



Colony NorthStar Credit Real Estate, Inc.

Combination of Certain Debt and Equity Investments from Colony NorthStar, Inc., NorthStar Real Estate Income Trust, Inc. and NorthStar Real Estate Income II, Inc.

*Creating a Leading Commercial
Real Estate Credit REIT*



NYSE: CLNS | A Diversified Equity REIT

Forward-Looking Statements



Cautionary Statement Regarding Forward-Looking Statements

This presentation 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: the failure to receive, on a timely basis or otherwise, the required approvals by NorthStar Real Estate Income Trust, Inc. and NorthStar Real Estate Income II, Inc. stockholders, government or regulatory agencies and third parties; the risk that a condition to closing of the combination may not be satisfied; each company's ability to consummate the combination; operating costs and business disruption may be greater than expected; the ability of each company to retain its senior executives and maintain relationships with business partners pending consummation of the combination; the ability to realize substantial efficiencies and synergies as well as anticipated strategic and financial benefits and the impact of legislative, regulatory and competitive changes and other risk factors relating to the industries in which each company operates, as detailed from time to time in each company's reports filed with Securities and Exchange Commission ("SEC"). There can be no assurance that the combination will in fact be consummated.

None of Colony NorthStar, Inc., NorthStar Real Estate Income Trust, Inc., NorthStar Real Estate Income II, Inc. or any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. The forward-looking statements speak only as of the date of this presentation. None of Colony NorthStar, Inc., NorthStar Real Estate Income Trust, Inc. or NorthStar Real Estate Income II, Inc. are under any duty to update any of these forward-looking statements after the date of this presentation, nor to conform prior statements to actual results or revised expectation, and none of Colony NorthStar, Inc., NorthStar Real Estate Income Trust, Inc. or NorthStar Real Estate Income II, Inc. intends to do so.

Additional Information and Where to Find It

In connection with the proposed transaction, Colony NorthStar, Inc., NorthStar Real Estate Income Trust, Inc. and NorthStar Real Estate Income II, Inc. will cause Colony NorthStar Credit Real Estate, Inc., the surviving company of the combination, to file with the SEC a registration statement on Form S-4 that will include a joint proxy statement of NorthStar Real Estate Income Trust, Inc. and NorthStar Real Estate Income II, Inc. and that also will constitute a prospectus of Colony NorthStar Credit Real Estate, Inc.. Each of Colony NorthStar, Inc., NorthStar Real Estate Income Trust, Inc. and NorthStar Real Estate Income II, Inc. may also file other documents with the SEC regarding the proposed transaction. This document is not a substitute for the joint proxy statement/prospectus or registration statement or any other document which Colony NorthStar, Inc., NorthStar Real Estate Income Trust, Inc. or NorthStar Real Estate Income II, Inc. may file with the SEC. INVESTORS AND SECURITY HOLDERS OF COLONY NORTHSTAR, INC., NORTHSTAR REAL ESTATE INCOME TRUST, INC. AND NORTHSTAR REAL ESTATE INCOME II, INC. ARE URGED TO READ THE REGISTRATION STATEMENT, THE JOINT PROXY STATEMENT/PROSPECTUS, THE CURRENT REPORT ON FORM 8-K TO BE FILED BY EACH OF COLONY NORTHSTAR, INC., NORTHSTAR REAL ESTATE INCOME TRUST, INC. AND NORTHSTAR REAL ESTATE INCOME II, INC. IN CONNECTION WITH THE ANNOUNCEMENT OF THE ENTRY INTO THE COMBINATION AGREEMENT AND ANY OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors and security holders may obtain free copies of the registration statement and the joint proxy statement/prospectus (when available) and other documents filed with the SEC by Colony NorthStar, Inc., NorthStar Real Estate Income Trust, Inc. and NorthStar Real Estate Income II, Inc. through the website maintained by the SEC at www.sec.gov or by contacting the investor relations department of Colony NorthStar, Inc., NorthStar Real Estate Income Trust, Inc. or NorthStar Real Estate Income II, Inc. at the following:

Contacts:

Colony NorthStar, Inc.

Darren J. Tangen
Executive Vice President and Chief Financial Officer
310-552-7230

Kevin P. Traenkle
Executive Vice President and Chief Investment Officer
310-552-7212

Lasse Glasser
Addo Investor Relations
310-829-5400

NorthStar Real Estate Income Trust, Inc.

Investor Relations
877-940-8777

NorthStar Real Estate Income II, Inc.

Investor Relations
877-940-8777

Participants in the Solicitation

Each of NorthStar Real Estate Income Trust, Inc. and NorthStar Real Estate Income II, Inc. and their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from their respective stockholders in connection with the proposed transaction. Information regarding NorthStar Real Estate Income Trust, Inc.'s directors and executive officers, including a description of their direct interests, by security holdings or otherwise, is contained in NorthStar Real Estate Income Trust, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016, its annual proxy statement filed with the SEC on April 28, 2017 and in a Current Report on Form 8-K to be filed by NorthStar Real Estate Income Trust, Inc. with the SEC in connection with the announcement of the proposed transaction. Information regarding NorthStar Real Estate Income II, Inc.'s directors and executive officers, including a description of their direct interests, by security holdings or otherwise, is contained in NorthStar Real Estate Income II, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016, its annual proxy statement filed with the SEC on April 28, 2017 and in a Current Report on Form 8-K to be filed by NorthStar Real Estate Income II, Inc. with the SEC in connection with the announcement of the proposed transaction. A more complete description will be available in the registration statement on Form S-4 to be filed by Colony NorthStar Credit Real Estate, Inc. and the joint proxy statement/prospectus. You may obtain free copies of these documents as described in the preceding paragraph.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote of approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Rounded figures may not foot.



Introducing Colony NorthStar Credit Real Estate

Combination creates a leading commercial real estate credit REIT with scale and diversification



Contributed Portfolio

*Total assets¹: \$1.8bn
Equity value¹: \$1.2bn*



NorthStar
REAL ESTATE INCOME TRUST

*Non-traded debt-focused REIT
externally managed
by Colony NorthStar*

*Total assets¹: \$1.7bn
Equity value¹: \$1.1bn*



NorthStar
REAL ESTATE INCOME II

*Non-traded debt-focused REIT
externally managed
by Colony NorthStar*

*Total assets¹: \$2.0bn
Equity value¹: \$1.0bn*

Strategic Combination & Public Listing



- ✓ \$5.5 billion in assets² and \$3.4² billion in book equity value positions Colony NorthStar Credit Real Estate, Inc. ("NewCo") to become the second largest publicly-listed commercial real estate mortgage REIT by equity value¹
- ✓ Attractive, stabilized and well diversified income oriented portfolio
- ✓ Management by aligned sponsor Colony NorthStar, Inc., which will own approximately 37% of NewCo
- ✓ Differentiated investment strategy with ability to invest throughout the capital structure

¹ Represents agreed upon contribution values as of 3/31/17 using valuation methodologies that were consistently applied across all parties, including the use of values, which were within a range of values provided by an independent third-party valuation firm

² Represents sum of contributed values, excludes transaction costs and does not reflect any potential combination accounting adjustments



Key Terms of the Transaction

Transaction Structure	<ul style="list-style-type: none">▪ Colony NorthStar, Inc. (“Colony NorthStar” or “CLNS”) to contribute from its Other Equity and Debt segment substantially all transferable U.S. debt and credit equity investments consistent with NewCo’s strategy to NewCo▪ NorthStar Real Estate Income Trust, Inc. (“NS I”)¹ and NorthStar Real Estate Income II, Inc. (“NS II”), which are public non-traded REITs externally managed and sponsored by Colony NorthStar, will merge in a tax-free transaction with and into NewCo▪ NewCo to be publicly listed as an externally managed REIT
Ownership	<ul style="list-style-type: none">▪ Post combination, Colony NorthStar and the stockholders of both NS I and NS II are expected to own approximately 37%, 32% and 31% of NewCo, respectively, based on relative contributed equity value²▪ Common stock of NewCo received by Colony NorthStar, NS I and NS II as part of the transaction will be subject to a lock-up prohibiting sales of such shares:<ul style="list-style-type: none">▪ Colony NorthStar: 1 year from closing of transaction▪ NS I and NS II: 30 days (10%)³, 180 days (45%) and 1 year (45%) from closing of transaction
High Quality Governance	<ul style="list-style-type: none">▪ NewCo will be organized as a Maryland corporation (which intends to elect to qualify as a REIT for federal tax purposes)▪ Board of directors will be comprised of 7 directors, including 4 independent directors
NewCo Management Agreement with Colony NorthStar	<ul style="list-style-type: none">▪ 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▪ Termination fee of three times average annual base and incentive management fee earned over prior two years
Conditions / Timing	<ul style="list-style-type: none">▪ Transaction requires stockholder approval from NS I and NS II▪ Combination closing will be contingent upon and concurrent with completion of a public listing▪ Transaction targeted to close late 2017 / early 2018

¹ Excludes a certain \$87 million B-note, which will be divested by NS I immediately prior to closing

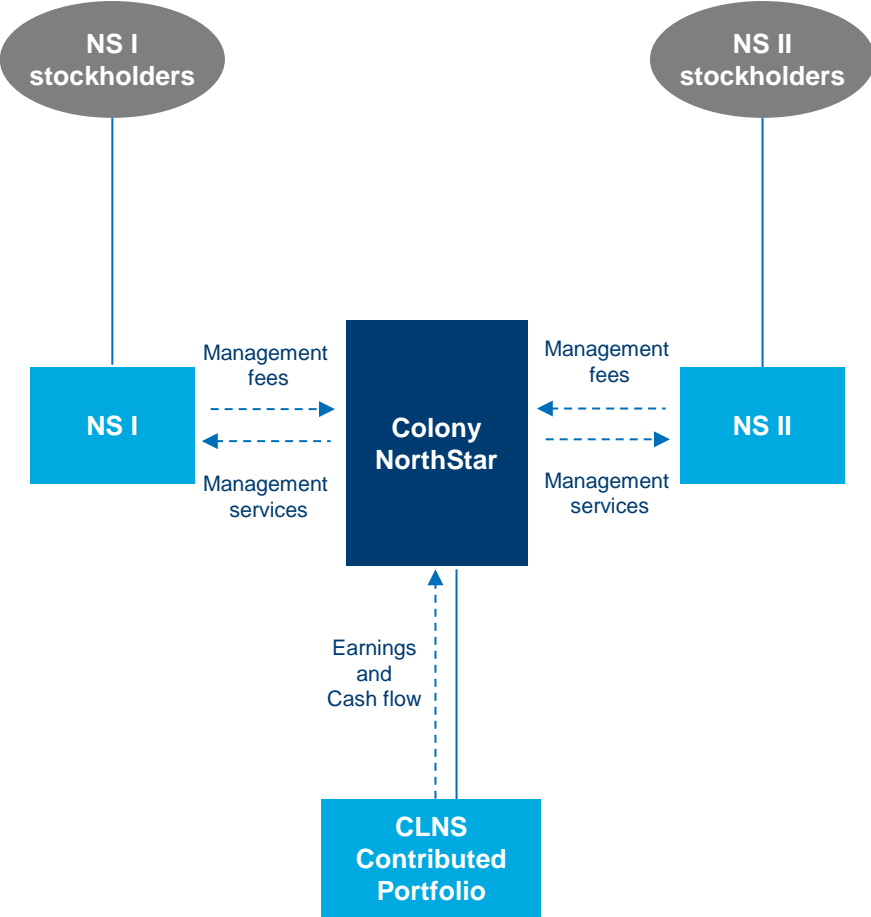
² Represents agreed upon contribution values as of 3/31/17 using valuation methodologies that were consistently applied across all parties, including the use of values, which were within a range of values provided by an independent third-party valuation firm. Certain adjustments to NAV may be made prior to closing

³ In the case of a public listing no lock-up will apply to 10% of such shares received by NS I and NS II

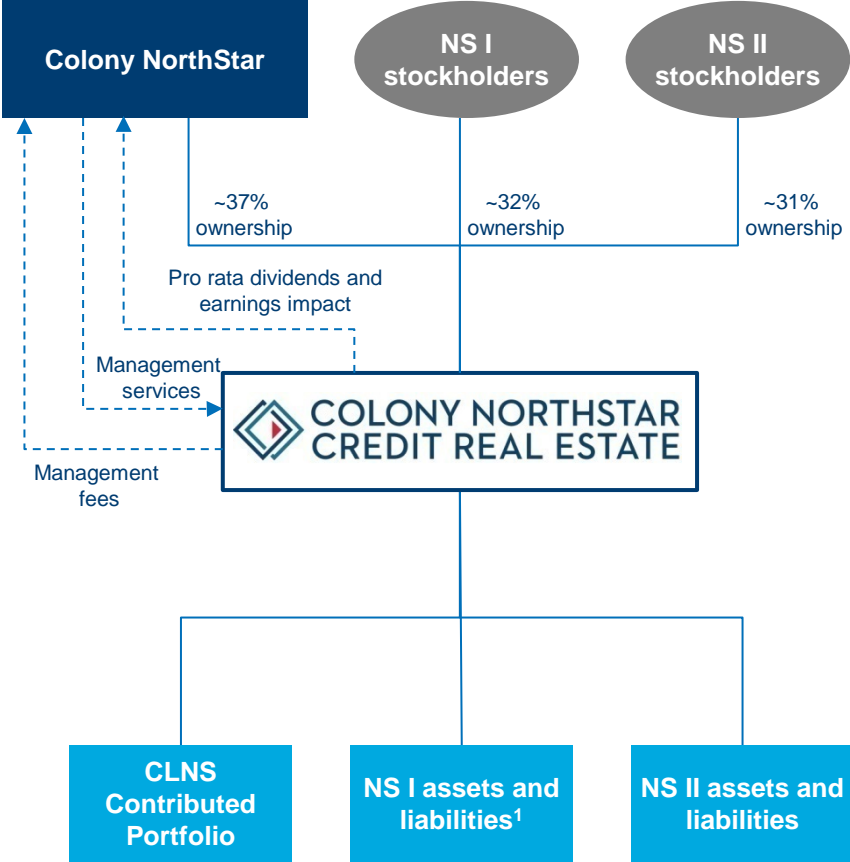


Transaction Overview (Simplified)

Existing Structure



Post-Transaction



¹ Excludes a certain \$87mm B-note, which will be divested by NS I immediately prior to closing



NewCo Investment Highlights

Scale with Diversity

- Combination creates an industry leader with approximately \$5.5 billion in assets and \$3.4 billion in equity value¹
- Diversified and stabilized portfolio with attractive in-place current yield and capital appreciation and NAV growth potential (through equity participations and owned real estate)

Differentiated Strategy

- Attractive market opportunity across targeted investment strategies, geographies and asset classes
- Differentiated credit strategy across real estate opportunities provides more sustainable business plan and alignment with Colony NorthStar's core strengths
- Diversified investment mandate across the capital structure mitigates reinvestment risk and provides flexibility through economic cycles to achieve appropriate risk-adjusted returns

Sponsorship & World-Class Management

- Alignment of interests and significant ownership by Colony NorthStar, a global leader in real estate and investment management with \$56 billion of AUM²
- Significant transaction and asset management experience across a myriad of commercial real estate ("CRE") asset classes through multiple real estate cycles

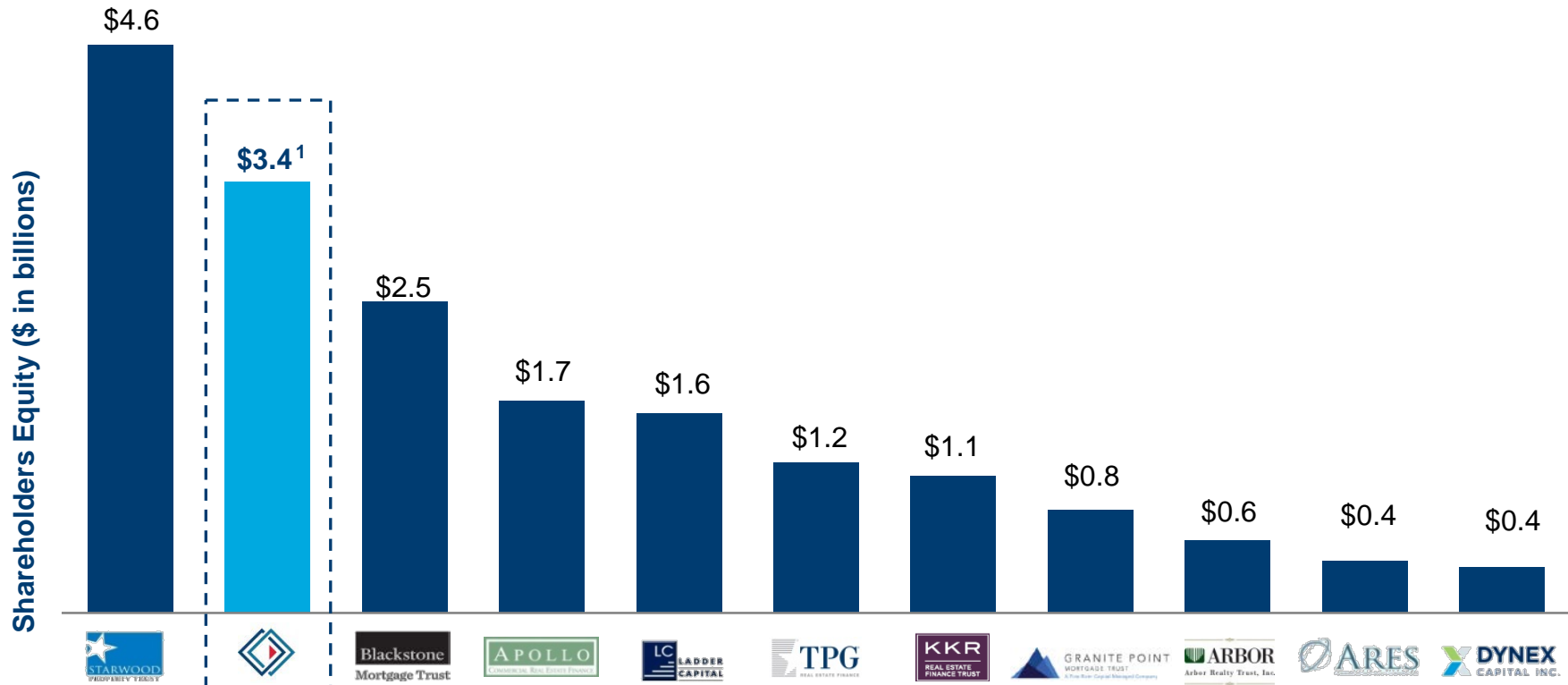
¹ Represents sum of contributed values, excludes transaction costs and does not reflect any potential combination accounting adjustments

² Represents balance sheet and third-party AUM as of 6/30/17



Combination Creates an Industry Leader

Second largest CRE mortgage REIT¹, positioned to capitalize on compelling market opportunities



Source: Company filings

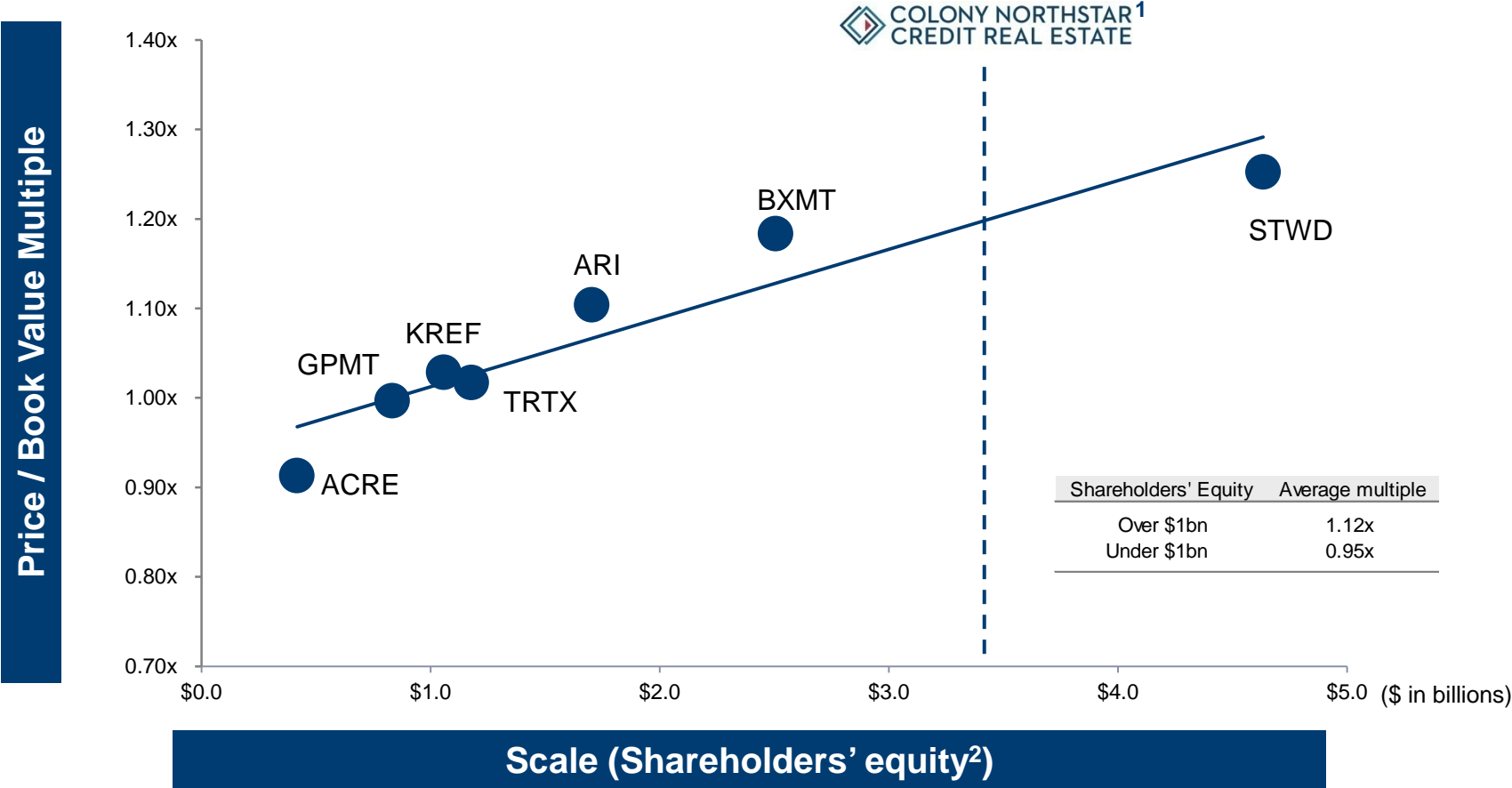
Note: Based on shareholders equity per latest financials as of 6/30/17 (except for TRTX which is as of 3/31/17)

¹ Based on equity value as of 3/31/17 assuming the consummation of the transaction



Scale Correlates Positively with Higher Multiples

Selected Externally Managed Publicly Traded CRE Mortgage REITs



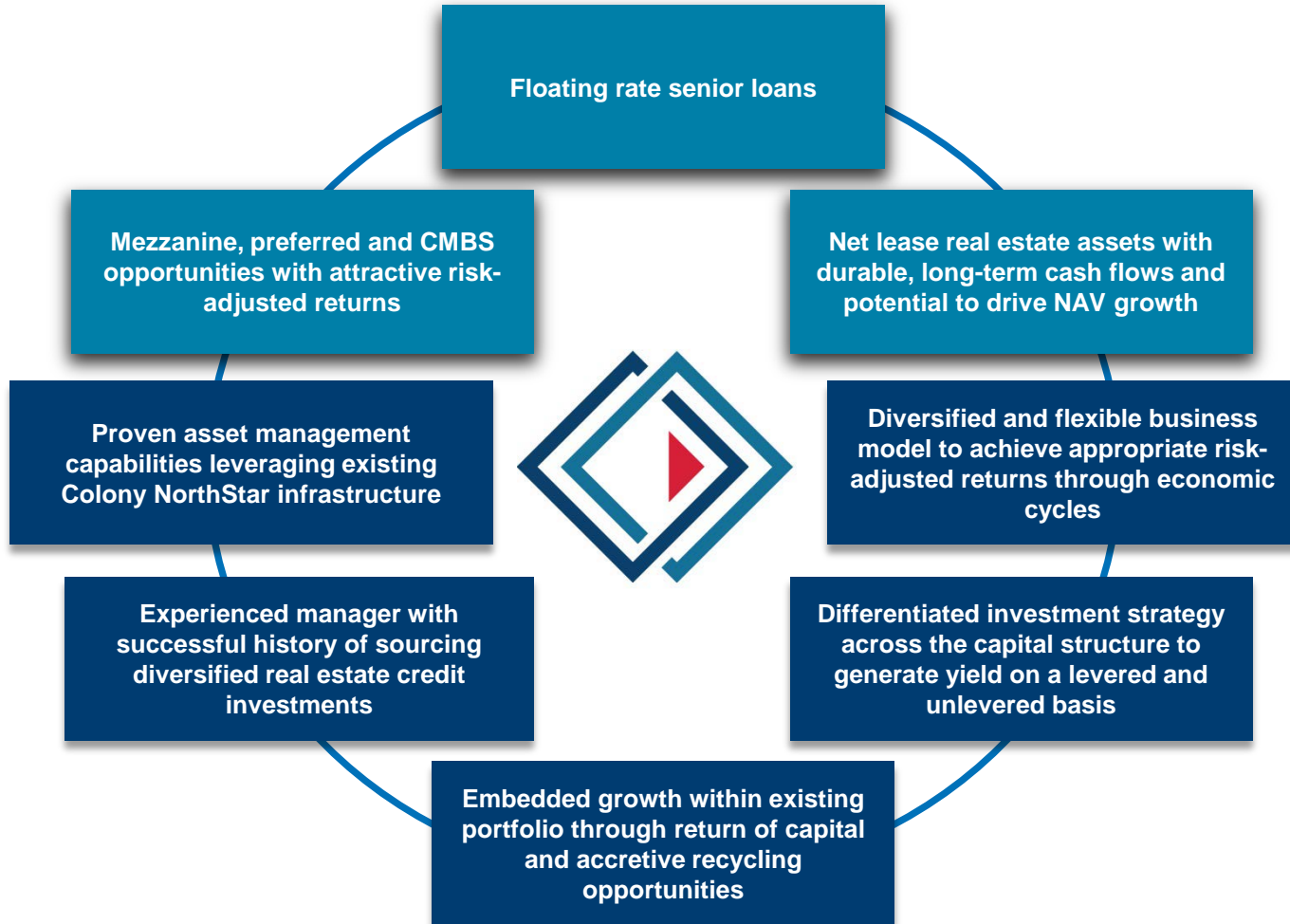
Note: Trading differences may reflect factors other than scale; scale is no guarantee for higher trading multiples

¹ Combined book value of equity as of 3/31/17 assuming the consummation of the transaction

² Shareholders equity per latest financials as of 6/30/17 (except for TRTX which is as of 3/31/17) and market pricing as of 8/25/17



Differentiated Strategy Positioned to Maximize ROE



Yield-focused investment opportunity with flexibility to pursue credit real estate investments across the capital structure providing the potential for capital appreciation

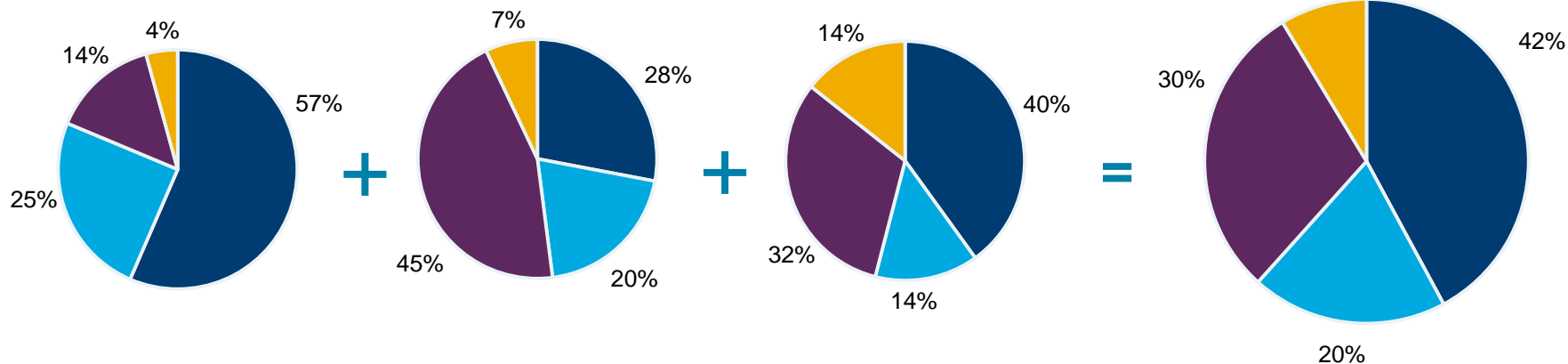
Diversified Portfolio with Capital Deployment Across Capital Structure



NewCo Portfolio Composition



(Contributed Portfolio)



Total assets¹: \$1.8bn

Total assets¹: \$1.7bn

Total assets¹: \$2.0bn

Total assets¹: \$5.5bn

■ Senior loans
 ■ Mezz. / Pref. / CMBS
 ■ Owned real estate
 ■ PE investments

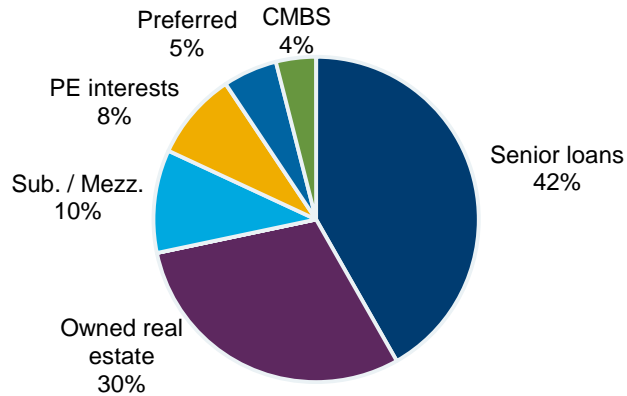
Note: Pie charts reflect investment portfolio composition and exclude other balance sheet assets (i.e., cash, receivables and others assets)

¹ Total asset values as of 3/31/17 based on valuation methodologies that were consistently applied across all parties, including the use of values, which were within a range of values provided by an independent third-party valuation firm; combined asset value does not reflect any combination accounting adjustments; NewCo excludes a certain \$87mm B-note, which will be divested by NS I immediately prior to closing

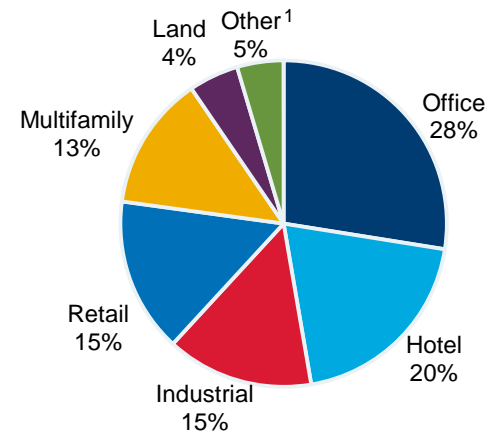


NewCo Portfolio Overview

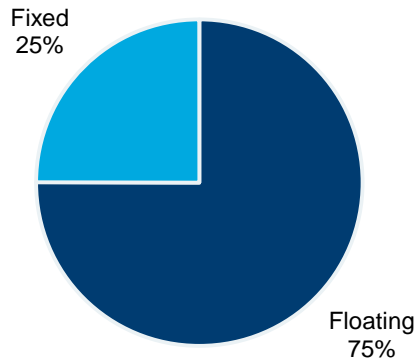
Investment Type



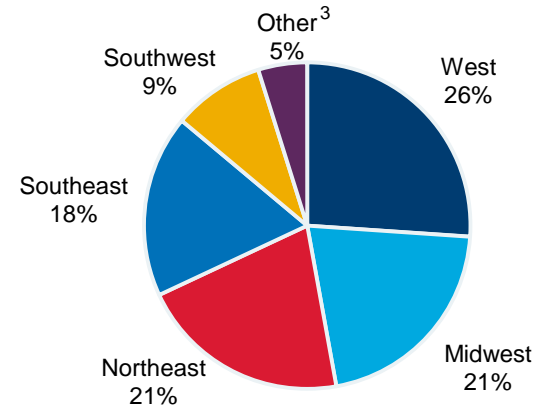
Property Type



Fixed / Floating Loan Mix²



Geography



Note: Excludes PE interests; unless otherwise stated

¹ Other includes CMBS and Residential

² Includes loan investments only

³ Other includes CMBS and one collateral asset in Mexico

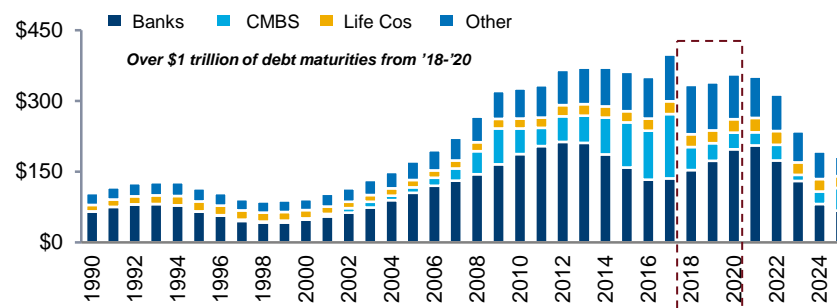
Current Market Dynamics and Fundamentals Support Our Core Investment Strategy



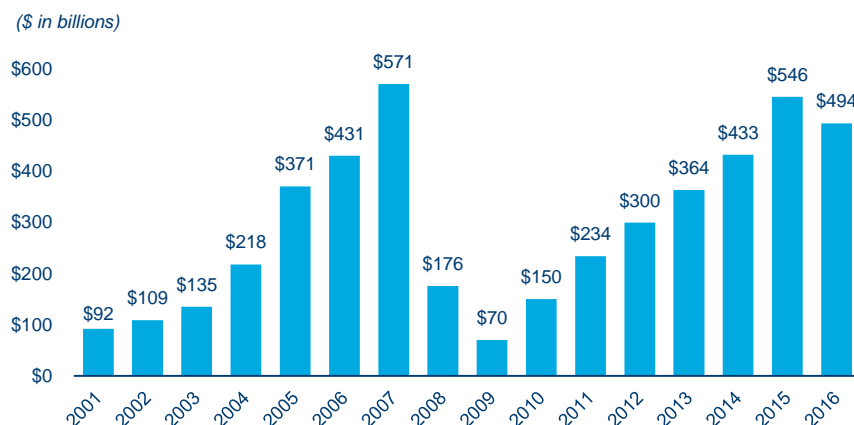
Market Opportunity

- ✓ Over \$1 trillion of projected loan maturities over the next three years
- ✓ Supply constraints for CRE debt capital create opportunity for alternative lenders
 - Traditional bank lenders face increased regulatory hurdles and scrutiny
 - CMBS issuers face tighter credit standards
- ✓ Continued U.S. macro economic growth to drive demand across all real estate sectors
 - Low rates of unemployment
 - Strong supply of foreign capital investment
- ✓ Healthy real estate fundamentals support need for CRE lending
 - Supply remains below the long-term average since the recovery
 - Transaction volumes continue to grow steadily in combination with property price appreciation

Historical and Projected Loan Maturities (\$ in billions)¹



CRE Transaction Volume (\$ in billions)²



NewCo will be well positioned to capitalize on the attractive backdrop for commercial real estate lending

Source: Commercial Mortgage Alert

¹ Trepp Analytics

² Real Capital Analytics www.rcanalytics.com

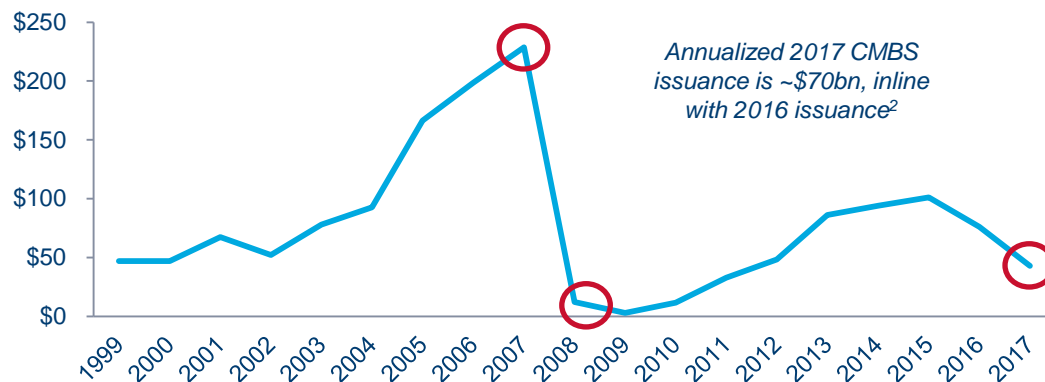
Increased Regulatory Hurdles have Decreased CMBS Lending, Creating an Opportunity for Other CRE Debt Lenders



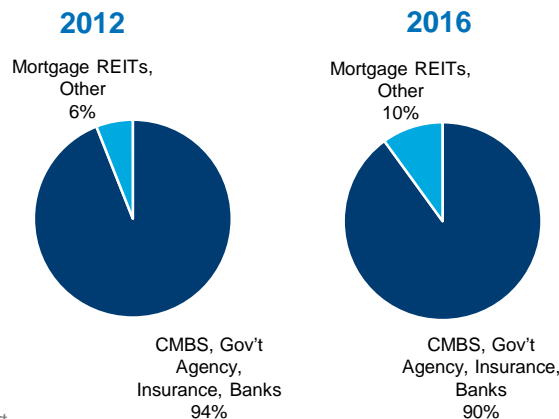
Market Opportunity

- 2018 new CMBS issuance is expected to be within the range of ~\$60-\$70 billion¹
- Many aggressively leveraged CMBS legacy loans have difficulty getting fully refinanced under today's more conservative lending standards
 - Incremental capital charges
 - Risk retentive rules and other regulatory requirements
 - Decline in the number of investment funds dedicated to short-term floating rate securitized products
- Alternative lenders are gaining greater acceptance and market share
 - Despite growth, alternative lenders remain a small portion of CRE lending market
 - Creates significant opportunity for growth

Limited CMBS Issuance Growth Post Crisis² (\$ in billions)



Alternative Lenders Increasing Market Share³



More Conservative Lending Standards⁴

Key Credit Stats	2007	Today
LTV	73.6%	57.5%
DSCR	1.31x	2.19x
NOI Debt Yield	8.5%	11.7%
% of Interest Only	80.3%	73.3%
AA- Credit Enhancement	10.1%	16.5%
BBB- Credit Enhancement	3.8%	7.1%

Source: Real Capital Analytics www.rcanalytics.com; Commercial Mortgage Alert

¹ Third-party research as of 8/18/17

² Commercial Mortgage Alert; 2017 issuance data as of August 2017

³ Real Capital Analytics www.rcanalytics.com

⁴ Third-party research includes all issuance in 2007; includes all issuance YTD through 8/3/17



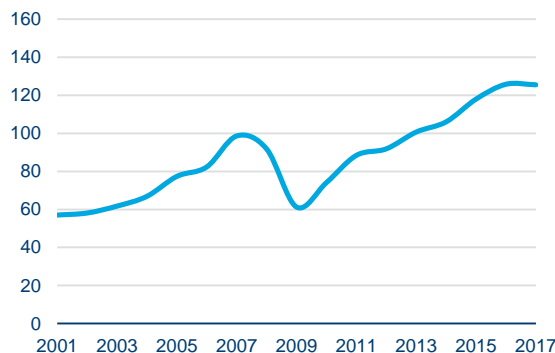
Net Lease Real Estate Provides Stability and Growth

Favorable real estate fundamentals and highly fragmented net lease market provides strong opportunities for growth

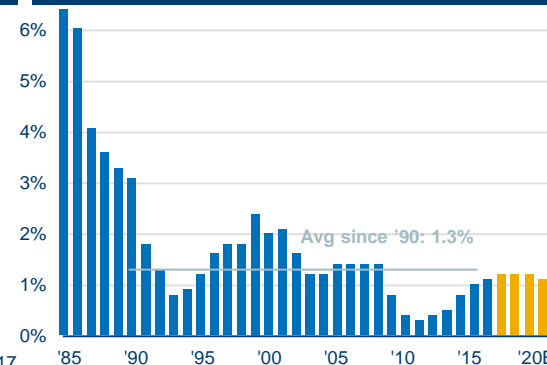
Market Opportunity

- ✓ Positive real estate fundamentals driven by strong macroeconomic backdrop
 - Consistent positive GDP growth and job creation
 - Stable cash flows insulated from increases in operating expenses
- ✓ Consistent investor demand
 - CPPI average annual growth rate of 6.4% over past 5 years
- ✓ Publicly traded net lease REITs represent only 6% of the market
 - Supply remains below the long-term average since the recovery
 - Transaction volumes continue to grow steadily in combination with property price appreciation

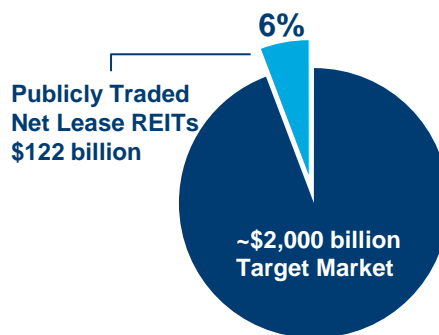
Commercial Property Price Index¹



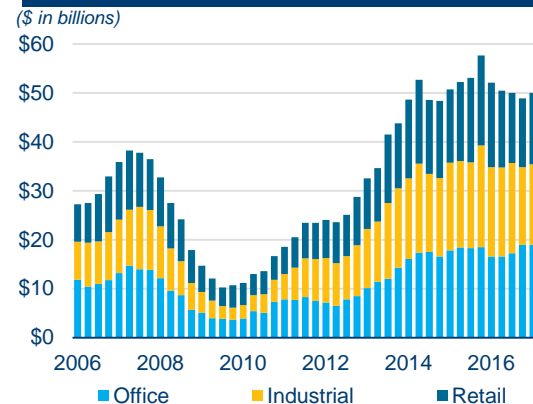
New Completions (% of Existing Inv.)¹



Net Lease Market Size²



Net Lease Transaction Volume³



Sources: S&P Global Market Intelligence, U.S. Bureau of Labor Statistics, July 2017, Real Capital Analytics www.rcanalytics.com, Rosen Consulting Group, and Green Street Advisors

¹ Green Street Advisors; based on equal-weighted average of the five major property sectors: Apartment, industrial, mall, office, and strip center. Y-axis based on indexed U.S. Commercial property values

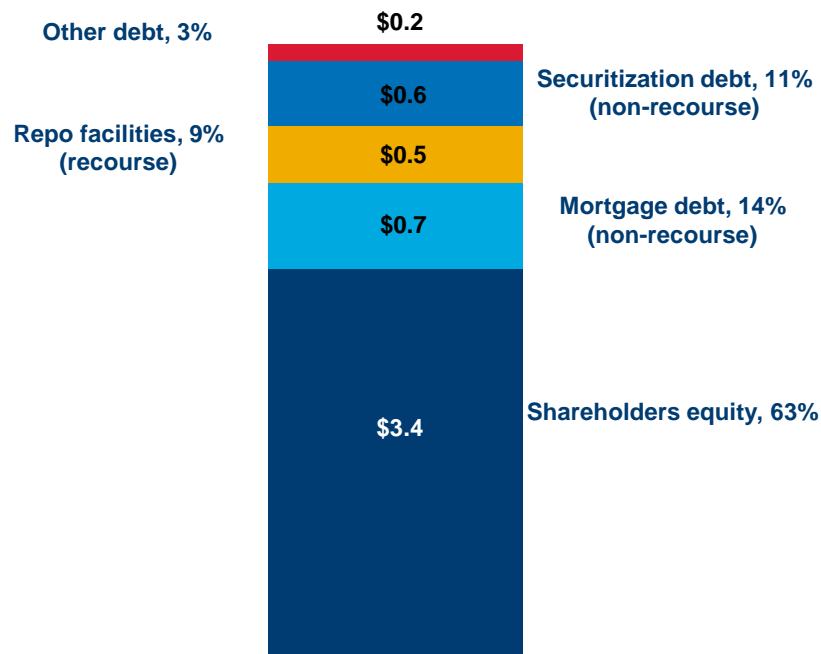
² Rosen Consulting Group; target market size based on estimate of U.S. real estate held by corporate owner-occupiers. Net lease REITs figure based on aggregate enterprise value from S&P Global Market Intelligence as of 8/22/17; net lease REITs include: ADC, EPR, FCPT, GLPI, GTY, GOOD, GNL, GPT, LXP, MNR, NNN, OLP, O, SIR, SRG, SRC, STOR, VER, and WPC

³ Real Capital Analytics www.rcanalytics.com; data as of July 2017

Low Leverage Capital Structure Provides Flexibility for Diverse and Attractive Financing Strategy



Capital Structure¹ (\$ in billions)



Total capitalization: \$5.4bn

Embedded New Investment Capacity

- Conservative leverage profile of initial portfolio allows room to grow by adding incremental leverage to fund new investments
- NewCo will benefit from an efficient capital structure and have access to multiple financing sources including credit facilities, capital market securitizations, mortgage debt on real estate and term facilities
- NewCo has multiple sources of new investment capacity to drive ROE
 - ✓ Additional leverage on conservatively capitalized existing investment portfolio
 - ✓ Near-term return of capital from debt and private equity investments
 - ✓ Disposition and reinvestment of select owned real estate assets

¹ Capital structure is shown pro rata and based on 3/31/17 financials

World-Class Sponsorship: Scalable Platform and Experience through Multiple Real Estate Cycles



Platform Overview



- ✓ \$100bn+ total capital invested over 26 years
- ✓ Successful track record managing public, diversified mortgage REITs
 - *Colony Financial, Inc. from 2009 – 2015*
 - *NorthStar Realty Finance Corp. from 2004 – 2014*
 - *Debt-focused retail companies from 2010 – 2017*
- ✓ Currently manages internal balance sheet, private equity funds, non-traded REITs, externally-managed REITs and other real estate vehicles
- ✓ Unrivalled experience investing across all parts of the capital stack
- ✓ Robust asset management capabilities supported by global REIT operations and third-party party capital management
- ✓ Veteran senior management team

500+ Employees | **18** Offices Globally

\$56bn of AUM¹ | **\$15bn** Balance Sheet AUM (at share)

¹ Represents balance sheet and third-party AUM as of 6/30/17

Successful Track Record Managing Publicly Traded, Real Estate Credit Focused Vehicles



Colony Financial, Inc.

Colony Financial Overview

- Completed IPO in September 2009 on New York Stock Exchange
- Externally managed by a subsidiary of Colony Capital, LLC
- Assembled its entire portfolio post-crisis with a low leverage capitalization while generating attractive risk-adjusted returns
- Leveraged Colony Capital sponsorship to source investments on a stand-alone basis and through co-investment with Colony private funds
- Merged with Colony Capital in April 2015

Key Highlights¹

- ✓ Strategy focused on secondary loan acquisitions, high yielding originations and real estate equity
- ✓ Approximately \$8 billion of total invested capital across over 140 transactions
 - Estimated 13% realized & unrealized IRR across all transactions
- ✓ Originated or acquired over 130 commercial mortgage loans representing approximately \$5 billion of total invested capital
- ✓ **Annualized total return of 11.7% based on an investment of \$20/share at IPO of Colony Financial, Inc.**

Total Return (IPO to Internalization¹)



¹ Based on investments closed by Colony Financial, Inc. between its September 2009 IPO and April 2015 internalization of Colony Capital, LLC. Realized and unrealized IRR are based on actual quarterly contributions and distributions with the exit values of unrealized IRR based on liquidation at estimated fair value as of March 31, 2017 and calculated using a "time-zero" methodology in which the cash flows of all investments begin on the same date



Highly Experienced Management Team

Highly experienced, cohesive team with demonstrated track record and unwavering commitment to create stockholder value will be led by:



Kevin Traenkle – Chief Executive Officer

- Executive Vice President and Chief Investment Officer of Colony NorthStar
- 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
- Received a Bachelor of Science in Mechanical Engineering in 1992 from Rensselaer Polytechnic Institute in Troy, New York



Sujan Patel – Chief Financial Officer

- Managing Director and Co-Head of U.S. Investment Management of Colony NorthStar
- 10 year veteran of Colony NorthStar and predecessor entities (16 years of total commercial real estate experience)
- Responsible for the sourcing, structuring and execution of Colony NorthStar's opportunistic equity, credit oriented investments and strategic investments
- Since 2012, has originated or overseen over \$4.5 billion of debt originations
- Received a Bachelor of Arts in Engineering Sciences modified with Economics from Dartmouth College