

**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.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check 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

ARES COMMERCIAL REAL ESTATE CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- | | |
|-----|---|
| (1) | Title of each class of securities to which transaction applies: |
| (2) | Aggregate number of securities to which transaction applies: |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction: |
| (5) | Total fee paid: |
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- | | |
|-----|---|
| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |
-



ARES COMMERCIAL REAL ESTATE CORP.
245 PARK AVENUE, 42ND FLOOR
NEW YORK, NY 10167

Your **Vote** Counts!

ARES COMMERCIAL REAL ESTATE CORP.

2022 Annual Meeting

Vote by May 24, 2022

11:59 PM ET



D70108-P68467

You invested in ARES COMMERCIAL REAL ESTATE CORP. 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 materials for the stockholder meeting to be held on May 25, 2022.**

Get informed before you vote

View the Notice and Proxy Statement and 2021 Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 11, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder 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 Virtually at the Meeting*

May 25, 2022
12:00 PM EDT

Virtually at:
www.virtualshareholdermeeting.com/ACRE2022

*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 stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
<p>1. Election of Directors</p> <p>Nominees:</p> <p>01) William L. Browning*</p> <p>02) Edmond N. Moriarty, III*</p> <p>03) Rebecca J. Parekh*</p> <p>*Persons to serve as Class I Directors until the Company's 2025 Annual Meeting of Stockholders and until their successors are duly elected and qualify.</p>	<p>✓ For</p>
<p>2. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022.</p>	<p>✓ For</p>
<p>3. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as described in the 2022 Proxy Statement.</p>	<p>✓ For</p>
<p>4. To approve the First Amendment to the Company's Amended and Restated 2012 Equity Incentive Plan as described in the 2022 Proxy Statement.</p>	<p>✓ For</p>
<p>NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.</p>	

