

**BGO INDUSTRIAL REAL ESTATE INCOME TRUST, INC.**  
Class T, S, D, I and E Share Repurchase Plan

Effective May 30, 2023

**Definitions**

*Adviser* — BentallGreenOak (U.S.) Limited Partnership.

*Class D shares* — shall mean the shares of Common Stock classified as Class D.

*Class E shares* — shall mean the shares of Common Stock classified as Class E.

*Class I shares* — shall mean the shares of Common Stock classified as Class I.

*Class S shares* — shall mean the shares of Common Stock classified as Class S.

*Class T shares* — shall mean the shares of Common Stock classified as Class T.

*Common Stock* — shall mean the common stock, par value \$0.01 per share, of the Company.

*Company* — shall mean BGO Industrial Real Estate Income Trust, Inc., a Maryland corporation.

*Dealer Manager* — shall mean BentallGreenOak Real Estate US LLC.

*NAV* — shall mean net asset value, determined in accordance with the Company's Net Asset Value Calculation and Valuation Guidelines as described in the Company's prospectus.

*Operating Partnership* — shall mean BGO IREIT Operating Partnership LP, a Delaware limited partnership.

*Operating Partnership units* — shall mean limited partnership interests in the Operating Partnership.

*Plan* — shall mean this share repurchase plan of the Company, as the same may be amended from time to time.

*Special Limited Partner* — shall mean BGO REIT Special Limited Partner LP.

*Stockholders* — shall mean the holders of Class T shares, Class S shares, Class D shares, Class I shares and Class E shares.

*Transaction Price* — shall mean the repurchase price per share for each class of Common Stock, which shall be equal to the then-current public offering price before applicable selling commissions and dealer manager fees.

**Share Repurchase Plan**

Stockholders may request that the Company repurchase shares of its Common Stock through their financial advisor or directly with the Company's transfer agent. The procedures relating to the repurchase of shares of Common Stock are as follows:

- Certain broker-dealers require that their clients process repurchases through their broker-dealer, which may impact the time necessary to process such repurchase request, impose more restrictive deadlines than described under this Plan, impact the timing of a Stockholder receiving repurchase proceeds and require different paperwork or process than described in this Plan. Stockholders should contact their broker-dealer first if they want to request the repurchase of their shares of Common Stock.
- Under this Plan, to the extent the Company chooses to repurchase shares in any particular month the Company will only repurchase shares as of the opening of the last calendar day of that month (a "Repurchase Date"). To have shares repurchased, a Stockholder's repurchase request and required documentation must be received in good order by 4:00 p.m. (Eastern time) on

the second to last business day of the applicable month. Settlements of share repurchases will generally be made within three business days of the Repurchase Date. Repurchase requests received and processed by the Company's transfer agent will be effected at a repurchase price equal to the Transaction Price on the applicable Repurchase Date (which will generally be equal to the prior month's NAV per share of Common Stock), subject to any Early Repurchase Deduction (as defined below).

- A Stockholder may withdraw his or her repurchase request by notifying the transfer agent, directly or through the Stockholder's financial intermediary, on our toll-free, automated telephone line, 1-833-360-5519. The line is open on each business day between the hours of 9:00 a.m. and 6:00 p.m. (Eastern time). Repurchase requests must be cancelled before 4:00 p.m. (Eastern time) on the last business day of the applicable month.
- If a repurchase request is received after 4:00 p.m. (Eastern time) on the second to last business day of the applicable month, the repurchase request will be executed, if at all, on the next month's Repurchase Date at the Transaction Price applicable to that month (subject to any Early Repurchase Deduction), unless such request is withdrawn prior to the repurchase. Repurchase requests received and processed by the Company's transfer agent on a business day, but after the close of business on that day or on a day that is not a business day, will be deemed received on the next business day. All questions as to the form and validity (including time of receipt) of repurchase requests and notices of withdrawal will be determined by the Company, in its sole discretion, and such determination shall be final and binding.
- Repurchase requests may be made by mail or by contacting a financial intermediary, both subject to certain conditions described in this Plan. If making a repurchase request by contacting the Stockholder's financial intermediary, the Stockholder's financial intermediary may require the Stockholder to provide certain documentation or information. If making a repurchase request by mail to the transfer agent, the Stockholder must complete and sign a repurchase authorization form, which can be found at the end of this Plan and which is available on our website, [www.bgoireit.com](http://www.bgoireit.com). Written requests should be sent to the transfer agent at the following address:

BGO Industrial Real Estate Income Trust, Inc.  
c/o SS&C GIDS, Inc.  
PO Box 219378  
Kansas City, MO 64121-9378

Overnight Address:  
BGO Industrial Real Estate Income Trust, Inc.  
c/o SS&C GIDS, Inc.  
430 W 7th St. Suite 219378  
Kansas City, MO 64105-1407

Toll Free Number: 1-833-360-5519

Corporate investors and other non-individual entities must have an appropriate certification on file authorizing repurchases. A signature guarantee may be required.

- For processed repurchases, Stockholders may request that repurchase proceeds are to be paid by mailed check provided that the check is mailed to an address on file with the transfer agent for at least 30 days. Stockholders should check with their broker-dealer that such payment may be made via check or wire transfer, as further described below.
- Stockholders may also receive repurchase proceeds via wire transfer, provided that wiring instructions for their brokerage account or designated U.S. bank account are provided. For all repurchases paid via wire transfer, the funds will be wired to the account on file with the transfer agent or, upon instruction, to another financial institution provided that the Stockholder has made the necessary funds transfer arrangements. The customer service representative can provide detailed instructions on establishing funding arrangements and designating a bank or brokerage account on file. Funds will be wired only to U.S. financial institutions (ACH network members).
- A medallion signature guarantee will be required in certain circumstances described below. A medallion signature guarantee may be obtained from a domestic bank or trust company, broker-dealer, clearing agency, savings association or other financial institution which participates in a medallion program recognized by the Securities Transfer Association. The three recognized

medallion programs are the Securities Transfer Agents Medallion Program, the Stock Exchanges Medallion Program and the New York Stock Exchange, Inc. Medallion Signature Program. Signature guarantees from financial institutions that are not participating in any of these medallion programs will not be accepted. A notary public cannot provide signature guarantees. The Company reserves the right to amend, waive or discontinue this policy at any time and establish other criteria for verifying the authenticity of any repurchase or transaction request. The Company may require a medallion signature guarantee if, among other reasons: (1) the amount of the repurchase request is over \$500,000; (2) a Stockholder wishes to have repurchase proceeds transferred by wire to an account other than the designated bank or brokerage account on file for at least 30 days or sent to an address other than such Stockholder's address of record for the past 30 days; or (3) the Company's transfer agent cannot confirm a Stockholder's identity or suspects fraudulent activity.

- If a Stockholder has made multiple purchases of shares of Common Stock, any repurchase request will be processed on a first in/first out basis unless otherwise requested in the repurchase request.

### ***Minimum Account Repurchases***

In the event that any Stockholder fails to maintain the minimum balance of \$500 of shares of Common Stock, the Company may repurchase all of the shares held by that Stockholder at the repurchase price in effect on the date the Company determines that such Stockholder has failed to meet the minimum balance, less any Early Repurchase Deduction. Minimum account repurchases will apply even in the event that the failure to meet the minimum balance is caused solely by a decline in the Company's NAV. Minimum account repurchases are subject to Early Repurchase Deduction.

### ***Sources of Funds for Repurchases***

The Company may fund repurchase requests from sources other than cash flow from operations, including, without limitation, the sale of assets, borrowings, return of capital or offering proceeds (including from sales of Common Stock or Operating Partnership units), and the Company has no limits on the amounts it may pay from such sources.

### ***Repurchase Limitations***

The Company may repurchase fewer shares than have been requested in any particular month to be repurchased under this Plan, or none at all, in its discretion at any time. In addition, the aggregate NAV of total repurchases of Class T shares, Class S shares, Class D shares, Class I shares and Class E shares (including repurchases at certain non-U.S. investor access funds primarily created to hold shares of Common Stock but excluding any Early Repurchase Deduction applicable to the repurchased shares) will be limited to no more than 2% of the Company's aggregate NAV per month (measured using the aggregate NAV as of the end of the immediately preceding month) and no more than 5% of the Company's aggregate NAV per calendar quarter (measured using the average aggregate NAV as of the end of the immediately preceding three months).

In the event that the Company determines to repurchase some but not all of the shares submitted for repurchase during any month, shares submitted for repurchase during such month will be repurchased on a pro rata basis after the Company has repurchased all shares for which repurchase has been requested due to death, disability or divorce. All unsatisfied repurchase requests must be resubmitted by submitting a new repurchase request after the start of the next month or quarter, or upon the recommencement of this Plan, as applicable.

If the Transaction Price for the applicable month is not made available by the tenth business day prior to the last business day of the month (or is changed after such date), then no repurchase requests will be accepted for such month and Stockholders who wish to have their shares repurchased the following month must resubmit their repurchase requests. The Transaction Price for each month will be available on our website at [www.bgoireit.com](http://www.bgoireit.com) and in prospectus supplements filed with the Securities and Exchange Commission.

Should repurchase requests, in the Company's judgment, place an undue burden on the Company's liquidity, adversely affect the Company's operations or risk having an adverse impact on the Company as a whole, or should the Company otherwise determine that investing its liquid assets in real properties or other investments rather than repurchasing the Company's shares is in the best interests of the Company as a whole, the Company may choose to repurchase fewer shares in any particular month than have been requested to be repurchased, or none at all. Further, the Company's board of directors may make exceptions to, modify or suspend for any period of time or indefinitely this Plan if, in its reasonable judgment, it deems such action to be in the best interest of the Company and its Stockholders. The Company's board of directors cannot terminate this Plan absent a liquidity event which results in Stockholders receiving cash or securities listed on a national securities exchange or where otherwise required by law. Material modifications, including

any amendment to the 2% monthly or 5% quarterly limitations on repurchases, to and suspensions of the Plan will be promptly disclosed to Stockholders in a prospectus supplement (or post-effective amendment if required by the Securities Act of 1933, as amended) or special or periodic report filed by us. Material modifications will also be disclosed on the Company's website. In addition, the Company may determine to suspend this Plan due to regulatory changes, changes in law or if the Company becomes aware of undisclosed material information that it believes should be publicly disclosed before shares are repurchased. Once this Plan is suspended, the Company's board of directors will be required to consider at least quarterly whether the continued suspension of the Plan is in the best interests of the Company and the Stockholders. The Company's board of directors must affirmatively authorize the recommencement of this Plan if it is suspended before Stockholder repurchase requests will be considered again.

As described in the Company's prospectus, shares held by the Adviser acquired as payment of the Adviser's management fee will not be subject to this Plan, including with respect to any repurchase limits, the Early Repurchase Deduction or the calculation of NAV. In addition, any repurchases of shares in respect of distributions on the performance participation interest will not be subject to the Early Repurchase Deduction. Stockholders who are exchanging a class of the Company's shares for an equivalent aggregate NAV of another class of the Company's shares will not be subject to, and will not be treated as repurchases for the calculation of, the 2% monthly or 5% quarterly limitations on repurchases and will not be subject to the Early Repurchase Deduction.

### ***Early Repurchase Deduction***

There is no minimum holding period for shares of Common Stock and Stockholders can request that the Company repurchase their shares at any time. However, subject to limited exceptions, shares that have not been outstanding for at least one year will be repurchased at 95% of the Transaction Price (an "Early Repurchase Deduction") on the applicable Repurchase Date. The one-year holding period is measured as of the first calendar day immediately following the prospective Repurchase Date. Additionally, Stockholders who have received shares of Common Stock in exchange for their Operating Partnership units may include the period of time such Stockholder held such Operating Partnership units for purposes of calculating the holding period for such shares of Common Stock. This Early Repurchase Deduction will also generally apply to minimum account repurchases. The Early Repurchase Deduction will not apply to shares acquired through our distribution reinvestment plan.

The Company may, from time to time, waive the Early Repurchase Deduction in the following circumstances (subject to conditions described below):

- repurchases resulting from death, qualifying disability or divorce;
- in the event that a Stockholder's shares are repurchased because such Stockholder has failed to maintain the \$500 minimum account balance; and
- due to trade or operational error.

As set forth above, the Company may waive the Early Repurchase Deduction in respect of repurchase of shares resulting from the death, qualifying disability (as such term is defined in Section 72(m)(7) of the Code) or divorce of a Stockholder who is a natural person, including shares held by such Stockholder through a trust or an individual retirement account or other retirement or profit-sharing plan, after (i) in the case of death, receiving written notice from the estate of the Stockholder, the recipient of the shares through bequest or inheritance, or, in the case of a trust, the trustee of such trust, who shall have the sole ability to request repurchase on behalf of the trust, (ii) in the case of qualified disability, receiving written notice from such Stockholder, provided that the condition causing the qualifying disability was not pre-existing on the date that the Stockholder became a Stockholder or (iii) in the case of divorce, receiving written notice from the Stockholder of the divorce and the Stockholder's instructions to effect a transfer of the shares (through the repurchase of the shares by the Company and the subsequent purchase by the Stockholder) to a different account held by the Stockholder (including trust or an individual retirement account or other retirement or profit-sharing plan). The Company must receive the written repurchase request within 12 months after the death of the Stockholder, the initial determination of the Stockholder's disability or divorce in order for the requesting party to rely on any of the special treatment described above that may be afforded in the event of the death, disability or divorce of a Stockholder. In the case of death, such a written request must be accompanied by a certified copy of the official death certificate of the Stockholder. If spouses are joint registered holders of shares, the request to have the shares repurchased may be made if either of the registered holders dies or acquires a qualified disability. If the Stockholder is not a natural person, such as certain trusts or a partnership, corporation or other similar entity, the right to waiver of the Early Repurchase Deduction upon death, disability or divorce does not apply.

In addition, shares of Common Stock are sold to certain feeder vehicles primarily created to hold shares of Common Stock that in turn offer interests in such feeder vehicles to non-U.S. persons. For such feeder vehicles and similar arrangements in certain markets, the Company will not apply the Early Repurchase Deduction to the feeder vehicles or underlying investors, often because of administrative or systems limitations. Further, the Company will not apply the Early Repurchase Deduction on repurchases of Common Stock submitted by discretionary model portfolio management programs (and similar arrangements) as approved by the Company.

### ***Items of Note***

- Stockholders will not receive interest on amounts represented by uncashed repurchase checks;
- Under applicable anti-money laundering regulations and other federal regulations, repurchase requests may be suspended, restricted or canceled and the proceeds may be withheld;
- IRS regulations require the Company to determine and disclose on Form 1099-B the adjusted cost basis for shares of Common Stock sold or repurchased. Although there are several available methods for determining the adjusted cost basis, unless a Stockholder elects otherwise, which such Stockholder may do by checking the appropriate box on the repurchase authorization form or calling the Company's customer service number at 1-833-360-5519, the Company will utilize the first-in-first-out method; and
- All shares of Common Stock requested to be repurchased must be beneficially owned by the Stockholder of record making the request or his or her estate, heir or beneficiary, or the party requesting the repurchase must be authorized to do so by the Stockholder of record of the shares or his or her estate, heir or beneficiary, and such shares of Common Stock must be fully transferable and not subject to any liens or encumbrances. In certain cases, the Company may ask the requesting party to provide evidence satisfactory to the Company that the shares requested for repurchase are not subject to any liens or encumbrances. If the Company determines that a lien exists against the shares, the Company will not be obligated to repurchase any shares subject to the lien.

### **Mail and Telephone Instructions**

The Company and its transfer agent will not be responsible for the authenticity of mail or phone instructions or losses, if any, resulting from unauthorized Stockholder transactions if they reasonably believe that such instructions were genuine. The Company's transfer agent has established reasonable procedures to confirm that instructions are genuine including requiring the Stockholder to provide certain specific identifying information on file and sending written confirmation to Stockholders of record. Failure by the Stockholder or its agent to notify the Company's transfer agent in a timely manner, but in no event more than 60 days from receipt of such confirmation, that the instructions were not properly acted upon or any other discrepancy will relieve the Company, the Company's transfer agent and the financial advisor of any liability with respect to the discrepancy.