

# Distribution Change Form

FOR USE WITH CUSTOMERS OF BROKER/DEALERS

EFFECTIVE AUGUST 2024

This form may be used by stockholders in Ares Industrial Real Estate Income Trust Inc. ("AIREIT," "the Company" or "we") to elect to participate in AIREIT's Distribution Reinvestment Plan (the "DRP") or to otherwise update distribution preferences.

In order to participate in the DRP, you must first receive a copy of the applicable offering documents describing the offer and sale of shares of AIREIT's common stock (the "Shares") under the DRP.



Ares Industrial Real Estate Income Trust

## 1. Current Subscriber Information (Please provide information to indicate how your shares are registered)

- ☐ AIREIT - Class T-R Shares   ☐ AIREIT - Class D-R Shares   ☐ AIREIT - Class I-R Shares   ☐ AIREIT - Converted Class I-R Shares
- ☐ AIREIT - Class S-PR Shares   ☐ AIREIT - Class D-PR Shares   ☐ AIREIT - Class I-PR Shares   ☐ AIREIT - Converted Class I-PR Shares

Investor Account Registration

Investor Social Security/Taxpayer ID #

Co-Investor Social Security/Taxpayer ID # (if applicable)

Investor Birth Date/Articles of Incorporation (MM/DD/YY)

Ares Account Number

Home Telephone

Investor Email Address

*\* If the co-investor resides at another address, please attach that address to this Distribution Change Form.*

## 2. Distribution Proceeds Change

### Non-Custodial Ownership (Please select only one option)

- ☐ I prefer that my distribution be paid by check to the address noted in my shareholder record.
- ☐ I prefer that my distribution be deposited directly into the checking or savings account listed below. *Please note: ACH applies to bank checking and savings accounts only.*
- ☐ Checking (Attach voided check.)      ☐ Savings (Attach voided deposit slip.)

Name of Financial Institution

Name(s) on Account

ABA Number/Bank Account Number

Account Number

- ☐ I prefer that my distribution be deposited directly into my brokerage account listed below.

Name of Financial Institution

Street Address

City

State

ZIP

Name(s) on Account

Account Number

### Custodial Ownership

- ☐ I prefer that my distribution be sent to my Custodian for deposit into the Custodial account cited in my shareholder record.

## 3. Distribution Reinvestment Plan

- ☐ I prefer to participate in the DRP.

*Please complete "DRP Suitability" on the next page. In the event that the DRP is not offered for a distribution, your distribution will be sent to your brokerage account or by check to the address noted in your shareholder record.*

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## 4. DRP Suitability (Required if enrolling in DRP)

In connection with my participation in the DRP, I represent and warrant that:

- |  | Investor          | Co-Investor   |
|--|-------------------|---------------|
| a) The applicable offering documents of AIREIT describing the offer and sale of Shares under the DRP have been made available to me (us).  | (a) Initials ____ | Initials ____ |
| b) I am (we are) purchasing the Shares under the DRP for my (our) own account and acknowledge that the investment is not liquid.   | (b) Initials ____ | Initials ____ |
| c) I (we) meet the suitability requirements set forth in the applicable offering documents of AIREIT.  | (c) Initials ____ | Initials ____ |
| d) The investor understands that the transaction price per share at which its investment will be executed will be made available on the Company's toll-free, automated telephone line, 888.310.9352, and/or in a Current Report on Form 8-K filed with the SEC, available at <a href="http://www.sec.gov">www.sec.gov</a> .  | (d) Initials ____ | Initials ____ |
| e) The investor understands that an investment in the Company is speculative and may result in the complete loss of the investor's investment, and that no public trading market for the Shares exists or is likely to develop, significantly limiting the liquidity of an investment in the Shares. Further, the investor understands that this offering is intended to be exempt from registration under the Securities Act, and from registration and/or qualification under applicable state securities laws, meaning there are limits on the ownership, transferability and redemption of the Shares. The investor is willing to accept the economic risk of an investment of the Shares for an indefinite period of time and the investor is able to afford a complete loss of investment in the Company, which is not disproportionate to the investor's net worth. | (e) Initials ____ | Initials ____ |

\*If enrolling in DRP and participant currently owns Class S-PR, Class D-PR or Class I-PR Shares, Section 5 below must be completed.

## 5. Accredited Investor Status and Other Representations (Required if enrolling in DRP)

### Accredited Investor Status

#### Individuals (Investors Who Are Natural Persons Must Initial at Least One of Items (a) through (e))

- |  |                   |               |
|--|-------------------|---------------|
| a) The investor is a natural person who had an income in excess of \$200,000 in each of the two most recent years and has a reasonable expectation of reaching the same income level in the current year.  | (a) Initials ____ | Initials ____ |
| b) The investor is a natural person who, with his or her spouse or spousal equivalent, had a joint income in excess of \$300,000 in each of the two most recent years and has a reasonable expectation of reaching the same income level in the current year. Note: For purposes of calculating joint net worth, joint net worth can be the aggregate net worth of the investor and spouse or spousal equivalent; assets need not be held jointly to be included in the calculation. Reliance on this joint net worth standard does not require that the Shares to be purchased jointly.   | (b) Initials ____ | Initials ____ |
| c) The investor is a natural person who has a net worth (or joint net worth with his or her spouse or spousal equivalent) in excess of \$1,000,000, excluding the value of the investor's primary residence as well as the related amount of indebtedness secured by such primary residence (up to its estimated fair market value at the time of the sale of the Shares) (except that if the amount of such indebtedness outstanding at the time of the sale of the Shares exceeds the amount outstanding sixty (60) days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability, and indebtedness that is secured by the investor's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of the Shares shall be included as a liability). | (c) Initials ____ | Initials ____ |
| d) The investor is a natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the SEC has designated as qualifying an individual for accredited investor status (currently, a Series 7, Series 82 or Series 65 license).   | (d) Initials ____ | Initials ____ |
| e) The investor is a "family client," as defined in Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), of a family office and whose prospective investment in the Company is directed by such family office.   | (e) Initials ____ | Initials ____ |

#### Entities (Investors Who Are Entities Must Initial at Least One of Items (f) through (v))

- |   |                   |               |
|---|-------------------|---------------|
| f) The investor is a revocable grantor trust (such as a living trust) in which each grantor (a) has the power to revoke the trust at any time and regain title to the trust assets, (b) may amend the trust at any time and (c) is a natural person who is an accredited investor.  | (f) Initials ____ | Initials ____ |
| g) The investor is a trust (e.g., a personal trust) that has total assets in excess of \$5,000,000, was not formed for the specific purpose of acquiring the Shares, and whose purchase is directed by a sophisticated person who has such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of investing in the Company, and is not affiliated with Ares Commercial Real Estate Management LLC ("ACREM" or the "Advisor"). | (g) Initials ____ | Initials ____ |
| h) The investor (i) is either a corporation, a partnership, a limited liability company, an organization described in Section 501(c)(3) of the U.S. Internal Revenue Code, or a Massachusetts or similar business trust, (ii) has not been formed for the specific purpose of acquiring the Shares, and (iii) has total assets in excess of \$5,000,000.  | (h) Initials ____ | Initials ____ |
| i) The investor is a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, and such plan has total assets in excess of \$5,000,000.  | (i) Initials ____ | Initials ____ |
| j) The investor is an employee benefit plan within the meaning of Title I of ERISA, and (i) the investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, (ii) the employee benefit plan has total assets in excess of \$5,000,000 or (iii) if a self-directed plan, the investment decisions are made solely by persons that are accredited investors.     | (j) Initials ____ | Initials ____ |
| k) The investor is a bank as defined in Section 3(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity.  | (k) Initials ____ | Initials ____ |
| l) The investor is an insurance company as defined in Section 2(a)(13) of the Securities Act.   | (l) Initials ____ | Initials ____ |
| m) The investor is an investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act") or a business development company as defined in Section 2(a)(48) of the 1940 Act.   | (m) Initials ____ | Initials ____ |
| n) The investor is a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the U.S. Small Business Investment Act of 1958.  | (n) Initials ____ | Initials ____ |
| o) The investor is a private business development company as defined in Section 202(a)(22) of the Advisers Act.   | (o) Initials ____ | Initials ____ |
| p) The investor is a broker or dealer registered pursuant to Section 15 of the Exchange Act, as amended.  | (p) Initials ____ | Initials ____ |
| q) The investor is an entity (other than a trust) in which all of the equity owners are accredited investors.   | (q) Initials ____ | Initials ____ |

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Ares Industrial Real Estate Income Trust

- r) The investor is an investment adviser registered pursuant to Section 203 of the Advisers Act or registered pursuant to the laws of any U.S. state. (r) Initials \_\_\_\_ Initials \_\_\_\_
- s) The investor is an investment adviser relying on the exemption from registering with the SEC under Section 203(l) or 203(m) of the Advisers Act. (s) Initials \_\_\_\_ Initials \_\_\_\_
- t) The investor is a Rural Business Investment Company as defined in Section 384A of the Consolidated Farm and Rural Development Act. (t) Initials \_\_\_\_ Initials \_\_\_\_
- u) The investor is an entity that (i) was not formed for the specific purpose of acquiring the Shares, (ii) owns investments in excess of \$5,000,000, and (iii) is of a type not listed in paragraphs above. (u) Initials \_\_\_\_ Initials \_\_\_\_
- v) The investor is a "family office," as defined in Rule 202(a)(11)(G)-1 under the Advisers Act, and (i) has assets under management in excess of \$5,000,000, (ii) is not formed for the specific purpose of acquiring the Shares; and (iii) its prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment. (v) Initials \_\_\_\_ Initials \_\_\_\_

## Additional Representations

- a) The investor affirms that no Shares were offered to the investor by means of any general solicitation or advertising by the investor's financial intermediary, the Company or any person acting on the investor's behalf, including without limitation (i) any advertisement, article, notice or other communication published in any newspaper, magazine, or other similar media or broadcast over television or radio, or (ii) any seminar or meeting to which the investor was invited by any general solicitation or advertising, and the investor is making the decision to invest in the Company based solely on the applicable offering documents and any additional information regarding an investment in the Shares that was made available to the investor by the Company or the investor's financial intermediary in connection with this offering of the Shares, and not based on any materials used by the Company or Ares Wealth Management Solutions, LLC (the "Dealer Manager") in connection with prior securities offerings that have been terminated. (a) Initials \_\_\_\_ Initials \_\_\_\_
- b) The investor certifies that the investor is not subject to any of the "Bad Actor" disqualifications described in Rule 506(d)(1)(i) to (viii) under the Securities Act and set forth in Annex A (a "Disqualification Event") and agrees to notify the Company in writing promptly upon the occurrence of a Disqualification Event. (b) Initials \_\_\_\_ Initials \_\_\_\_

## 6. Subscriber Signatures

A participant may terminate participation in the DRP at any time, without penalty, by delivering a written notice to the Company. Such notice must be received by the Company at least one business day prior to a monthly distribution date in order for a participant's termination to be effective for such month (i.e., a termination notice will be effective as of the last day of the month in which it is received and will not affect participation in the DRP for any prior quarter).

Please read the entire DRP, which is filed as an exhibit to the Company's Annual Report on Form 10-K, as may be amended and included with subsequent filings with the U.S. Securities and Exchange Commission (the "SEC").

Participants in the DRP agree that if they experience a material adverse change in their financial condition or can no longer make the representations and warranties set forth in this form, they are required to promptly notify the Company and their broker/dealer ("B/D") in writing.

By signing below, I (we) acknowledge and agree that the terms of this Distribution Change Form include only those terms on the Distribution Change Form and those specifically required to complete the Distribution Change Form. Any additional items added to the Distribution Change Form by hand or otherwise are void and of no effect. The terms of the offering are set forth in the applicable offering documents of the Company and cannot be altered by this Distribution Change Form. By signing below, I (we) also agree and acknowledge that I (we) have not received any recommendation, guidance or other advice from the Company with respect to my (our) determination to participate in the DRP.

Signature of Investor or Trustee

Date

Signature of Co-Investor or Trustee, if applicable

Date

## 7. Broker/Dealer (To be completed by Registered Representative ("RR"))

If the participant in the DRP is represented by a B/D or authorized representative, the B/D or authorized representative must sign below to complete an election to participate in the DRP. The undersigned confirms by its signature, on behalf of the B/D, that he or she is duly licensed and may lawfully sell Shares of common stock in the state designated as the investor's legal residence. The undersigned confirms by its signature, on behalf of the B/D, that it (i) has reasonable grounds to believe that the information and representations concerning the investor identified herein are true, correct and complete in all respects; (ii) has verified that the form of ownership selected is accurate and, if other than individual ownership, has verified that the individual executing on behalf of the investor is properly authorized and identified; (iii) has discussed such investor's prospective purchase of Shares with such investor; (iv) has advised such investor of all pertinent facts with regard to the liquidity and marketability of the Shares; (v) has delivered or made available the applicable offering documents to such investor; and (vi) has reasonable grounds to believe that the purchase of Shares is a suitable investment for such investor, that such investor meets the suitability standards applicable to such investor set forth in this enrollment form, and that such investor is in a financial position to enable such investor to realize the benefits of such an investment and to suffer any loss that may occur with respect thereto. The B/D agrees to maintain records of the information used to determine that an investment in Shares is suitable and appropriate for the investor for a period of six years. The undersigned further represents and certifies, on behalf of the B/D, that in connection with this enrollment form, he or she has complied with and has followed all applicable policies and procedures under his or her firm's existing Anti-Money Laundering Program and Customer Identification Program.

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Ares Industrial Real Estate Income Trust

## 7. Broker/Dealer (To be completed by Registered Representative ("RR")) — continued

Name of RR			B/D Name		Telephone Number	
Mailing Address			Home Office Mailing Address			
City	State	ZIP	City	State	ZIP	
B/D Rep #		CRD#	RR Telephone Number		RR Email Address	
Signature — RR			Signature — B/D, if applicable			

Ares Wealth Management Solutions, LLC (the "Dealer Manager") is a broker dealer affiliate of Ares Commercial Real Estate Management LLC (the "Advisor"), is registered with the SEC and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Dealer Manager does not sell securities directly to the general public. Rather, the Dealer Manager's primary business is the wholesale distribution of Ares Real Estate managed or affiliated products. Transactions with retail customers are generally conducted on a wholesale basis through other broker dealers, investment advisers and banks. The Dealer Manager does not make any investment recommendations nor provide investment advice to investors and has not, and is not responsible for, evaluating whether or not an investment in the Shares is in the best interest of the investor.

You may fax this completed form to: 816.374.7420

Please mail this completed form to:

**Direct Overnight Mail:**

Ares Wealth Management Solutions  
c/o SS&C GIDS, Inc.  
430 W. 7th Street, Suite 219079  
Kansas City, MO 64105

**P.O. Box:**

Ares Wealth Management Solutions  
c/o SS&C GIDS, Inc.  
P.O. Box 219079  
Kansas City, MO 64121-9079

Not a Deposit | Not FDIC Insured | Not Guaranteed by the Bank | May Lose Value | Not Insured by Any Federal Government Agency

Ares Wealth Management Solutions Contact Information:

Phone: 866.324.7348

Website: [areswms.com](http://areswms.com)

Email: [WMSoperations@aresmgmt.com](mailto:WMSoperations@aresmgmt.com)

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## Annex A: Disqualifying Events

An investor will be deemed to be subject to a Disqualification Event if the investor:

- i. has been convicted within the last ten years of any felony or misdemeanor in the United States (a) in connection with the purchase or sale of any security, (b) involving the making of any false filing with the SEC or (c) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;
- ii. is subject to any order, judgment or decree of any court of competent jurisdiction, entered within the last five years, that restrains or enjoins such person from engaging or continuing to engage in any conduct or practice (a) in connection with the purchase or sale of any security, (b) involving the making of any false filing with the SEC, or (c) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;
- iii. is subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that either: (a) bars the investor from (1) association with an entity regulated by such commission, authority, agency, or officer, (2) engaging in the business of securities, insurance or banking, or (3) engaging in savings association or credit union activities; or (b) constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within ten years of the date of this Agreement;
- iv. is subject to an order of the SEC entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or 203(f) of the Investment Advisers Act, that (a) suspends or revokes such person's registration as a broker, dealer, municipal securities dealer or investment adviser, (b) places limitations on the activities, functions or operations of such person; or (c) bars such person from being associated with any entity or from participating in the offering of any penny stock;
- v. is subject to any order of the SEC entered within the last five years that presently orders the investor to cease and desist from committing or causing a violation or future violation of (a) any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act or (b) any other rule or regulation thereunder or Section 5 of the Securities Act;
- vi. is suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association (including the Financial Industry Regulatory Authority) for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade;
- vii. has filed (as a registrant or issuer), or was or was named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within the last five years, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is presently the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued; or
- viii. is subject to a United States Postal Service false representation order entered within five years or is presently subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations.