

FREQUENTLY ASKED QUESTIONS REGARDING COLONY NORTHSTAR CREDIT REAL ESTATE, INC. NYSE LISTING AND RELATED ITEMS

About the Company

NYSE Listing

On February 1, 2018, Colony NorthStar Credit Real Estate, Inc. (Colony NorthStar Credit) listed its shares of Class A common stock on the New York Stock Exchange (NYSE), under the ticker symbol "CLNC."

About Colony NorthStar Credit

Colony NorthStar Credit (NYSE: CLNC) is a newly organized Maryland corporation focused on originating, acquiring, financing and managing a diversified portfolio consisting primarily of commercial real estate (CRE) senior mortgage loans, mezzanine loans, preferred equity, debt securities and net leased properties predominantly in the United States. Colony NorthStar Credit was created through the combination of a select portfolio of assets and liabilities of Colony NorthStar, Inc. (Colony NorthStar; NYSE: CLNS) with substantially all of the assets and liabilities of NorthStar Real Estate Income Trust, Inc. (NorthStar I) and all of the assets and liabilities of NorthStar Real Estate Income II, Inc. (NorthStar II). Colony NorthStar Credit is externally managed by a subsidiary of Colony NorthStar. Through the Combination, Colony NorthStar Credit, has a diversified portfolio with approximately \$5.1 billion¹ in total assets and \$3.3 billion¹ in equity value, making it one of the largest publicly traded CRE credit REITs by shareholders' equity.

At special meetings held on January 18, 2018, NorthStar I and NorthStar II stockholders approved the merger of NorthStar I and NorthStar II, respectively, with and into Colony NorthStar Credit in a stock-for-stock transaction pursuant to the tri-party agreement, dated as of August 25, 2017 and amended and restated on November 20, 2017.

Colony NorthStar Credit's Competitive Edge

- Large diversified and stabilized portfolio with \$5.1 billion¹ in assets under management
- Yield-focused with capital appreciation upside
- Nimble and differentiated investment strategy across the capital structure
- Access to Colony NorthStar's seasoned management team and extensive sourcing capabilities
- Disciplined underwriting and asset selection with deep knowledge across asset types
- Significant transaction and asset management experience and support through Colony NorthStar, with over 500 employees
- Alignment of interests and significant ownership maintained by Colony NorthStar (~37% of the consideration on a fully diluted basis)
- Embedded new investment capacity to continue to advance the investment objectives of Colony NorthStar Credit with over \$2 billion of originations capacity in 2018
- Earnings growth potential due to low company leverage and ample liquidity to originate new investments and scale Company assets under management

Dividend Policy

The Company has a book value per share of approximately \$25² and the Company anticipates an initial annualized dividend yield of approximately 7% of its book value per share.² Any dividend will be subject to approval by the Company's Board of Directors.

Executive Management Team

Colony NorthStar Credit is led by a highly experienced, cohesive team with a demonstrated track record and unwavering commitment to create stockholder value.

Kevin Traenkle – Chief Executive Officer

- Executive Vice President and Chief Investment Officer of Colony NorthStar, Inc.
- 24 year veteran of Colony NorthStar and predecessor entities
- Involved in many facets of Colony NorthStar, including business strategy, product development, global client relations, oversight of individual investment and divestment decisions, as well as portfolio construction and risk management

Sujan Patel – Chief Financial Officer

- Managing Director and Co-Head of U.S. Investment Management of Colony NorthStar, Inc.
- 11 year veteran of Colony NorthStar and predecessor entities (16 years total commercial real estate experience)
- Responsible for the sourcing, structuring and execution of Colony NorthStar's opportunistic equity, credit oriented investments and strategic investments

David Palamé – General Counsel and Secretary

- Managing Director and Deputy General Counsel of Colony NorthStar, Inc.
- 11 year veteran of Colony NorthStar and predecessor entities
- Responsible for global legal, private capital formation, investment allocation and support for the Colony NorthStar business

Neale Redington – Chief Accounting Officer

- Managing Director and Chief Accounting Officer of Colony NorthStar, Inc.
- 10 year veteran of Colony NorthStar and predecessor entities
- Responsible for financial accounting and reporting for firm-sponsored investments and related affiliates and subsidiaries of Colony NorthStar

Management Agreement Terms

Colony NorthStar Credit will be externally managed, pursuant to a management agreement with a subsidiary of Colony NorthStar consistent with the following market standard terms:

- base management fee of 1.5% of stockholders' equity;
- incentive management fee of 20% of core earnings over a 7% hurdle rate;
- initial term of three years, annual renewals thereafter unless either party elects to terminate; and
- termination fee of three times the average annual base and incentive management fees earned over prior two years.

Stock Repurchase Program

The Company's Board of Directors has authorized an up to \$300 million Class A common stock repurchase program, effective until March 31, 2019, which may include open market purchases and/or through tender offers. If the Company repurchases shares in the open market under this program, such repurchases will not begin until after the release of the Company's financial statements for the year ended December 31, 2017, which is anticipated in early March.

Operational Details

Colony NorthStar Credit's transfer agent is American Stock & Transfer (AST).

For shareholders of record before the listing on February 1, 2018, please note that:

- If your shares were held with a clearing firm such as **Charles Schwab, Fidelity, Pershing, TD Ameritrade or Wells Fargo Clearing Services**, your shares will be electronically transferred to your brokerage account. You can sell your shares through your brokerage account.
- If your shares were held with a self-clearing firm such as **Ameriprise Financial Services or LPL Financial**, your shares will be electronically transferred to your brokerage account. You can sell your shares through your brokerage account.
- If your shares are held directly at the fund, you will receive a statement from AST at your address of record and you may need to contact your financial advisor for assistance.
 - AST can be reached via a dedicated phone line at (866) 751-6317 between 8:00 am and 8:00 pm Eastern Time, Monday through Friday. Shareholders can also access information on AST's website at www.astfinancial.com or inquiries can be sent via email at help@astfinancial.com.

Will AST have my historical account information?

Yes, all account information is being transferred to AST. Investors will have the same 6-digit account number (5XXXXX) as their NorthStar investment. However, if the investor has two identical account numbers due to investments in NorthStar I and NorthStar II, one of the account numbers will begin with 9000 so the full account number will be 90005XXXXX.

Stock Information

Stockholder Ownership

The relative percentage interests of Colony NorthStar, NorthStar I and NorthStar Income II were based on the agreed-upon estimated value of each party's contributed equity as of the date of the combination agreement.

The estimated contribution values and associated exchange ratios were approved by the respective special committees and boards of directors of NorthStar I and NorthStar II and by the board of directors of Colony NorthStar, and were established by the parties through a valuation process that included, among other things, a review of valuation ranges provided by Duff & Phelps, LLC, a nationally recognized third-party independent valuation and consulting firm, for the assets and certain liabilities of the parties to the Combination as of March 31, 2017, as adjusted by the parties for subsequent earnings, distribution activity and share redemptions, as applicable.

The valuation methodologies were consistently applied across all parties. The estimated value of NorthStar I's contributed equity was approximately 32% of the total equity contributed by the parties to the Combination, and the estimated value of NorthStar II's contributed equity was approximately 31% of the total equity contributed by the parties to the Combination. NorthStar I stockholders are receiving 0.3532 shares for every share they own. NorthStar II stockholders are receiving 0.3511 shares for every share they own. Conversion ratios are based on values as discussed above.

Colony NorthStar owns a series of common shares in Colony NorthStar Credit, as well as units in the operating partnership, which result in Colony NorthStar owning approximately 37% of Colony NorthStar Credit on a fully diluted basis.

1. Based on financials as of September 30, 2017, on a pro forma basis assuming the closing of the Combination. 2. Based on the Company's unaudited pro forma condensed combined balance sheet as of September 30, 2017, and reflecting pro forma transaction adjustments, including the impact of fair value, consolidation and various closing adjustments.

Forward-Looking Statements

This material may contain forward-looking statements within the meaning of the federal securities laws. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward-looking statements by the use of forward-looking terminology such as "may," "will," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," or "potential" or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and contingencies, many of which are beyond our control, and may cause actual results to differ significantly from those expressed in any forward-looking statement. Among others, the following uncertainties and other factors could cause actual results to differ from those set forth in the forward-looking statements: operating costs and business disruption may be greater than expected; Colony NorthStar Credit's operating results after the Combination may differ materially from the pro forma information presented in Colony NorthStar Credit's Registration Statement on Form S-4; the fair value of Colony NorthStar Credit's investments may be subject to uncertainties; Colony NorthStar Credit's use of leverage could hinder its ability to make distributions and may significantly impact its liquidity position; given Colony NorthStar Credit's dependence on its external manager, an affiliate of Colony NorthStar, any adverse changes in the financial health or otherwise of its manager or Colony NorthStar could hinder Colony NorthStar Credit's operating performance and return on stockholder's investment; the ability to realize substantial efficiencies as well as anticipated strategic and financial benefits; and the impact of legislative, regulatory and competitive changes. The foregoing list of factors is not exhaustive. Additional information about these and other factors can be found in the Company's reports filed from time to time with the Securities and Exchange Commission, including under the heading "Risk Factors" in Colony NorthStar Credit's Registration Statement on Form S-4 (333-221685). We caution investors not to unduly rely on any forward-looking statements. The forward-looking statements speak only as of the date of this material. Colony NorthStar Credit is under no duty to update any of these forward-looking statements after the date of this material, nor to conform prior statements to actual results or revised expectations, and Colony NorthStar Credit does not intend to do so.

Additional Questions

Website

www.clncredit.com

Investor Relations

(877) 940-8777, extension 1