



**BRIGHTSPIRE CAPITAL, INC.**

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**COMPLAINT PROCEDURES FOR  
ACCOUNTING AND AUDITING MATTERS**

Any (i) employee of BrightSpire Capital, Inc. (the “**Company**”) or its subsidiaries, or (ii) other interested party (collectively, “**Covered Persons**”) may submit a good faith complaint or concern regarding accounting, internal accounting controls or auditing matters of or relating to the Company (“**Accounting or Auditing Matters**”) to the management of the Company or the Audit Committee (the “**Audit Committee**”) of the Board of Directors of the Company (the “**Board**”). The Company is committed to complying with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Company shall keep complaints or concerns regarding Accounting or Auditing Matters (“**Accounting Complaints**”) confidential and shall not retaliate against any Covered Person for submitting an Accounting Complaint in accordance with and subject to the procedures set forth herein. The Audit Committee will oversee treatment of Accounting Complaints.

In order to facilitate the reporting of Accounting Complaints, the Audit Committee has established the following procedures for Accounting or Auditing Matters (the “**Complaint Procedures**”) for (i) the receipt, retention and treatment of Accounting Complaints and (ii) the confidential, anonymous (if requested by the Covered Person) submission by Covered Persons of Accounting Complaints.

**1. Receipt of Accounting Complaints**

Covered Persons are encouraged to report Accounting Complaints in a form that is as clear and specific as possible under the circumstances, and should submit relevant records, if available.

Covered Persons with Accounting Complaints may report such complaints or concerns to the General Counsel of BrightSpire Capital, Inc. (the “**General Counsel**”) or the Chairperson of the Audit Committee (the “**Audit Committee Chairperson**”). Covered Persons may report Accounting Complaints to the General Counsel or the Audit Committee Chairperson on a confidential or anonymous basis. The contact information for the General Counsel and the Audit Committee Chairperson is as follows:

*For the General Counsel:*

BrightSpire Capital, Inc.  
590 Madison Ave., 33<sup>rd</sup> Floor  
New York, NY 10022  
Attention: General Counsel  
Telephone: 212-547-2631  
E-mail: dpalame@brightspire.com

*For the Audit Committee Chairperson:*

BrightSpire Capital, Inc.  
590 Madison Ave., 33<sup>rd</sup> Floor  
New York, NY 10022  
Attention: Audit Committee Chairperson  
E-mail: auditchairperson@brightspire.com

In addition, Covered Persons may forward Accounting Complaints on a confidential or anonymous basis by (i) calling the Company’s Ethics Hotline at (844) 930-2868, or (ii) submitting a report online at [www.brightspire.ethicspoint.com](http://www.brightspire.ethicspoint.com), in each case, which are monitored by the General Counsel and the Audit Committee Chairperson.

The Audit Committee Chairperson shall promptly report any Accounting Complaints to the General Counsel.

The identity of a Covered Person who reports an Accounting Complaint (a “**Reporting Person**”) will be kept confidential at all stages of the process and will not be disclosed to any persons, either within or outside of the Company, other than as may be needed to be disclosed to Company employees, officers or the Board, in order to enable such persons to carry out their responsibilities, and to any third party, charged with investigating the Accounting Complaint, and as required by applicable law or regulatory body.

## **2. Scope of Matters Covered by these Procedures**

The procedures set forth herein relate to Accounting Complaints, including without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the accounting of, or the recording and maintaining of, the financial records of the Company;
- deficiencies in, or noncompliance with, the Company’s internal accounting controls;
- misrepresentation, false statement or failure to disclose to or by a Covered Person or Company accountant/auditor regarding a matter contained in the financial records, financial reports or audit reports of the Company; and
- deviation from full, accurate and fair reporting of the Company’s financial condition.

*Complaints or concerns relating to harassment or discrimination, general working conditions, waste or abuse, or any other illegal or unethical activity or other matters should be reported and handled in accordance with the procedures and guidelines set forth in the Company’s Code of Business Conduct and Ethics and not these Complaint Procedures.*

## **3. Treatment of Accounting Complaints**

- Upon receipt of a complaint or concern, the General Counsel or Audit Committee Chairperson, as the case may be, will (i) determine whether the complaint or concern is an Accounting Complaint, and (ii) when possible, acknowledge receipt of the complaint or concern to the Reporting Person.
- Accounting Complaints will be reviewed in a manner determined by and with the oversight of the Audit Committee and with input from the General Counsel or such other persons, including any third party investigative parties, as the Audit Committee determines to be appropriate. To the extent the Audit Committee deems appropriate, the General Counsel will appoint one or more internal and/or external investigators to promptly and fully investigate such Accounting Complaints under the supervision of the General Counsel and, as may be appropriate, the Audit Committee. When the identity of the Reporting Person is known, the General Counsel will provide such Reporting Person, to the extent appropriate, the name and contact information for the investigator(s) assigned to the Accounting Complaint. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. In performing the investigation, all persons involved, including any

third party investigative parties, shall abide by all applicable privacy, data protection and similar laws.

- Reporting Persons shall be informed, in general terms to avoid revealing confidential information, about the investigation and its outcome.
- Prompt and appropriate corrective or remedial action will be taken when and as warranted in the judgment of the Audit Committee.
- To the extent that an Accounting Complaint relates to an ongoing government audit, inspection or investigation, the Audit Committee will coordinate with other Board committees and government authorities, as appropriate.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any Covered Person in the terms and conditions of employment based upon any lawful actions of such Covered Person with respect to good faith reporting of Accounting Complaints or otherwise, as specified in Section 806 of the U.S. Sarbanes-Oxley Act of 2002.
- Consistent with the Charter of the Audit Committee, the Audit Committee may obtain advice and assistance from and retain, at the Company's expense, investigators, internal or outside legal counsel and other advisors, as may be appropriate.

*Covered Persons are neither required nor encouraged personally to investigate questionable Accounting or Auditing Matters on their own because of the potential that such a private investigation might compromise the Company's own investigation, result in the loss or tainting of evidence or otherwise prevent a full and fair investigation into the underlying facts.*

#### **4. Reporting and Retention of Accounting Complaints and Investigations**

- The General Counsel will maintain a log of all Accounting Complaints, tracking their receipt, investigation and resolution, and shall prepare and distribute a periodic summary report thereof for the Audit Committee.
- Upon completion and resolution of any investigation, the Company promptly (and in no event later than two months) shall archive the Accounting Complaint and all information and documentation relating to the investigation. Archived materials shall be accessible by only the General Counsel and the members of the Audit Committee. If the investigation results in legal proceedings, disciplinary measures or other similar courses of action, all information and documentation relating to the investigation shall be archived upon the conclusion of the proceedings (and any period for appeal, as applicable). Unsubstantiated Accounting Complaints, or Accounting Complaints without merit, shall be archived immediately.
- The Audit Committee shall make periodic reports to the Board and committees of the Board as may be appropriate.

## **5. Compliance with Law**

These Complaint Procedures are intended to meet the requirements of Rule 10A-3(b)(3) under the U.S. Securities Exchange Act of 1934, as amended. Nothing in this policy shall be deemed to diminish the rights, privileges or remedies of any employee under any Federal or State law, or under any collective bargaining agreement.

## **6. Review**

These Complaint Procedures will be subject to the periodic review of the Audit Committee. Any proposed changes to these procedures will be, upon recommendation of the Audit Committee, reviewed and approved by the Board.

## **7. Disclosure**

These Complaint Procedures, as may be amended from time to time, shall be posted on the Company's website.

*Approved: June 24, 2021*