

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF
THE BOARD OF TRUSTEES
OF
ARES STRATEGIC INCOME FUND

I. Statement of Policy

The function of the Nominating and Governance Committee (the “Committee”) is to assist the Board of Trustees (the “Board”) of Ares Strategic Income Fund, a Delaware statutory trust (the “Fund”), in fulfilling its responsibilities by:

- (i) developing, reviewing and, as appropriate, updating certain policies regarding the nomination of trustees and recommending such policies or any changes in such policies to the Board for its approval;
- (ii) identifying individuals qualified to become trustees;
- (iii) evaluating and recommending to the Board nominees to fill vacancies on the Board or a committee thereof or to stand for election by the shareholders of the Fund;
- (iv) from time to time, reviewing the Fund’s policies relating to corporate governance and recommending any changes in such policies to the Board; and
- (v) overseeing the evaluation of the Board (including its leadership structure) and the Board’s committees.

II. Composition

The Committee shall be comprised of two or more independent trustees. For purposes of the Nominating and Corporate Governance Committee Charter (this “Charter”), “independent trustees” are trustees who (i) are not “interested persons” (as defined in the Investment Company Act of 1940) of the Fund; and (ii) satisfy any other applicable requirements of the Securities and Exchange Commission and any other applicable laws, rules and regulations with respect to independence, as determined by the Board. The members of the Committee shall be appointed by the Board and may be removed by the Board at any time. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings

The Committee shall meet at least twice per year and at such other times and with such frequency as the Committee shall determine as appropriate to meet its responsibilities. The Committee may ask officers of the Fund and management of the Fund’s investment adviser, if

any, counsel or others to attend meetings and provide pertinent information as necessary or desirable. The Committee may adopt such procedures as it deems appropriate and necessary to carry out the duties and responsibilities of the Committee. The Committee shall report to the Board from time to time, as requested by the Board, or as the Committee deems appropriate.

IV. Committee Advisers

The Committee shall have the authority, to the extent the Committee deems necessary or appropriate in its sole discretion, to carry out its responsibilities to obtain advice and assistance from, and to retain and terminate, search firms, legal or accounting advisors or other consultants, with the cost of such search firms, legal or accounting advisors or other consultants to be borne by the Fund; and to approve fees and other retention terms of any such search firms, legal or accounting advisors or other consultants.

V. Responsibilities and Duties

- (i) The Committee shall develop, and recommend to the Board for approval, policies regarding:
 - (A) specific, minimum qualifications for trustee nominees;
 - (B) the process for identifying and evaluating trustee nominees and for evaluating and renominating existing trustees; and
 - (C) consideration of any trustee nominee candidates recommended by the Fund's shareholders.

The Committee shall from time to time review the size and composition of the Board as a whole and the size and composition of the Board's committees and review and recommend any changes to such policies to the Board for its approval.

- (ii) The Committee shall identify individuals qualified to become Board members and consider and evaluate candidates (including candidates identified by other trustees, by management of the Fund's investment adviser and by shareholders of the Fund) to fill positions on the Board (including, but not limited to, persons nominated by shareholders) and to fill vacancies on committees of the Board, pursuant to the policies adopted under clause (i) above.
- (iii) The Committee shall recommend to the Board nominees to fill vacancies on the Board or a committee thereof or to stand for election by the shareholders of the Fund.
- (iv) The Committee shall consider shareholders recommendations for possible nominees for election as trustee when such recommendations are submitted in accordance with the Fund's Bylaws, this Charter and any applicable, law, rule or regulation regarding trustee nominations.

- (v) The Committee shall from time to time, but not less than annually, review the Fund's policies relating to corporate governance and recommend any changes in such policies to the Board.
- (vi) The Committee shall review and reassess the adequacy of this Charter annually, and recommend any proposed changes to the Board for its approval.
- (vii) The Committee shall have the authority to create subcommittees with such powers as the Committee shall from time to time confer.
- (viii) The Committee shall review the independence and other qualifications of the Board members and trustee nominees.
- (ix) The Committee shall review the effectiveness of trustee compensation in supporting the Fund's ability to attract, retain and motivate qualified trustees and, if appropriate, recommend changes in such compensation to the Board.
- (x) Notwithstanding anything to the contrary in this Charter, if the Fund is required by contract or otherwise to provide third parties with the ability to nominate one or more trustees, the selection and nomination of such trustees shall not be subject to review or approval by the Committee.
- (xi) The Committee shall conduct an annual review of the Board's and its committees' performance (including the performance of the Committee) and report the results to the Board. The performance review shall be conducted in such manner as the Committee deems appropriate.
- (xii) The Committee shall receive and review updates periodically from representatives of Ares Management Corporation relating to environmental, social and governance matters relevant to the Fund's business.

The Committee may diverge from the specific activities outlined throughout this Charter as appropriate if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, the Fund's charter and bylaws, and the resolutions and other directives of the Board.

This Charter is in all respects subject and subordinate to the Fund's charter and bylaws, the resolutions of the Board and the applicable provisions of the Delaware Statutory Trust Act.