



Colony NorthStar, Inc. Announces Pricing of \$300 Million of 7.15% Preferred Stock Offering

May 24, 2017

LOS ANGELES & NEW YORK--(BUSINESS WIRE)--May 24, 2017-- Colony NorthStar, Inc. (the "Company") (NYSE: CLNS) today announced it has priced 12,000,000 shares of 7.15% Series I Cumulative Redeemable Perpetual Preferred Stock ("Series I Preferred Stock") with a liquidation preference of \$25.00 per share. In addition, the Company has granted the underwriters a 30-day option to purchase an additional 1,800,000 shares of the 7.15% Series I Preferred Stock on the same terms and conditions. The offering is expected to close on or about June 5, 2017, subject to customary closing conditions. Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC and UBS Securities LLC are acting as joint book-running managers for the offering. Citigroup Global Markets Inc. and Keefe, Bruyette & Woods, Inc., a Stifel Company are acting as co-managers.

The Company estimates the net proceeds from the offering, after deducting the underwriting discounts and commissions and estimated offering expenses payable by the Company, will be approximately \$289.9 million, or approximately \$333.5 million if the underwriters' option to purchase additional shares is exercised in full. The Company intends to use the net proceeds of this offering to redeem some or all of the shares of its 8.75% Series A Cumulative Redeemable Perpetual Preferred Stock and 8.50% Series F Cumulative Redeemable Perpetual Preferred Stock outstanding and to use any remaining net proceeds for other general corporate purposes.

The offering of the Series I Preferred Stock will be made under the Company's automatically effective shelf registration statement, which was filed with the Securities and Exchange Commission (SEC). The offering will be made only by means of a prospectus supplement and prospectus, which have been filed with the SEC. Before you invest, you should read the applicable prospectus supplement and prospectus for more complete information about the Company and the offering. You may obtain these documents free of charge by visiting the SEC website at www.sec.gov. Alternatively, you may obtain copies, when available, by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated at NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte NC 28255-0001, Attn: Prospectus Department, or by emailing dg.prospectus_requests@haml.com; J.P. Morgan Securities LLC, 383 Madison Avenue, New York, New York 10179, Attention Investment Grade Syndicate Desk, telephone: (212) 834-4533; Morgan Stanley & Co. LLC at 180 Varick Street, 2nd Floor, New York, NY 10014, Attn: Prospectus Department; RBC Capital Markets, LLC, 200 Vesey Street, 8th Floor, New York, New York 10281, Attn: Transaction Management, telephone: (866) 375-6829, or by email at rbcnfixedincomeprospectus@rbccm.com; or UBS Securities LLC, 1285 Avenue of the Americas, New York, New York 10019, Attention: Prospectus Specialist, telephone: (888) 827-7275.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Colony NorthStar, Inc.

Colony NorthStar, Inc. is a leading global real estate and investment management firm. The Company resulted from the January 2017 merger between Colony Capital, Inc., NorthStar Asset Management Group Inc. and NorthStar Realty Finance Corp. The Company has significant property holdings in the healthcare, industrial and hospitality sectors, other equity and debt investments and an embedded institutional and retail investment management business. The Company currently has assets under management of \$56 billion and manages capital on behalf of its stockholders, as well as institutional and retail investors in private funds, non-traded and traded real estate investment trusts and registered investment companies. In addition, the Company owns NorthStar Securities, LLC, a captive broker-dealer platform which raises capital in the retail market. The firm maintains principal offices in Los Angeles and New York, with more than 500 employees in offices located across 17 cities in ten countries. The Company will elect to be taxed as a real estate investment trust, or REIT, for U.S. federal income tax purposes. For additional information regarding the Company and its management and business, please refer to www.clns.com.

Forward-Looking Statements

This press release may contain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange of 1934, as amended. 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. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

Forward-looking statements involve known and unknown risks, uncertainties, assumptions and contingencies, many of which are beyond the Company's control, and may cause the Company's actual results to differ significantly from those expressed in any forward-looking statement. Factors that might cause such a difference include, without limitation, our failure to achieve anticipated synergies in and benefits of the completed merger among NorthStar Asset Management Group Inc., Colony Capital, Inc. and NorthStar Realty Finance Corp., Colony NorthStar's liquidity, including its ability to complete identified monetization transactions and other potential sales of non-core investments, whether the Company will be able to maintain its qualification as a REIT for U.S. federal income tax purposes, the timing of and ability to deploy available capital, the timing of and ability to complete repurchases of the Company's stock, the Company's ability maintain inclusion and relative performance on the MSCI U.S. REIT Index, the Company's leverage, including the timing and amount of borrowings under its credit facility, increased interest rates and operating costs, adverse economic or real estate developments in the Company's markets, the Company's failure to successfully operate or lease acquired properties, decreased rental rates, increased vacancy rates or failure to renew or replace expiring leases, defaults on or non-renewal of leases by tenants, the impact of economic conditions on the borrowers of the Company's commercial real estate debt investments and the commercial mortgage loans underlying its commercial mortgage backed securities, adverse general and local economic conditions, an unfavorable capital market environment, decreased leasing activity or lease renewals, and other risks and uncertainties detailed in our filings with the U.S. Securities and Exchange Commission ("SEC"). All forward-looking statements reflect the Company's good faith beliefs, assumptions and expectations, but they are not

guarantees of future performance. For a detailed discussion of the risks and uncertainties that may cause the Company's actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements, see the section entitled "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 filed with the SEC on February 28, 2017 and other risks described in documents subsequently filed by the Company from time to time in the future with the SEC.

The Company cautions investors not to unduly rely on any forward-looking statements. The forward-looking statements speak only as of the date of this press release. The Company is under no duty to update any of these forward-looking statements after the date of this press release, nor to conform prior statements to actual results or revised expectations, and the Company does not intend to do so.

Source: Colony NorthStar, Inc.

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Source: Colony NorthStar, Inc.

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