



NorthStar Realty Finance Corp. Announces Record Date and Distribution Date for Spin-Off of NorthStar Realty Europe Corp.

October 12, 2015

NEW YORK, Oct. 12, 2015 /PRNewswire/ -- NorthStar Realty Finance Corp. (NYSE: NRF) ("NorthStar Realty") announced today that, in connection with the previously announced spin-off of its European real estate business (the "Spin-Off"), its Board of Directors declared a record date of October 22, 2015 and a distribution date of October 31, 2015 for the distribution (the "Distribution") of all the outstanding common stock of NorthStar Realty Europe Corp. ("NRE") to the holders of NorthStar Realty common stock. Immediately following the Distribution, NorthStar Realty expects to conduct a one-for-two reverse stock split of its common stock. In the Distribution, each NorthStar Realty common stockholder will receive shares of NRE common stock on a one-for-six basis, before giving effect to the one-for-two reverse stock split.

The record date for the Distribution will be after the close of regular New York Stock Exchange trading hours on October 22, 2015 and will be completed and effective by 11:59 p.m., New York Time, on October 31, 2015. The reverse stock split will be effective at 12:01 a.m., New York Time, on November 1, 2015. Stockholders that would otherwise own fractional shares of NRE's common stock following the Distribution and NorthStar Realty's common stock following the reverse stock split will receive cash in lieu of fractional shares.

As a result of the reverse stock split, the number of outstanding shares of NorthStar Realty's common stock will be reduced from approximately 382.2 million to 191.1 million (based upon the total number of common shares, LTIPs and RSUs not subject to performance hurdles, expected to be outstanding on the Distribution date).

On November 2, 2015, the first trading day following the Distribution, NRE's common stock will commence trading on the NYSE under the ticker symbol "NRE" and NorthStar Realty's common stock will continue to trade on the NYSE under the ticker symbol "NRF," on a reverse split-adjusted basis.

The Distribution remains subject to the Securities and Exchange Commission ("SEC") declaring NRE's Registration Statement on Form S-11 (Reg. No. 333-205440) effective, which we expect to occur in time to meet the described schedule.

Trading Before the Distribution Date

The NYSE has informed NorthStar Realty that, in connection with the Spin-Off, there will be three trading markets expected from Tuesday, October 20, 2015 through Friday, October 30, 2015:

- In the "regular way" trading market (NYSE: NRF), shares of NorthStar Realty common stock will trade on a pre-reverse stock split basis with the right to the NRE common shares in the Distribution.
- In the "ex-distribution" market (NYSE: NRF WI), shares of NorthStar Realty common stock will trade without the right to receive shares of NRE in the Distribution and on a post NorthStar Realty reverse stock split basis.
- In the "when-issued" market (NYSE: NRE WI), the right to the NRE common shares to be distributed on the Distribution Date.

NorthStar Realty expects the Distribution to be treated for tax purposes as a distribution to NorthStar Realty common stockholders equal to the fair market value of the NRE shares. NorthStar Realty stockholders should consult their financial advisors and tax advisors regarding the particular consequences of the Distribution, including, without limitation, the specific implications of selling NorthStar Realty common stock on or prior to the Distribution date and the applicability and effect of any U.S. federal, state, local or foreign tax laws.

This press release does not constitute an offer of any securities for sale. A registration statement relating to the NRE shares of common stock that will be issued to NorthStar Realty stockholders has been filed with the SEC but has not yet been declared effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. NorthStar Realty stockholders will be mailed a prospectus, when available, relating to the offering of NRE shares.

About NorthStar Realty

NorthStar Realty Finance Corp. is a diversified commercial real estate company that is organized as a REIT. NorthStar Realty Finance is managed by an affiliate of NorthStar Asset Management Group Inc. (NYSE: NSAM), a global asset management firm.

Safe Harbor Statement

Certain items in this press release may constitute forward-looking statements, which can be identified by words like "expect," "will," "intend" and similar expressions. Forward-looking statements are not guarantees of performance and are based on certain assumptions, discuss future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. Such statements include, but are not limited to, our ability to complete the reverse stock split of NorthStar Realty common stock and the Distribution, and the timing of effectiveness of NRE's registration statement on Form S-11 (Reg. No. 333-205440). Factors that could cause actual results to differ materially from those in the forward-looking statements are specified in NRE's registration statement filed on Form S-11 and NorthStar Realty's other filings with the SEC.

Such forward-looking statements speak only as of the date of this press release. NorthStar Realty expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

To view the original version on PR Newswire, visit: <http://www.prnewswire.com/news-releases/northstar-realty-finance-corp-announces-record-date-and-distribution-date-for-spin-off-of-northstar-realty-europe-corp-300157771.html>

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