

# ANNUAL MEETING OF STOCKHOLDERS OF INDEPENDENCE REALTY TRUST, INC.

**May 17, 2018**

**GO GREEN**

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 17, 2018:**

The notice of annual meeting, proxy statement and annual report to stockholders are available at <http://www.astproxyportal.com/ast/18286/>

Please mark, sign, date and  
mail your proxy card  
promptly in the enclosed  
envelope.

↓ Please detach along perforated line and mail in the envelope provided. ↓

00033333330300000000 1

051718

PLEASE MARK, SIGN, DATE AND MAIL YOUR PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.  
PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER SPECIFIED HEREIN BY THE UNDERSIGNED. IF NO CHOICE IS SPECIFIED, THIS PROXY WILL BE VOTED "FOR" ALL NOMINEES LISTED AND "FOR" APPROVAL OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR INDEPENDENCE REALTY TRUST, INC. ("IRT") FOR FISCAL YEAR 2018. THIS PROXY ALSO DELEGATES DISCRETIONARY AUTHORITY TO VOTE WITH RESPECT TO ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT, POSTPONEMENT OR CONTINUATION THEREOF. BY EXECUTING THIS PROXY, THE UNDERSIGNED HEREBY REVOKES ALL PRIOR PROXIES.

- |  | FOR                      | AGAINST                  | ABSTAIN                  |
|--|--------------------------|--------------------------|--------------------------|
| <b>1. ELECTION OF DIRECTORS</b>  |                          |                          |                          |
| Scott F. Schaeffer   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| William C. Dunkelberg  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Richard D. Gebert  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Melinda H. McClure   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Mack D. Pridgen III  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Richard H. Ross  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| DeForest B. Soaries, Jr.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <br>   |                          |                          |                          |
| 2. PROPOSAL TO APPROVE THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2018 FISCAL YEAR.              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <br>   |                          |                          |                          |
| 3. To transact such other business as may properly come before the Meeting or any adjournment, postponement or continuation thereof. |                          |                          |                          |

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder  Date:  Signature of Stockholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.