

ARES COMMERCIAL REAL ESTATE CORPORATION

Policies Regarding Director Nominations, Stockholder Communications and Annual Meeting Attendance

(adopted on June 24, 2015, revised June 7, 2017)

1. Policy Regarding Director Qualifications and Skills

In considering possible candidates for election as a director, the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Ares Commercial Real Estate Corporation, a Maryland corporation (the "Corporation"), shall take into account, in addition to such other factors as it shall deem relevant, the desirability of selecting directors who:

- are of high character and integrity;
- are accomplished in their respective fields, with superior credentials and recognition;
- have relevant expertise and experience upon which to be able to offer advice and guidance to management;
- have sufficient time available to devote to the affairs of the Corporation;
- are able to work with the other members of the Board and contribute to the success of the Corporation;
- can represent the long-term interests of the Corporation's stockholders as a whole; and
- are selected such that the Board represents a diverse range of backgrounds and experience.

The Committee also considers all applicable legal and regulatory requirements that govern the composition of the Board. Accordingly,

- (i) a majority of the Board must satisfy the independence requirements established by The New York Stock Exchange ("NYSE") or any other exchange or quotation service on which the Corporation's securities are listed,
- (ii) at least three members of the Board must have the requisite financial literacy to serve on the Corporation's Audit Committee,

(iii) at least one member of the Board must satisfy NYSE's "financial management expertise" requirement (and should also be an "audit committee financial expert" (as defined by the SEC)), and

(iv) there must be a sufficient number of independent directors to ensure that the Committee, the Compensation Committee and the Audit Committee are each comprised entirely of independent directors.

2. Policy Regarding the Process for Identifying and Evaluating Director Nominees

The Committee's policy is to identify potential nominees based on suggestions from the Chief Executive Officer of the Corporation, members of the Committee, other members of the Board, other executive officers, and stockholders and by other means, and to evaluate such persons as a committee. In addition, from time to time, the Board may determine that it requires a director with a particular expertise or qualification and will actively recruit such a candidate.

Qualified candidates for membership on the Board will be considered without regard to race, color, creed, religion, national origin, age, gender, sexual orientation or disability. The Committee will review and evaluate each candidate's character, judgment, skills (including financial literacy), background, experience and other qualifications (without regard to whether a nominee has been recommended by the Corporation's stockholders), as well as the overall composition of the Board, and recommend to the Board for its approval the slate of directors to be nominated for election at the annual meeting of the Corporation's stockholders.

3. Policy Regarding Consideration of Director Candidates Nominated by Stockholders

Stockholders may nominate director candidates for consideration by the Committee in accordance with the Corporation's bylaws. To be timely, notice of a proposed nomination must be delivered to or mailed and received at the Corporation's principal executive offices not earlier than 150 days nor fewer than 120 days in advance of the date on which the Corporation first mailed its proxy materials for the previous year's annual meeting of its stockholders; provided, however, that if the date of the annual meeting has changed by more than 30 days from the prior year, or if the Corporation did not hold an annual meeting in the prior year, the nomination must be received not earlier than the 150th day prior to the date of such annual meeting nor later than the later of (i) 120th day prior to the date of such annual meeting or (ii) the 10th day following the day on which public announcement of such meeting date is first made.

In addition to information regarding the nominating stockholder as set forth in the Corporation's bylaws, such stockholder's notice shall set forth as to each individual whom the stockholder proposes to nominate for election or reelection as a director:

- the name, age, business address and residence address of such individual,
- the class, series and number of all shares of any stock or other securities of the Corporation or any affiliate thereof (collectively, the "Company Securities") that are owned (beneficially or of record) by such individual,
- the date each such Company Security was acquired and the investment intent of such acquisition,
- any short interest (including any opportunity to profit or share in any benefit from any decrease in the price of such stock or other security) in any Company Security,
- the nominee holder for, and number of, any Company Securities owned beneficially but not of record,
- whether and the extent to which the individual has during the last six months engaged in any hedging, derivative or other transaction or series of transactions or entered into any agreement, arrangement or understanding (including any short interest, any borrowing or lending of securities or any proxy or voting agreement), the effect or intent of which is to (i) manage risk or benefit from changes in the price of (A) Company Securities or (B) any security of any entity that was listed in the Peer Group in the Stock Performance Graph in the most recent annual report to the security holders of the Corporation, or if no such annual report has been filed, an entity that would be required to be listed in the Peer Group in the Stock Performance Graph (a "Peer Group Company"), or (ii) increase or decrease the voting power of such individual in the Corporation or any affiliate thereof (or, as applicable, in any Peer Group Company) disproportionately to such person's economic interest in the Company Securities (or, as applicable, in any Peer Group Company),
- any substantial interest, direct or indirect (including, without limitation, any existing or prospective commercial, business or contractual relationship with the Corporation), by security holdings or otherwise, of such individual in the Corporation or any affiliate thereof, other than an interest arising from the ownership of Company Securities where such individual receives no extra or special benefit not shared on a pro rata basis by all other holders of the same class or series, and
- all other information relating to such individual that is required to be disclosed in solicitations of proxies for election of directors in an election contest (even if an election contest is not involved), or is otherwise required, in each case pursuant to

Regulation 14A (or any successor provision) under the Securities Exchange Act of 1934, as amended and the rules and regulations promulgated thereunder (the “Exchange Act”).

Any such submission must be accompanied by a certificate executed by the individual whom the stockholder proposes to nominate (i) certifying that such individual (a) is not, and will not become a party to, any agreement, arrangement or understanding with any person or entity other than the Corporation in connection with service or action as a director that has not been disclosed to the Corporation and (b) will serve as a director of the Corporation if elected; and (ii) attaching a completed questionnaire (which questionnaire shall be provided by the Corporation, upon request, to the stockholder providing the notice and shall include all information relating to the individual whom the stockholder proposes to nominate that would be required to be disclosed in connection with the solicitation of proxies for the election of directors in an election contest (even if an election contest is not involved), or would otherwise be required in connection with such solicitation, in each case pursuant to Regulation 14A (or any successor provision) under the Exchange Act, or would be required pursuant to the rules of any national securities exchange on which any securities of the Corporation are listed or over-the-counter market on which any securities of the Corporation are traded.

The Corporation will forward all nominations to the Committee for consideration. The Committee may, but will not be required to, consider nominations not properly submitted in accordance with this policy. The Committee may request further information and documentation from any proposed nominee or from any stockholder proposing a nominee. All nominees properly submitted to the Corporation (or which the Committee otherwise elects to consider) will be evaluated and considered by members of the Committee using the same criteria as nominees identified by the Committee itself.

4. Policy Regarding Stockholder Communications with the Board

The Board welcomes communications from the Corporation’s stockholders and other interested parties. Stockholders and other interested parties may send communications to the Board, to the non-management or independent directors as a group or to any particular director, to the following address (or such other principal executive office of the Corporation, from time to time):

c/o Ares Commercial Real Estate Corporation
245 Park Avenue, 42nd Floor
New York, NY 10167
Attention: General Counsel

Stockholders and other interested parties should indicate clearly the director or directors to whom the communication is being sent so that each communication may be forwarded directly to the appropriate director(s) or group of directors. Any such communications may be made anonymously. Unsolicited advertisements, invitations to conferences or

promotional materials, in the discretion of the Corporation's Secretary, are not required, however, to be forwarded to the directors.

5. Policy Regarding Directors' Attendance at Annual Meetings

The Corporation encourages, but does not require, the members of the Board to attend the Corporation's annual meeting of its stockholders.

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Each of the foregoing policies is in all respects subject and subordinate to the Corporation's charter and bylaws, the resolutions of the Board and the applicable provisions of the Maryland General Corporate Law, each as in effect from time to time.