
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 2, 2024

CARLYLE
The Carlyle Group Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35538
(Commission
File Number)

45-2832612
(IRS Employer
Identification No.)

1001 Pennsylvania Avenue, NW
Washington, DC 20004-2505
(Address of Principal Executive Offices) (Zip Code)

(202) 729-5626
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CG	The Nasdaq Global Select Market
4.625% Subordinated Notes due 2061 of Carlyle Finance L.L.C.	CGABL	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, 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. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 3, 2024, The Carlyle Group Inc. (the “Company”) issued a press release announcing that effective May 1, 2024, Afsaneh M. Beschloss will join the Board of Directors (the “Board”) of the Company as a Class III director. The appointment was approved by the Board on April 2, 2024. In addition, on April 2, 2024, Dr. Thomas S. Robertson indicated to the Company that he intends to retire from the Board after 12 years of dedicated service and will not stand for reelection at the 2024 Annual Meeting of Shareholders on May 29, 2024.

Ms. Beschloss, 68, is an economist, a leader in sustainable and inclusive investing and policy, and founder and CEO of RockCreek, one of the world’s largest women-owned investment firms. Previously, she was Managing Director and partner at The Carlyle Group from 2001 to 2003. As the World Bank’s Treasurer and Chief Investment Officer, she led the Bank’s investments, balance sheet management, ratings, borrowings, and innovations in financial products and in technology. Prior to this, she led the World Bank’s investments and policy work in the renewable energy, power, and infrastructure sectors, notably pioneering investments in natural gas, wind, and solar energy. Previously, she worked in corporate finance at JP Morgan. Ms. Beschloss has advised various governments, central banks, and regulatory agencies on financial policy and energy policy.

Ms. Beschloss currently serves on the boards of trustees of the Council on Foreign Relations, the Rockefeller Foundation, where she chairs the Investment Committee, the Bretton Woods Committee, where she co-chairs the Future of Finance Working Group, Georgetown University, and the PBS Foundation where she serves as chair. She was recognized by Carnegie Corporation in their “Great Immigrants, Great Americans 2020” list, received the Robert F. Kennedy Human Rights Ripple of Hope Award and the Institutional Investor Lifetime Achievement Award, and has been listed among the “Most Powerful Women in Banking” by American Banker. She is the co-author of *The Economics of Natural Gas* (Oxford University Press) and author of numerous journal articles on innovations in finance, energy economics, and renewable energy investing. Ms. Beschloss holds an MPhil (Honors) in Economics from the University of Oxford, where she taught international trade and economic development.

No action has been taken at this time with respect to Ms. Beschloss’s committee appointments. The number of authorized directors on the Board will be increased from 13 to 14 effective as of May 1, 2024, in connection with the appointment of Ms. Beschloss to the Board. The number of authorized directors on the Board will be decreased from 14 to 13 effective as of May 29, 2024, in connection with Mr. Robertson’s retirement.

Ms. Beschloss will receive the annual compensation we provide to non-employee directors as described in the “Director Compensation” section of the Company’s definitive proxy statement for the 2023 Annual Meeting of Shareholders filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 12, 2023, as may be updated from time to time in our filings with the SEC.

Item 7.01 Regulation FD Disclosure.

A copy of the Company’s press release regarding the matters described above has been furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of The Carlyle Group Inc., dated April 3, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Carlyle Group Inc.

Date: April 3, 2024

By: /s/ Jeffrey W. Ferguson

Name: Jeffrey W. Ferguson

Title: General Counsel

News Release

April 3, 2024

Carlyle Appoints Afsaneh M. Beschloss as an Independent Director

Dr. Thomas S. Robertson retires from the Board after 12 years of service

NEW YORK and WASHINGTON – Global investment firm Carlyle (NASDAQ: CG) today announced the appointment of Afsaneh M. Beschloss, a leader in sustainable and inclusive investing (and policy) and founder and CEO of RockCreek, one of the world’s largest women-owned investment firms, to serve as an independent director on its Board of Directors, effective May 1, 2024, increasing Carlyle’s Board to 14 members.

Dr. Thomas S. Robertson has indicated to Carlyle that he intends to retire from the Board after 12 years of dedicated service and will not stand for reelection at the 2024 Annual Meeting of Shareholders, at which time the Board will decrease to 13 members.

Ms. Beschloss’s distinguished career includes serving as the World Bank’s Treasurer and Chief Investment Officer, where she oversaw investments, balance sheet management, ratings, borrowings, and innovations in financial products and in technology. Ms. Beschloss’s tenure at the World Bank was marked by her leadership in investments and policy work in the renewable energy, power, and infrastructure sectors, notably pioneering investments in natural gas, wind and solar energy. Ms. Beschloss formerly was a Managing Director and Partner at Carlyle from 2001 to 2003 and began her career in corporate finance at JP Morgan. In addition, Ms. Beschloss has advised various governments, central banks, and regulatory agencies on financial policy and energy policy.

Carlyle Co-Founders and Co-Chairmen of the Board, Bill Conway and David Rubenstein, said, “We welcome Afsaneh to Carlyle’s Board and look forward to the benefit of her broad experience. We are incredibly grateful to Tom for his many contributions and wise counsel to Carlyle since our IPO. We thank him for his years of distinguished service and wish him well in his retirement from the Board.”

Lawton Fitt, Lead Independent Director of Carlyle, added, “On behalf of the Board I am pleased to welcome Afsaneh as a new director. We are confident that her extensive background as a leader in sustainable investing, economics, and international business will be invaluable to Carlyle as we continue to grow and seek to deliver long-term value for all our stakeholders.”

Afsaneh Beschloss said, “I am delighted to be joining Carlyle’s Board. The firm has many differentiating qualities, including a highly-skilled team across a diversified global platform, and I look forward to Carlyle’s continued dynamic transformation and inclusive long-term growth.”

Dr. Thomas S. Robertson noted, “It has been a distinct honor to serve alongside the dedicated members of the Board. Carlyle has a bright future ahead, and I look forward to following its continued success.”

Ms. Beschloss currently serves on the boards of trustees of the Council on Foreign Relations, the Rockefeller Foundation, where she chairs the Investment Committee, the Bretton Woods Committee, where she co-chairs the Future of Finance Working Group, Georgetown University, and the PBS Foundation where she serves as chair. She was recognized by Carnegie Corporation in their “Great Immigrants, Great Americans 2020” list, received the Robert F. Kennedy Human Rights Ripple of Hope Award and the Institutional Investor Lifetime Achievement Award, and has been listed among the “Most Powerful Women in Banking” by American Banker. She is the co-author of *The Economics of Natural Gas* (Oxford University Press) and author of numerous journal articles on innovations in finance, energy economics, and renewable energy investing.

Ms. Beschloss holds an MPhil (Honors) in Economics from the University of Oxford, where she taught international trade and economic development.

About Carlyle

Carlyle (NASDAQ: CG) is a global investment firm with deep industry expertise that deploys private capital across its business and conducts its operations through three business segments: Global Private Equity, Global Credit and Global Investment Solutions. With \$426 billion of assets under management as of December 31, 2023, Carlyle's purpose is to invest wisely and create value on behalf of its investors, portfolio companies, and the communities in which we live and invest. Carlyle employs more than 2,200 people in 28 offices across four continents. Further information is available at www.carlyle.com. For more, follow Carlyle on LinkedIn and X.

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Forward-Looking Statements

This press release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements include, but are not limited to, statements related to our expectations, estimates, beliefs, projections, future plans and strategies, anticipated events or trends, and similar expressions and statements that are not historical facts, including our expectations regarding the performance of our business, our financial results, our liquidity and capital resources, contingencies, and our dividend policy. You can identify these forward-looking statements by the use of words such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “seeks,” “approximately,” “predicts,” “intends,” “plans,” “estimates,” “anticipates,” or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks, uncertainties, and assumptions. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements including, but not limited to, those described under the section entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 22, 2024, as such factors may be updated from time to time in our periodic filings with the SEC, which are accessible on the SEC’s website at www.sec.gov. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in our Annual Report on Form 10-K and in our other periodic filings with the SEC. We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments, or otherwise, except as required by applicable law.

This release does not constitute an offer for any Carlyle fund.