

# Distribution Change Form - RIAs

FOR USE WITH CUSTOMERS OF REGISTERED INVESTMENT ADVISERS

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 print name in which shares are registered)

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

Investor Account Registration (Please print name in which Shares are registered)

Investor Social Security/Taxpayer ID #

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

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

Co-Investor Birth Date/Articles of Incorporation (MM/DD/YY) (if applicable)

Ares Account Number

Home Telephone

Investor E-mail Address

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

*If you checked the box above, 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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Ares Industrial Real Estate Income Trust

## 4. **DRP Suitability (Required if enrolling in the **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 <b>DRP</b> have been made available to me (us).   | (a) Initials ____ | Initials ____ |
| b) I am (we are) purchasing the Shares under the <b>DRP</b> 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 ____ |

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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 ____
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 ____

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 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\_\_\_\_

Signature of Investor or Trustee	Date	Signature of Co-Investor or Trustee, if applicable	Date
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Ares Industrial Real Estate Income Trust

a representation to the Company that the RIA is a properly registered or licensed RIA, duly authorized to perform those activities contemplated by this Distribution Change Form under federal and state securities laws and regulations and in the states in which such activities occur. The RIA agrees to comply with the record-keeping requirements imposed by federal and state laws. The RIA represents and warrants that: (a) the RIA is not a member of the Financial Industry Regulatory Authority ("FINRA") or an associated person of a FINRA member and, based on the activities the RIA performs, is not required to be a FINRA member or an associated person of a FINRA member, or otherwise required to register as a broker or dealer under any applicable federal or state laws, rules or regulations; or (b) to the extent the RIA is a FINRA member or an associated person of a FINRA member, or otherwise is engaged in any activities (pursuant to this Distribution Change Form or otherwise) that would require the RIA, or any of the RIA's associated persons to register as a broker or dealer, or as a registered representative of a broker or dealer, under any applicable federal or state laws, rules or regulations, the RIA represents and warrants that the RIA and/or any such associated persons have taken any and all necessary actions and obtained any and all necessary registrations, licenses and/or permissions required by any applicable federal or state laws, rules or regulations, or any applicable rules or regulations of FINRA or any other applicable regulatory or self-regulatory body or organization, to engage in such activities.

The RIA represents that the investor meets the financial qualifications set forth in the applicable offering documents or in any letter, memorandum or other communication sent to it by the Company and a person who is eligible to purchase the applicable class of Shares as described in the applicable offering documents. The RIA has made every reasonable effort to determine that the election to participate in and acquire additional Shares pursuant to the DRP by the investor is a suitable and appropriate investment for such investor and acknowledges that Ares Wealth Management Solutions, LLC has not made and will not make any determination as to the suitability of any investment for any particular investor. In making this determination, the RIA has ascertained that the investor: (a) meets the minimum income and net worth standards established for the Company, as described in the applicable offering documents; (b) can reasonably benefit from the investment in the Company based on the prospective investor's overall investment objectives and portfolio structure; (c) is able to bear the economic risk of the investment based on the prospective investor's overall financial situation; and (d) has apparent understanding of (1) the fundamental risks of the investment; (2) the risk that the investor may lose the entire investment; (3) the lack of liquidity of the Shares; (4) the restrictions on transferability of the Shares; (5) the tax consequences of the investment; and (6) the background of the Company's external advisor. The RIA has made this determination on the basis of information it has obtained from the investor, including at least the age, investment objectives, investment experiences, income, net worth, financial situation, and other investments of the prospective investor, as well as any other pertinent factors. The RIA agrees to maintain records of the information used to determine that an investment in the Shares is suitable and appropriate for the investor for a period of six years. The RIA further agrees to make the suitability records available to the Company upon request and to make them available to regulators and self-regulatory bodies upon the Company's receipt of a subpoena or other appropriate document request from such regulatory body.

## 7. Registered Investment Adviser (To be completed by the RIA) — continued

The undersigned confirms that the investor(s) meet the suitability standards set forth in the Prospectus and that the suitability provisions in Section 4 of this form have been discussed with the investor(s), if applicable, for their state of residence.

Name of RIA Representative

Name of RIA Firm

Mailing Address

RIA IARD #

City State ZIP

Name of Clearing Firm

Telephone Number

E-mail Address

Signature — RIA Representative

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 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.