles for recognizing revenue and develops a common revenue standard for GAAP and International Financial Reporting Standards. The Revenue Guidance, codified as Accounting Standards Codification Topic No. 606 ("ASC 606") has been adopted retrospectively effective January 1, 2018 and accordingly, comparative information has been restated. The primary changes are described below.

(a) Accounting for lease brokerage revenues
Under previous GAAP, lease brokerage revenues were deferred until the related contingency (e.g. tenant occupancy) was resolved. Under ASC 606, in certain cases revenue is recognized earlier since the Company's performance obligation will typically be satisfied upon lease execution.

(b) Accounting for reimbursable expenses related to the Company's property management activities
Under previous GAAP, reimbursable expenses contemplated both performance and payment risk when evaluating whether a principal or agent relationship existed between the Company and its customers. Under ASC 606, principal versus agent indicators were revised with a focus on control over the services provided by third-party service providers. As a result, the revenues related to the Company's property management activities for the year ended December 31, 2017 increased by $146,269 and the related cost of revenues increased by $146,269 with no net impact on earnings.

(c) Presentation of contract balances
The Company has revised the presentation of certain amounts in the balance sheet to reflect the adoption of ASC 606, with increases to contract balances and decreases to unbilled revenues and unearned revenues associated with the change in lease brokerage revenue recognition.

Adoption of the standard using the full retrospective method resulted in a restatement of certain previously reported results. These include the recognition of additional revenue and an increase in income tax expense, along with increasing contract balances and accrued expenses. The Company's previously reported results for the year ended December 31, 2017 were impacted as follows:

(in thousands of US dollars, except per share amounts)

	Year ended December 31, 2017			
	As previously reported	Lease brokerage revenue adjustment	Principal versus agent adjustment	Restated
Statement of earnings				
Revenues	$ 2,275,362	$ 13,569	$ 146,269	$ 2,435,200
Cost of revenues	1,427,281	12,315	146,269	1,585,865
Selling, general and administrative expenses	613,335	705	-	614,040
Income tax	63,300	(1,393)	-	61,907
Non-controlling interest share of earnings	20,236	83	-	20,319
Non-controlling interest redemption increment	22,583	(190)	-	22,393
Net earnings attributable to Company	49,313	2,049	-	51,362
Diluted net earnings per common share	1.25	0.05	-	1.31

(in thousands of US dollars)	As at December 31, 2017			
	As previously reported	Lease brokerage revenue adjustment	Principal versus agent adjustment	Restated
Balance sheet				
Accounts receivable, net of allowance	$ 383,385	$ (843)	$ -	$ 382,542
Contract assets, current	-	104,737	-	104,737
Unbilled revenues	41,370	(41,370)	-	-
Contract assets, non-current	-	7,104	-	7,104
Deferred income tax asset, net	52,394	(3,993)	-	48,401
Accounts payable and accrued expenses	252,904	(25,817)	-	227,087
Accrued compensation	365,709	53,926	-	419,635
Contract liabilities	-	35,423	-	35,423
Unearned revenues	11,919	(11,919)	-	-
Deferred income tax liability, net	18,579	465	-	19,044
Deficit	(128,411)	12,922	-	(115,489)
Accumulated other comprehensive loss	(43,354)	197	-	(43,157)
Non-controlling interests	4,019	438	-	4,457

Recently issued accounting guidance, not yet adopted

The FASB has issued two ASUs related to leases. In February 2016, the FASB issued ASU No. 2016-02, *Leases*. This ASU affects all aspects of lease accounting and has a significant impact to lessees as it requires the recognition of a right-of use asset and a lease liability for virtually all leases including operating leases. In addition to balance sheet recognition, additional quantitative and qualitative disclosures will be required. The Company has catalogued and abstracted key terms of its leases and is using a software solution to assist with the additional accounting and disclosures required. The Company's assets and liabilities will be materially impacted by the recognition of a right-of-use asset and lease liability. Related balance sheet ratios will also be impacted; however, covenant ratio calculations under the Company's Revolving Credit Facility will not be impacted, as they will continue to be based on the accounting standards in place as of December 31, 2017. In July 2018, the FASB issued ASU No. 2018-11, *Codification Improvements to Topic 842, Leases*. This ASU affects narrow aspects of the guidance issued in ASU 2016-02 providing an additional (and optional) alternative transition method to adopt the new leases standard. Under this transition method, an entity initially applies the new leases standard at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. While the Company is continuing to evaluate the full magnitude of the ASU adoptions on its consolidated financial statements for existing lease contracts, it has elected certain practical expedients allowed by the ASU, including the expedient to forego separating lease and non-lease components in lessee contracts, which will increase the magnitude of the asset and liability to be reported. The Company will adopt this ASU effective January 1, 2019, with the expectation of electing the new optional transition method offered under ASU 2018-11.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses*. This ASU creates a new framework to evaluate financial instruments, such as trade receivables, for expected credit losses. This new framework replaces the existing incurred loss approach and is expected to result in more timely recognition of credit losses. The standard is effective for annual and interim periods beginning after December 15, 2019 and early adoption is not permitted until years beginning after December 15, 2018. The Company is currently assessing the impact of this ASU on its financial statements.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles – Goodwill and Other: Simplifying the Accounting for Goodwill Impairment* to remove Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Under this guidance, a goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The standard is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted. The Company is currently assessing the impact of this ASU on its financial statements.

In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities,* which increases the scope of hedge accounting for both financial and nonfinancial strategies. The standard is effective for annual and interim periods beginning after December 15, 2018, with early adoption permitted. The Company is currently assessing the impact of this ASU on its financial statements and does not anticipate a material impact as the Company's interest rate swaps are currently accounted for as cash flow hedges, are deemed to be effective as hedges and are already reported in other comprehensive income.

In February 2018, the FASB issued ASU 2018-02, *Income Statement – Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. This ASU provides an option to reclassify stranded tax effects within accumulated other comprehensive income to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate in (or portion thereof) is recorded. The standard is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted. The Company is currently assessing the impact of this ASU on its financial statements.

In August 2018, the FASB issued ASU 2018-15, *Intangibles – Goodwill and Other – Internal-Use software (Subtopic 350-40).* This ASU aligns the capitalizing of implementation costs incurred in relation to a hosting arrangement with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. It also requires that these capitalized costs are to be expensed over the term of the hosting arrangement and to the same line as the hosting arrangement. The standard is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted and should be applied either retrospectively or prospectively after the date of adoption. The Company is currently assessing the impact of this ASU on its financial statements.

24. Subsequent event

In January 2019, the Company acquired a controlling interest in a real estate services firm operating in Central and Southeast Virginia. The initial cash consideration for the acquisition was $15,876. This acquisition will be accounted for using the acquisition method of accounting for business combinations.

EXHIBIT 3

COLLIERS INTERNATIONAL GROUP INC.
Management's discussion and analysis for the year ended December 31, 2018
(in US dollars)
February 22, 2019

The following management's discussion and analysis ("MD&A") should be read together with the audited consolidated financial statements and the accompanying notes (the "Consolidated Financial Statements") of Colliers International Group Inc. ("we," "us," "our," the "Company" or "Colliers") for the year ended December 31, 2018. The Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). All financial information herein is presented in United States dollars.

The Company has prepared this MD&A with reference to National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators (the "CSA"). Under the U.S./Canada Multijurisdictional Disclosure System, the Company is permitted to prepare this MD&A in accordance with the disclosure requirements of Canada, which requirements are different from those of the United States. This MD&A provides information for the year ended December 31, 2018 and up to and including February 22, 2019.

Additional information about the Company, including the Company's current Annual Information Form, which is included in the Company's Annual Report on Form 40-F, can be found on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

This MD&A includes references to "adjusted EBITDA" and "adjusted EPS", which are financial measures that are not calculated in accordance with GAAP. For a reconciliation of these non-GAAP measures to the most directly comparable GAAP financial measures, see "Reconciliation of non-GAAP financial measures".

Consolidated review
Our consolidated revenues for the year ended December 31, 2018 were $2.83 billion, an increase of 16% over the prior year (15% measured in local currencies), attributable to a combination of recent acquisitions and internal growth in each of our four operating segments.

Our diluted net earnings per share for 2018 were $2.45, up 87% from $1.31 in the prior year with the increase attributable to growth in earnings from each of our four operating segments. In addition, the re-measurement of US deferred income tax assets at lower enacted tax rates in the United States (see "Impact of US Tax Reform" below) depressed our 2017 diluted net earnings per share. Our adjusted EPS (see "Reconciliation of non-GAAP financial measures" below), which excludes the impact of US tax reform among other items, was $4.09 for the year, up 29% from $3.16 in the prior year. Our adjusted EPS growth was driven by incremental earnings from (i) recently acquired businesses, (ii) internal revenue growth and (iii) operating efficiencies, particularly in the Asia Pacific and Americas segments.

We acquired controlling interests in 12 businesses during 2018. The aggregate initial cash purchase price for these acquisitions was $610.0 million ($586.2 million net of cash acquired) and was comprised of five operating in the Americas region, four operating in EMEA, two operating in the Asia Pacific region, and one in our new Investment Management segment (being Harrison Street Real Estate Capital, LLC ("Harrison Street")). We also acquired net non-controlling interests valued at $1.3 million. These investments were funded with cash on hand and borrowings under our revolving credit facility.

On July 5, 2018, we completed the acquisition of a 75% equity interest in Harrison Street. Harrison Street is a real estate investment management firm focused on demographic-based investing, primarily in the education, healthcare and storage sectors. Harrison Street is headquartered in Chicago. Total initial cash consideration was $451.7 million. Up to an additional $100.0 million is payable in 2022 based on Harrison Street achieving specified earnings levels.

We report our financial performance in four separate and distinct operating segments: Americas; Europe Middle East and Africa ("EMEA"); Asia and Australasia ("Asia Pacific") and Investment Management. The new Investment Management segment is comprised of Harrison Street and our existing European investment management business which was previously reported within the EMEA segment. We split our service offerings into four lines of business: Outsourcing & Advisory, Lease Brokerage, Sales Brokerage and Investment Management.

For the year ended December 31, 2018, revenue growth was led by our Lease Brokerage and Outsourcing & Advisory service lines, from a mix of (i) recent acquisitions and (ii) internal growth across all regions, particularly the Americas and Asia Pacific.

(in thousands of US$) (LC = local currency)	Twelve months ended December 31		Growth in US$ %	Growth in LC%
	2018	2017		
Outsourcing & Advisory	**$ 1,065,618**	929,877	15%	14%
Lease Brokerage	**903,947**	769,226	18%	17%
Sales Brokerage	**780,884**	723,450	8%	7%
Investment Management	**74,978**	12,647	NM	NM
Total revenues	**$ 2,825,427**	2,435,200	16%	15%

Results of operations – 2018 relative to 2017

Our revenues were $2.83 billion for the year ended December 31, 2018, up 16% relative to 2017 (15% measured in local currencies). The positive impact of acquisitions was 9% and internally generated revenue growth measured in local currencies was 6%.

Each of our regions generated increases in profitability in 2018 through the favourable impact of recent business acquisitions and internal growth. Operating earnings increased 20% to $201.4 million in 2018, from $167.4 million in 2017. Adjusted EBITDA (see "Reconciliation of non-GAAP financial measures" below) rose 28% to $311.4 million.

Depreciation expense was $30.6 million relative to $26.3 million in the prior year. The increase was primarily attributable to increased investments in office leaseholds in major markets during the past three years, as well as the impact of recent acquisitions.

Amortization expense was $48.2 million in 2018, relative to $26.7 million in 2017, with the increase largely attributable to amortization of acquired intangible assets related to Harrison Street.

Net interest expense increased to $20.8 million in 2018 from $11.9 million in the prior year, primarily as a result of increased average borrowings attributable to acquisitions completed in 2018. Our weighted average interest rate was 3.3% in 2018 relative to 3.1% in the prior year. Our interest costs were impacted by rising floating reference rates during 2018 and an increase in the leverage-based applicable margin on our revolving credit facility as a result of greater financial leverage after the Harrison Street acquisition, offset by savings from the 2.23% fixed rate Senior Notes issued in May 2018.

Other income for 2018 was $1.3 million and was primarily comprised of earnings from equity investments.

Our consolidated income tax rate for 2018 was 29% versus 40% in 2017. The tax rate for 2017 was impacted by a $13.3 million charge to re-measure net deferred income tax assets at lower corporate tax rates enacted in the United States. Excluding the impact of the charge, the tax rate for 2017 was 32%. The tax rate for 2018 was primarily driven by the benefit of lower statutory income tax rates in the United States.

Net earnings were $128.6 million in 2018, compared to $94.1 million in the prior year. Net earnings increased due to revenues from business acquisitions completed during 2018 as well as growth in revenues attributable to internal sources.

The Americas region's revenues totalled $1.60 billion for 2018 compared to $1.41 billion in the prior year, which equated to a 13% increase on a local currency basis (13% in the reporting currency). Revenue growth was comprised of 8% internal growth and 5% from acquired businesses. Internal growth for the year was led by Lease Brokerage. Adjusted EBITDA was $141.5 million, up 14% from the prior year. Operating earnings were $105.5 million, relative to $88.0 million in 2017.

EMEA region revenues totalled $623.2 million for 2018 compared to $514.9 million in the prior year, which represented a 17% increase on a local currency basis (21% in the reporting currency). Revenue growth was comprised of 14% from acquired businesses and 3% internal growth. Internal growth was concentrated in Lease Brokerage, primarily in Germany, with other service lines flat due to a strong prior year comparative. Adjusted EBITDA was $88.5 million, versus $67.0 million in the prior year, an increase of 32% with margins favourably impacted by recent acquisitions. Operating earnings were $53.9 million, versus $45.6 million in 2017.

Asia Pacific region revenues totalled $528.4 million for 2018 compared to $496.2 million in the prior year, which equated to an 8% increase on a local currency basis (7% in the reporting currency), with 5% internal growth and 3% from recently completed business acquisitions. Adjusted EBITDA was $73.4 million, up from $61.3 million in the prior year, an increase of 20%, attributable to operating improvements in Asian markets and the turn to profitability of our Japanese operations which were founded in 2017. Operating earnings were $66.2 million, up from $55.1 million in the prior year.

Investment Management segment revenues totalled $76.0 million for the year compared to $12.7 million in the prior year, driven by the Harrison Street acquisition in July 2018. Revenues include $12.3 million of incentive fees (carried interest). Pursuant to the terms of the Harrison Street acquisition, incentive fees related to assets invested prior to the acquisition date are allocated to certain employees and former owners; as such the full amount of these incentive fees is passed through as compensation expense and recognized as cost of revenues in the consolidated statement of earnings. GAAP operating earnings were $12.3 million and were impacted by significant acquisition-related intangible asset amortization. Adjusted EBITDA was $26.1 million. AUM as of December 31, 2018 was $26.4 billion, up 11% from $23.7 billion at the time Harrison Street was acquired.

Global corporate costs as presented in adjusted EBITDA were $18.1 million in the year, versus $11.6 million in the prior year, with the increase attributable to higher insurance costs and performance-based management incentive compensation accruals. The operating loss for the year was $36.5 million versus $23.5 million in 2017 and was additionally impacted by higher acquisition-related items.

Selected annual information - last five years
(in thousands of US$, except share and per share amounts)

	Year ended December 31				
	2018	**2017**	**2016**	**2015**	**2014**
Operations					
Revenues	$ 2,825,427	$ 2,435,200	$ 1,896,724	$ 1,721,986	$ 1,582,271
Operating earnings	201,398	167,376	146,173	80,384	78,156
Net earnings from continuing operations	128,574	94,074	91,571	39,915	53,909
Net earnings from discontinued operations	-	-	-	1,104	23,807
Net earnings	128,574	94,074	91,571	41,019	77,716
Financial position					
Total assets	$ 2,357,580	$ 1,507,560	$ 1,194,779	$ 1,092,421	$ 1,639,427
Long-term debt	672,123	249,893	262,498	260,947	493,348
Redeemable non-controlling interests	343,361	145,489	134,803	139,592	230,992
Shareholders' equity	391,973	303,014	212,513	149,493	233,215

Common share data					
Net earnings (loss) per common share:					
Basic					
Continuing operations	$ 2.49	$ 1.32	$ 1.76	$ 0.60	$ 0.54
Discontinued operations	-	-	-	0.03	0.66
	2.49	1.32	1.76	0.63	1.20
Diluted					
Continuing operations	2.45	1.31	1.75	0.59	0.54
Discontinued operations	-	-	-	0.03	0.65
	2.45	1.31	1.75	0.62	1.19
Weighted average common shares outstanding (thousands)					
Basic	39,155	38,830	38,596	37,196	35,917
Diluted	39,795	39,308	38,868	37,586	36,309
Cash dividends per common share	$ 0.10	$ 0.10	$ 0.09	$ 0.20	$ 0.40
Other data					
Adjusted EBITDA	$ 311,435	$ 242,823	$ 203,062	$ 181,334	$ 146,772
Adjusted EPS	4.09	3.16	2.44	2.29	1.83

New revenue guidance was adopted retrospectively effective January 1, 2018 and accordingly, comparative information for the year ended December 31, 2017 and as at December 31, 2017 has been restated. Data for 2016 and prior periods in the table above has not been restated.

On June 1, 2015, the predecessor to our Company, FirstService Corporation ("Old FSV"), completed a plan of arrangement (the "Spin-off") which separated Old FSV into two independent publicly traded companies – Colliers International Group Inc., a global leader in commercial real estate services and new FirstService Corporation ("FirstService"), a North American leader in residential property management and related services. Under the Spin-off, Old FSV shareholders received one Colliers share and one FirstService share of the same class as each Old FSV share previously held.

In conjunction with the Spin-off, the Residential Real Estate Services and Property Services segments of Old FSV were transferred to FirstService. Colliers, as the successor to Old FSV, retained the Commercial Real Estate Services segment of Old FSV. This MD&A presents the operating results of Colliers on a continuing operations basis for all periods presented. The FirstService operations are classified as discontinued operations.

Results of operations – fourth quarter ended December 31, 2018

Consolidated operating results for the fourth quarter ended December 31, 2018 were up significantly relative to the comparable prior year quarter from a combination of acquired and internal growth. Revenues were $889.9 million, up 16% (18% in local currency) relative to the prior year quarter, with revenue gains in all four operating segments. Operating earnings for the fourth quarter ended December 31, 2018 were $98.1 million, up 24% and adjusted EBITDA was $133.2 million, up 39%.

Summary of quarterly results - years ended December 31, 2018 and 2017
(in thousands of US$, except per share amounts)

	Q1	Q2	Q3	Q4	Year
Year ended December 31, 2018					
Revenues	$ 552,473	$ 667,350	$ 715,721	$ 889,883	$ 2,825,427
Operating earnings	15,745	45,569	41,956	98,128	201,398
Net earnings	8,541	28,804	25,382	65,847	128,574
Diluted net earnings per common share	0.13	0.60	0.41	1.33	2.45
Year ended December 31, 2017					
Revenues	$ 466,263	$ 586,233	$ 618,799	$ 763,905	$ 2,435,200
Operating earnings	12,840	41,229	34,458	78,849	167,376
Net earnings	6,800	25,958	20,361	40,955	94,074
Diluted net earnings per common share	0.04	0.29	0.16	0.82	1.31
Other data					
Adjusted EBITDA - 2018	$ 36,140	$ 69,427	$ 72,665	$ 133,203	$ 311,435
Adjusted EBITDA - 2017	31,252	60,258	55,281	96,033	242,824
Adjusted EPS - 2018	0.45	0.95	0.92	1.77	4.09
Adjusted EPS - 2017	0.36	0.77	0.66	1.36	3.16

Operating outlook
The purpose of this operating outlook is to outline management's growth strategy as well as expectations for 2019, based on information available as of the date of this MD&A. Readers are cautioned that the information contained in this operating outlook may not be appropriate for other purposes and should refer to the "Forward-looking statements and risks" section of this MD&A for the material risk factors that could cause actual results to differ materially.

We are committed to a long-term growth strategy, for the five years ending in 2020, that includes average internal revenue growth in the 5% range, combined with acquisitions to build each of our service platforms, resulting in targeted average annual growth in revenues, adjusted EBITDA and adjusted EPS of 15%. Economic conditions will negatively or positively impact these percentage growth rates in any given year.

Our expectations for 2019 are predicated on stable market conditions, despite a number of ongoing geopolitical events. We anticipate high single digit consolidated revenue growth consisting of low single digit internal growth and the balance from previously completed acquisitions, including Harrison Street. Consolidated adjusted EBITDA margin improvement of 100 to 120 basis points is expected, including previously completed acquisitions, resulting in low double digit adjusted EPS growth for the year. Future acquisitions will be incremental to the growth rate assumptions above.

Seasonality and quarterly fluctuations
The Company generates peak revenues and earnings in the month of December followed by a low in January and February as a result of the timing of closings on sales brokerage transactions. Revenues and earnings during the balance of the year are relatively even. These sales brokerage operations comprised approximately 27% of 2018 consolidated revenues (2017 - 30%). Variations can also be caused by business acquisitions or dispositions which alter the consolidated service mix.

Liquidity and capital resources
The Company generated cash flow from operating activities of $257.5 million for the year ended December 31, 2018, relative to $212.9 million in the prior year. Operating cash flow, which grew by 21%, was favourably impacted by earnings from acquired businesses and internal growth, offset by acquisition-related transaction costs, which were elevated due to increased activity. We believe that cash from operations and other existing resources, including our revolving credit facility described below, will continue to be adequate to satisfy the ongoing working capital needs of the Company.

Net indebtedness as at December 31, 2018 was $545.1 million, versus $141.4 million at December 31, 2017. Net indebtedness is calculated as the current and non-current portion of long-term debt less cash and cash equivalents. The increase in debt was largely attributable to the acquisition of Harrison Street in July 2018. We are in compliance with the covenants contained in our agreement relating to our revolving credit facility and senior unsecured notes as at December 31, 2018 and, based on our outlook for 2019, we expect to remain in compliance with these covenants. We had $562.0 million of available unused credit under our revolving credit facility as of December 31, 2018.

On April 19, 2018, the Company entered into an amended and restated credit agreement with a syndicate of banks to provide a committed unsecured multi-currency revolving credit facility (the "Facility") of $1.0 billion, replacing the prior credit facility of $700.0 million. The Facility has a 5-year term ending April 30, 2023. The applicable margin over floating reference rates is 1.25% to 2.50% depending on certain leverage ratios and requires a commitment fee of 0.25% to 0.50% of the unused portion depending on certain leverage ratios. At any time during the term, we have the right to increase the Facility by up to $250.0 million, on the same terms and conditions as the existing Facility.

On May 17, 2018, the Company entered into a note purchase agreement with a group of institutional investors to issue €210 million of senior unsecured notes with a fixed interest rate of 2.23% (the "Senior Notes"). The proceeds from the Senior Notes were received on May 30, 2018 and were used to repay indebtedness under the Facility. The Senior Notes have a 10-year term ending May 30, 2028. The Facility and the Senior Notes have similar financial covenants and rank equally in terms of seniority.

The Company's Board of Directors declared two semi-annual dividends of $0.05 per common share (being the Subordinate Voting Shares together with the Multiple Voting Shares) during 2018, unchanged from the prior year semi-annual amounts. These dividends are paid in cash after the end of the second and fourth quarters to shareholders of record on the last business day of the quarter. The Company's policy is to pay dividends on its common shares in the future, subject to the discretion of our Board of Directors. Total common share dividends paid by the Company during 2018 were $3.9 million.

During 2018, we invested cash in acquisitions as follows: an aggregate of $586.2 million (net of cash acquired) in twelve new business acquisitions, $19.9 million in contingent consideration payments related to previously completed acquisitions, and $1.3 million in net acquisitions of redeemable non-controlling interests.

In relation to acquisitions completed during the past three years, we have outstanding contingent consideration, assuming all contingencies are satisfied and payment is due in full, totalling $206.9 million as at December 31, 2018 (December 31, 2017 - $91.5 million). The contingent consideration liability is recognized at fair value upon acquisition and is updated to fair value each quarter, unless it contains an element of compensation, in which case such element is treated as compensation expense over the contingency period. The contingent consideration is based on achieving specified earnings levels and is paid or payable after the end of the contingency period, which extends to March 2023. We estimate that approximately 85% of the contingent consideration outstanding as of December 31, 2018 will ultimately be paid.

Capital expenditures for 2018 were $35.6 million (2017 - $39.5 million), which consisted primarily of investments in offices, information technology infrastructure and software.

During 2018, we distributed $18.9 million (2017 - $20.8 million) to non-controlling shareholders of subsidiaries, in part to facilitate the payment of income taxes on account of those subsidiaries organized as flow-through entities.

The following table summarizes our contractual obligations as at December 31, 2018:

Contractual obligations (in thousands of US$)	**Payments due by period**				
	Total	**Less than 1 year**	**1-3 years**	**4-5 years**	**After 5 years**
Long-term debt	$ 670,653	$ 755	$ 155	$ 430,167	$ 239,577
Interest on long term debt	128,830	23,607	47,160	34,912	23,151
Capital lease obligations	1,470	1,079	391	-	-
Contingent acquisition consideration	93,865	17,122	30,200	46,543	-
Operating leases	411,461	86,376	138,340	89,114	97,631
Purchase commitments	20,800	11,063	8,067	1,670	-
Total contractual obligations	$ 1,327,079	$ 140,002	$ 224,313	$ 602,406	$ 360,359

At December 31, 2018, we had commercial commitments totaling $8.0 million comprised of letters of credit outstanding due to expire within one year.

In order to effectively manage our corporate risk and support our global insurance program, we supplement our commercial insurance placements with the use of a wholly-owned captive insurance company to provide support for our professional indemnity, general liability and US workers' compensation programs. The level of risk retained by our captive insurance company varies by coverage. Currently, the captive insures up to $0.75 million per claim with respect to professional indemnity; $0.25 million per claim with respect US workers' compensation and $1.0 million with respect general liability. All limits are inclusive of commercial market self-insured retentions. We have a third party "stop loss" reinsurance policy in place to protect the Company from an excessive amount of professional indemnity claims. Liability insurance claims can be complex and take a number of years to resolve. Within our captive insurance company, we estimate the ultimate cost of these claims by way of specific claim accruals developed through periodic reviews of the circumstances of individual claims, validated annually by a third-party actuary. As of December 31, 2018, the captive insurance company has reserves for unpaid claim liabilities of $4.5 million.

Redeemable non-controlling interests

In most operations where managers or employees are also non-controlling owners, the Company is party to shareholders' agreements. These agreements allow us to "call" the redeemable non-controlling interests ("RNCI") at a value determined with the use of a formula price, which is in most cases equal to a multiple of trailing two-year average earnings, less debt. Non-controlling owners may also "put" their interest to the Company at the same price, with certain limitations including (i) the inability to "put" more than 50% of their holdings in any twelve-month period and (ii) the inability to "put" any holdings for at least one year after the date of our initial acquisition of the business or the date the non-controlling shareholder acquired their interest, as the case may be.

The total value of the RNCI (the "redemption amount"), as calculated in accordance with shareholders' agreements, was $316.0 million as of December 31, 2018. The amount recorded on our balance sheet under the caption "redeemable non-controlling interests" is the greater of (i) the redemption amount (as above) or (ii) the amount initially recorded as RNCI at the date of inception of the minority equity position. As at December 31, 2018, the RNCI recorded on the balance sheet was $343.4 million. The purchase prices of the RNCI may be paid in cash or in Subordinate Voting Shares of Colliers. If all RNCI were redeemed in cash, the pro forma estimated accretion to diluted net earnings per share for 2018 would be $0.55, and the accretion to adjusted EPS would be $0.36.

Critical accounting estimates

Critical accounting estimates are those that we deem to be most important to the portrayal of our financial condition and results of operations, and that require management's most difficult, subjective or complex judgments due to the need to make estimates about the effects of matters that are inherently uncertain. We have identified seven critical accounting estimates, which are discussed below.

1. *Revenue recognition*. We earn revenues from brokerage transaction commissions, advisory fees, property management fees, project management fees and investment management fees. Some of the contractual terms related to the process of earning revenue from these sources, including potentially contingent events, can be complex and may require us to make judgments about the timing of when we should recognize revenue and whether revenue should be reported on a gross basis or net basis. Changes in judgments could result in a change in the period in which revenues are reported, or in the amounts of revenue and cost of revenue reported.

2. *Goodwill.* Goodwill impairment testing involves assessing whether events have occurred that would indicate potential impairment and making estimates concerning the fair values of reporting units and then comparing the fair value to the carrying amount of each unit. The determination of what constitutes a reporting unit requires significant management judgment. We have four reporting units, consistent with our four operating segments. Goodwill is attributed to the reporting units at the time of acquisition. Estimates of fair value can be impacted by sudden changes in the business environment, prolonged economic downturns or declines in the market value of the Company's own shares and therefore require significant management judgment in their determination. When events have occurred that which would suggest a potential decrease in fair value, the determination of fair value is done with reference to a discounted cash flow model which requires management to make certain estimates. The most sensitive estimates are estimated future cash flows and the discount rate applied to future cash flows. Changes in these assumptions could result in a materially different fair value.

3. *Business combinations*. The determination of fair values of assets acquired and liabilities assumed in business combinations requires the use of estimates and management judgment, particularly in determining fair values of intangible assets acquired. For example, if different assumptions were used regarding the profitability and expected attrition rates of acquired customer relationships or asset management contracts, different amounts of intangible assets and related amortization could be reported.

4. *Contingent acquisition consideration.* Contingent consideration is required to be measured at fair value at the acquisition date and at each balance sheet date until the contingency expires or is settled. The fair value at the acquisition date is a component of the purchase price; subsequent changes in fair value are reflected in earnings. Most acquisitions made by us have a contingent consideration feature, which is usually based on the acquired entity's profitability (measured in terms of adjusted EBITDA) during a one to five year period after the acquisition date. Significant estimates are required to measure the fair value of contingent consideration, including forecasting profits for the contingency period and the selection of an appropriate discount rate.

5. *Deferred income tax assets.* Deferred income tax assets arise primarily from the recognition of the benefit of certain net operating loss carry-forwards. We must weigh the positive and negative evidence surrounding the future realization of the deferred income tax assets to determine whether a valuation allowance is required, or whether an existing valuation allowance should remain in place. These determinations, which involve projections of future taxable income, require significant management judgment. Changes in judgments, in particular of future taxable earnings, could result in the recognition or de-recognition of a valuation allowance which could impact income tax expense materially.

6. *Uncertain tax positions.* In the ordinary course of business, there is inherent uncertainty in quantifying our income tax positions. We assess our income tax positions and record tax benefits for all years subject to examination by tax authorities based upon an evaluation of the facts and circumstances at the reporting date. For those tax positions where it is more likely than not that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a tax authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

7. *Allowance for uncollectible accounts receivable.* Accounts receivable allowances are determined using a combination of historical experience, current information, and management judgment. Actual collections may differ from our estimates. A 10% increase in the accounts receivable allowance as of December 31, 2018 would increase bad debt expense by $3.1 million.

Reconciliation of non-GAAP financial measures

In this MD&A, we make reference to "adjusted EBITDA" and "adjusted EPS," which are financial measures that are not calculated in accordance with GAAP.

Adjusted EBITDA is defined as net earnings, adjusted to exclude: (i) income tax; (ii) other expense (income); (iii) interest expense; (iv) depreciation and amortization; (v) acquisition-related items (including transaction costs, contingent acquisition consideration fair value adjustments and contingent acquisition consideration-related compensation expense); (vi) restructuring costs and (vii) stock-based compensation expense. We use adjusted EBITDA to evaluate our own operating performance and our ability to service debt, as well as an integral part of our planning and reporting systems. Additionally, we use this measure in conjunction with discounted cash flow models to determine the Company's overall enterprise valuation and to evaluate acquisition targets. We present adjusted EBITDA as a supplemental measure because we believe such measure is useful to investors as a reasonable indicator of operating performance because of the low capital intensity of the Company's service operations. We believe this measure is a financial metric used by many investors to compare companies, especially in the services industry. This measure is not a recognized measure of financial performance under GAAP in the United States, and should not be considered as a substitute for operating earnings, net earnings or cash flow from operating activities, as determined in accordance with GAAP. Our method of calculating adjusted EBITDA may differ from other issuers and accordingly, this measure may not be comparable to measures used by other issuers. A reconciliation of net earnings to adjusted EBITDA appears below.

(in thousands of US$)	Year ended December 31	
	2018	2017
Net earnings	**$ 128,574**	$ 94,074
Income tax	**53,260**	61,907
Other income, net	**(1,281)**	(500)
Interest expense, net	**20,845**	11,895
Operating earnings	**201,398**	167,376
Depreciation and amortization	**78,730**	52,992
Acquisition-related items	**21,975**	14,927
Restructuring costs	**2,938**	3,104
Stock-based compensation expense	**6,394**	4,425
Adjusted EBITDA	**$ 311,435**	$ 242,824

Adjusted EPS is defined as diluted net earnings per share, adjusted for the effect, after income tax, of: (i) the non-controlling interest redemption increment; (ii) income tax expense on enactment of the Tax Cuts and Jobs Act in the United States ("US Tax Reform"); (iii) amortization expense related to intangible assets recognized in connection with acquisitions; (iv) acquisition-related items; (v) restructuring costs and (vi) stock-based compensation expense. We believe this measure is useful to investors because it provides a supplemental way to understand the underlying operating performance of the Company and enhances the comparability of operating results from period to period. Adjusted EPS is not a recognized measure of financial performance under GAAP, and should not be considered as a substitute for diluted net earnings per share from continuing operations, as determined in accordance with GAAP. Our method of calculating this non-GAAP measure may differ from other issuers and, accordingly, this measure may not be comparable to measures used by other issuers. A reconciliation of net earnings to adjusted net earnings and of diluted net earnings per share to adjusted EPS appears below.

(in US$)	Year ended December 31	
	2018	2017
Diluted net earnings per common share	**$ 2.45**	$ 1.31
Non-controlling interest redemption increment	**0.19**	0.57
Income tax expense on enactment of US Tax Reform	**-**	0.34
Amortization of intangible assets, net of tax	**0.77**	0.43
Acquisition-related items	**0.47**	0.34
Restructuring costs, net of tax	**0.05**	0.06
Stock-based compensation expense, net of tax	**0.16**	0.11
Adjusted earnings per share	**$ 4.09**	$ 3.16

We believe that the presentation of adjusted EBITDA and adjusted earnings per share, which are non-GAAP financial measures, provides important supplemental information to management and investors regarding financial and business trends relating to the Company's financial condition and results of operations. We use these non-GAAP financial measures when evaluating operating performance because we believe that the inclusion or exclusion of the items described above, for which the amounts are non-cash or non-recurring in nature, provides a supplemental measure of our operating results that facilitates comparability of our operating performance from period to period, against our business model objectives, and against other companies in our industry. We have chosen to provide this information to investors so they can analyze our operating results in the same way that management does and use this information in their assessment of our core business and the valuation of the Company. Adjusted EBITDA and adjusted earnings per share are not calculated in accordance with GAAP, and should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the costs or benefits associated with the operations of our business as determined in accordance with GAAP. As a result, investors should not consider these measures in isolation or as a substitute for analysis of our results as reported under GAAP.

Percentage revenue variances presented on a local currency basis are calculated by translating the current period results of our non-US dollar denominated operations to US dollars using the foreign currency exchange rates from the periods against which the current period results are being compared. Percentage revenue variances presented on an internal growth basis are calculated assuming acquired entities were owned for the entire current period as well as the entire prior period. Revenue from acquired entities is estimated based on the operating performance of each acquired entity for the year prior to the acquisition date. We believe that these revenue growth rate methodologies provide a framework for assessing the Company's performance and operations excluding the effects of foreign currency exchange rate fluctuations and acquisitions. Since these revenue growth rate measures are not calculated under GAAP, they may not be comparable to similar measures used by other issuers.

We use the term assets under management ("AUM") as a measure of the scale of our Investment Management operations. AUM is defined as the gross assets of the funds, partnerships and accounts to which we provide management and advisory services, including capital that such funds, partnerships and accounts have the right to call from investors pursuant to capital commitments. Our definition of AUM may differ from those used by other issuers and as such may not be directly comparable to similar measures used by other issuers.

Impact of recently adopted accounting standards

Revenue from contracts with customers
Beginning in May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers*, as well as several related ASUs (collectively, the "Revenue Guidance"). The Revenue Guidance clarifies the principles for recognizing revenue and develops a common revenue standard for GAAP and International Financial Reporting Standards. The Revenue Guidance, codified as Accounting Standards Codification Topic No. 606 ("ASC 606") has been adopted retrospectively effective January 1, 2018 and accordingly, comparative information for the year ended December 31, 2017 has been restated. The primary changes are described below.

(a) Accounting for Lease Brokerage revenues
Under previous GAAP, lease brokerage revenues were deferred until the related contingency (e.g. tenant occupancy) was resolved. Under ASC 606, in certain cases revenue will be recognized earlier since the Company's performance obligation will typically be satisfied upon lease execution.

(b) Accounting for reimbursable expenses related to the Company's property management activities
Under the previous GAAP, reimbursable expenses contemplated both performance and payment risk when evaluating whether a principal or agent relationship existed between the Company and its customers. Under ASC 606, principal versus agent indicators were revised with a focus on control over the services provided by third-party service providers. As a result, the revenues related to the Company's property management activities for the year ended December 31, 2017 increased by $146.3 million and the related cost of revenues increased by $146.3 million with no net impact on earnings.

(c) Presentation of contract balances
The Company has revised the presentation of certain amounts in the balance sheet to reflect the adoption of ASC 606, with increases to contract balances and decreases to unbilled revenues and unearned revenues associated with the change in lease brokerage revenue recognition.

Adoption of the standard using the full retrospective method resulted in the restatement of certain previously reported results. These include the recognition of additional revenue and an increase in income tax expense, along with increasing contract balances and accrued expenses. For a chart detailing the impact on the Company's previously reported results for the year ended December 31, 2017 see note 23 of the Consolidated Financial Statements.

Impact of recently issued accounting standards, not yet adopted

The FASB has issued two ASUs related to leases. In February 2016, the FASB issued ASU No. 2016-02, *Leases*. This ASU affects all aspects of lease accounting and has a significant impact to lessees as it requires the recognition of a right-of use asset and a lease liability for virtually all leases including operating leases. In addition to balance sheet recognition, additional quantitative and qualitative disclosures will be required. The Company has catalogued and abstracted key terms of its leases and is using a software solution to assist with the additional accounting and disclosures required. The Company's assets and liabilities will be materially impacted by the recognition of a right-of-use asset and lease liability. Related balance sheet ratios will also be impacted; however, covenant ratio calculations under the Company's revolving credit facility will not be impacted, as they will continue to be based on the accounting standards in place as of December 31, 2017. In July 2018, the FASB issued ASU No. 2018-11, *Codification Improvements to Topic 842, Leases*. This ASU affects narrow aspects of the guidance issued in ASU 2016-02 providing an additional (and optional) alternative transition method to adopt the new leases standard. Under this transition method, an entity initially applies the new leases standard at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. While we are continuing to evaluate the full magnitude of the ASU adoptions on our consolidated financial statements for our existing lease contracts we have decided to elect certain practical expedients allowed by the ASU, including the expedient to forego separating lease and non-lease components in our lessee contracts, which will increase the magnitude of our balance sheet gross-up. The Company will adopt this ASU effective January 1, 2019, with the expectation of electing the new optional transition method offered under ASU 2018-11.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses*. This ASU creates a new framework to evaluate financial instruments, such as trade receivables, for expected credit losses. This new framework replaces the existing incurred loss approach and is expected to result in more timely recognition of credit losses. The standard is effective for annual and interim periods beginning after December 15, 2019 and early adoption is not permitted until years beginning after December 15, 2018. The Company is currently assessing the impact of this ASU on its financial statements.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles – Goodwill and Other: Simplifying the Accounting for Goodwill Impairment* to remove Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Under this guidance, a goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The standard is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted. The Company is currently assessing the impact of this ASU on its financial statements.

In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities,* which increases the scope of hedge accounting for both financial and nonfinancial strategies. The standard is effective for annual and interim periods beginning after December 15, 2018, with early adoption permitted. The Company is currently assessing the impact of this ASU on its financial statements and does not anticipate a material impact as the Company's interest rate swaps are currently accounted for as cash flow hedges, are deemed to be effective as hedges and are already reported in other comprehensive income.

In February 2018, the FASB issued ASU 2018-02, *Income Statement – Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. This ASU provides an option to reclassify stranded tax effects within accumulated other comprehensive income to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate (or portion thereof) is recorded. The standard is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted. The Company is currently assessing the impact of this ASU on its financial statements.

In August 2018, the FASB issued ASU 2018-15, *Intangibles – Goodwill and Other – Internal-Use software (Subtopic 350-40).* This ASU aligns the capitalizing of implementation costs incurred in relation to a hosting arrangement with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. It also requires that these capitalized costs are to be expensed over the term of the hosting arrangement and to the same line as the hosting arrangement. The standard is effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted and should be applied either retrospectively or prospectively after the date of adoption. The Company is currently assessing the impact of this ASU on its financial statements.

Impact of IFRS

On January 1, 2011, many Canadian companies were required to adopt IFRS. In 2004, in accordance the rules of the CSA, Old FSV elected to report exclusively using US GAAP and further elected not to adopt IFRS on January 1, 2011. Under the rules of the CSA, the Company is permitted to continue preparing financial statements in accordance with US GAAP going forward.

Financial instruments

Periodically we use financial instruments as part of our strategy to manage the risk associated with interest rates and currency exchange rates. We do not use financial instruments for trading or speculative purposes. As at the date of this MD&A, the Company had interest rate swap agreements to convert the LIBOR floating rate interest on $200.0 million of US dollar denominated debt to a fixed rate (see Note 18 to the Consolidated Financial Statements for a full description). Financial instruments involve risks, such as the risk that counterparties may fail to honor their obligations under these arrangements. If we have financial instruments outstanding and such events occur, our results of operations and financial position may be adversely affected.

Off-balance sheet arrangements
The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial performance or financial condition other than the payments which may be required to be made under the long term arrangement contained in the restated management services agreement with Colliers, Jayset Management CIG Inc. and Jay S. Hennick, (see Note 12 to the Consolidated Financial Statements for a full description).

Transactions with related parties
The Company has entered into office space rental arrangements and property management contracts with minority shareholders of certain subsidiaries. The business purpose of the transactions is to rent office space for the Company and to generate property management revenues for the Company. The recorded amount of the rent expense for the year ended December 31, 2018 was $0.4 million (2017 - $0.4 million). The recorded amount of the property management revenues for year ended December 31, 2018 was $0.6 million (2017 - $0.6 million). These amounts are settled monthly in cash and are priced at market rates. The rental arrangements have fixed terms of up to 10 years. The property management contracts have terms of one to three years.

As at December 31, 2018, the Company had $6.5 million of loans receivable from non-controlling shareholders (December 31, 2017 - $8.1 million). The majority of the loans receivable represent amounts assumed in connection with acquisitions and amounts issued to non-controlling interests to finance the sale of non-controlling interests in subsidiaries to senior managers. The loans are of varying principal amounts and interest rates which range from nil to 4.0%. These loans are due on demand or mature on various dates up to 2026, but are open for repayment without penalty at any time.

Outstanding share data
The authorized capital of the Company consists of an unlimited number of preference shares, issuable in series, an unlimited number of Subordinate Voting Shares and an unlimited number of Multiple Voting Shares. The holders of Subordinate Voting Shares are entitled to one vote in respect of each Subordinate Voting Share held at all meetings of the shareholders of the Company. The holders of Multiple Voting Shares are entitled to twenty votes in respect of each Multiple Voting Share held at all meetings of the shareholders of the Company. Each Multiple Voting Share is convertible into one Subordinate Voting Share at any time at the election of the holders thereof.

As of the date hereof, the Company has outstanding 38,017,392 Subordinate Voting Shares and 1,325,694 Multiple Voting Shares. In addition, as at the date hereof 2,257,475 Subordinate Voting Shares are issuable upon exercise of options granted under the Company's stock option plan.

On July 16, 2018, the Company announced a Normal Course Issuer Bid ("NCIB") effective from July 18, 2018 to July 17, 2019. The Company is entitled to repurchase up to 2,800,000 Subordinate Voting Shares on the open market pursuant to the NCIB. Any shares purchased under the NCIB will be cancelled.

Canadian tax treatment of common share dividends
For the purposes of the enhanced dividend tax credit rules contained in the *Income Tax Act (Canada)* and any corresponding provincial and territorial tax legislation, all dividends (and deemed dividends) paid by us to Canadian residents on our Subordinate Voting Shares and Multiple Voting Shares are designated as "eligible dividends". Unless stated otherwise, all dividends (and deemed dividends) paid by us hereafter are designated as "eligible dividends" for the purposes of such rules.

Disclosure controls and procedures
Our Chief Executive Officer and Chief Financial Officer, with the assistance and participation of other Company management, have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Canada by National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings and in the United States by Rules 13a-15(e) and 15d-15(e) of the United States Securities and Exchange Act of 1934, as amended (the "Exchange Act")) as of December 31, 2017 (the "Evaluation Date"). Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective to give reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under Canadian securities legislation and the Exchange Act is: (i) recorded, processed, summarized and reported within the time periods specified therein; and (ii) accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in internal control over financial reporting
During the year ended December 31, 2018, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Legal proceedings
Colliers is involved in various legal claims associated with the normal course of operations and believes it has made adequate provision for such legal claims.

Spin-off risk
Although the Spin-off is complete, the transaction exposes Colliers to certain ongoing risks. The Spin-off was structured to comply with all the requirements of the public company "*butterfly rules*" in the *Income Tax Act* (Canada). However, there are certain requirements of these rules that depend on events occurring after the Spin-off is completed or that may not be within the control of Colliers and/or FirstService. If these requirements are not met, Colliers could be exposed to significant tax liabilities which could have a material effect on the financial position of Colliers. In addition, Colliers has agreed to indemnify FirstService for certain liabilities and obligations related to its business at the time of the Spin-off. These indemnification obligations could be significant. These risks are more fully described in the Management Information Circular of Old FSV dated March 16, 2015, which is available under Colliers' SEDAR profile at www.sedar.com and on EDGAR at www.sec.gov.

Forward-looking statements and risks
This MD&A contains forward-looking statements with respect to expected financial performance, strategy and business conditions. The words "believe," "anticipate," "estimate," "plan," "expect," "intend," "may," "project," "will," "would," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risk and uncertainties. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Factors which may cause such differences include, but are not limited to those set out below, those set out above under "Spin-off risk" and those set out in detail in the "Risk Factors" section of the Company's Annual Information Form:

- Economic conditions, especially as they relate to commercial and consumer credit conditions and business spending, particularly in regions where our operations may be concentrated.
- Commercial real estate property values, vacancy rates and general conditions of financial liquidity for real estate transactions.
- Trends in pricing and risk assumption for commercial real estate services.
- The effect of significant movements in average cap rates across different property types.
- The impact of changes in the market value of assets under management on the performance of our Investment Management business.
- A reduction by companies in their reliance on outsourcing for their commercial real estate needs, which would affect our revenues and operating performance.
- Competition in the markets served by the Company.
- Integration of the recently acquired Harrison Street operations and any further Investment Management acquisitions.
- The ability to attract new clients and to retain major clients and renew related contracts.
- The ability to retain and incentivize advisors.
- Increases in wage and benefit costs.
- The effects of changes in interest rates on our cost of borrowing.
- Unexpected increases in operating costs, such as insurance, workers' compensation and health care.

- Changes in the frequency or severity of insurance incidents relative to our historical experience.
- The effects of changes in foreign exchange rates in relation to the US dollar on the Company's Euro, Canadian dollar, Australian dollar and UK pound sterling denominated revenues and expenses.
- Our ability to identify and make acquisitions at reasonable prices and successfully integrate acquired operations.
- The ability to execute on, and adapt to, information technology strategies and trends.
- The ability to comply with laws and regulations related to our global operations, including real estate licensure, labour and employment laws and regulations, as well as the anti-corruption laws and trade sanctions.
- Political conditions, including political instability, elections, referenda, trade policy changes, immigration policy changes and any outbreak or escalation of hostilities or terrorism and the impact thereof on our business.
- Changes in government laws and policies at the federal, state/provincial or local level that may adversely impact our businesses.

We caution that the foregoing list is not exhaustive of all possible factors, as other factors could adversely affect our results, performance or achievements. The reader is cautioned against undue reliance on these forward-looking statements. Although we believe that the assumptions underlying our forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the results contemplated in such forward-looking statements will be realized. The inclusion of such forward-looking statements should not be regarded as a representation by the Company or any other person that the future events, plans or expectations contemplated by the Company will be achieved. We note that past performance in operations and share price are not necessarily predictive of future performance. We disclaim any intention and assume no obligation to update or revise any forward-looking statement even if new information becomes available, as a result of future events or for any other reason.

Additional information

Additional information about Colliers, including our Annual Information Form for the year ended December 31, 2018, is available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov. Further information about us can also be obtained at www.colliers.com.

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Annual Report on Form 40-F for the year ended December 31, 2018 of Colliers International Group Inc. of our report dated February 22, 2019, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting which appears in Exhibit 2 incorporated by reference in this Annual Report.

/s/ PricewaterhouseCoopers LLP
Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada
February 22, 2019

EXHIBIT 31

CERTIFICATION
PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Jay S. Hennick, certify that:

1. I have reviewed this annual report on Form 40-F of Colliers International Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

February 22, 2019

/s/ Jay S. Hennick
Jay S. Hennick
Chairman and Chief Executive Officer

CERTIFICATION
PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, John B. Friedrichsen, certify that:

1. I have reviewed this annual report on Form 40-F of Colliers International Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

February 22, 2019

/s/ John B. Friedrichsen
John B. Friedrichsen
Chief Financial Officer

EXHIBIT 32

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT
TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 40-F of Colliers International Group Inc. (the "Company") for the year ended December 31, 2018 (the "Report") filed with the United States Securities and Exchange Commission on the date hereof, I, Jay S. Hennick, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as enacted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2019

/s/ Jay S. Hennick
Jay S. Hennick
Chairman and Chief Executive Officer

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT
TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 40-F of Colliers International Group Inc. (the "Company") for the year ended December 31, 2018 (the "Report") filed with the United States Securities and Exchange Commission on the date hereof, I, John B. Friedrichsen, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as enacted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2019

/s/ John B. Friedrichsen
John B. Friedrichsen
Chief Financial Officer