# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**SCHEDULE 14A** 

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

| File | d by the Registrant $oxtimes$ Filed by a Party other than the Registrant $\Box$  |
|------|--|
| Che  | ck the appropriate box:  |
|      | Preliminary Proxy Statement  Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  Definitive Proxy Statement  Definitive Additional Materials  Soliciting Material under §240.14a-12 |
|      | BRIGHTSPIRE CAPITAL, INC.  (Name of Registrant as Specified In Its Charter)  N/A  (Name of Person(s) Filing Proxy Statement, if other than the Registrant)   |
| Pay  | ment of Filing Fee (Check the appropriate box):  |
|      | No fee required. Fee paid previously with preliminary materials. Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11   |



# Your Vote Counts!

#### BRIGHTSPIRE CAPITAL, INC.

2023 Annual Meeting Vote by May 15, 2023 11:59 PM ET

BRIGHTSPIRE CAPITAL, INC. 590 MADISON AVENUE, 33RD FLOOR NEW YORK NY 18022



## You invested in BRIGHTSPIRE CAPITAL, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 16, 2023.

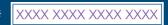
## Get informed before you vote

View the Notice & Proxy Statement, Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 02, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #





#### **Smartphone users**

Point your camera here and vote without entering a control number



# Vote in Person at the Meeting\* May 16, 2023

11:00 AM EST

<sup>\*</sup>If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

#### BRIGHTSPIRE CAPITAL, INC.

2023 Annual Meeting Vote by May 15, 2023 11:59 PM ET

| Voti             | ng Items  | Board<br>Recommer   |
|------------------|---|---------------------|
| ۱.               | Election of Directors   |                     |
|                  | Nominees:   |                     |
| 1A               | Catherine D. Rice   | <b>⊘</b> For        |
| 1B               | Kim S. Diamond  | <b>⊘</b> For        |
| 1C               | Catherine Long  | <b>⊘</b> For        |
| 1D               | Vernon B. Schwartz  | <b>⊘</b> For        |
| 1E               | John E. Westerfield   | <b>⊘</b> For        |
| 1F               | Michael J. Mazzei   | <b>⊘</b> For        |
| 2                | Approval of an advisory proposal regarding the compensation paid to BrightSpire Capital's named executive officers.   | <b>⊘</b> For        |
| 3                | Ratification of the appointment of Ernst & Young LLP as independent public auditor for the fiscal year ending December 31, 2023.  | <b>⊘</b> For        |
|                  |   |                     |
| 4<br><b>NO</b> 1 | Approval of the BrightSpire Capital, Inc. Charter Amendment. <b>IE:</b> In their discretion, the proxies are authorized to vote up on such other business as may properly come before the m | <b>⊘For</b> eeting. |
|                  |   |                     |

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.