

INDEPENDENCE REALTY TRUST, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Revised as of May 18, 2018

I. Purposes

The primary purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Independence Realty Trust, Inc. (the “Company”) shall be to: (a) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board individuals for election to the Board at annual meetings of stockholders or for appointment to the Board to fill vacancies on the Board; (b) develop and recommend to the Board corporate governance guidelines applicable to the Company; (c) make recommendations to the Board on matters involving the general operation of the Board, including the Board’s size and composition and committee structure and composition; and (d) oversee the evaluation of the Board and its committees and management.

II. Committee Membership

The Committee shall be comprised of at least three directors as determined by the Board, each of whom shall satisfy the independence requirements set forth in the New York Stock Exchange Listed Company Manual. The Board shall appoint the members, and shall designate the Chairperson, of the Committee. The members of the Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on the Committee.

III. Committee Authority and Responsibilities; Director Qualifications

1. The Committee shall (a) develop and recommend to the Board criteria for selection of director nominees; (b) identify individuals qualified to become directors, consistent with criteria approved by the Board; (c) recommend to the Board individuals for election to the Board at annual or other meetings of stockholders or for appointment to the Board to fill vacancies on the Board; and (d) recommend to the Board the directors to serve on each of the Board’s committees. The Committee’s recommendations shall be consistent with the independence, financial literacy and other criteria applicable to directors as and to the extent required by laws and regulations and by the New York Stock Exchange Listed Company Manual.
2. The Committee shall review with the Board the requisite skills and characteristics of new directors as well as the composition of the Board as a whole and of the Audit, Compensation and Nominating and Governance Committees. This review will cover members’ qualification as independent, as well as considerations of skills, experience, diversity, age and tenure in the context of the needs of the Board.
3. The Committee shall review and make recommendations to the Board regarding the Company’s director nomination processes, including determining any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended

nominee for a position on the Board, and describe any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess.

4. The Committee shall solicit director candidate recommendations from its own members and the Board and will also consider recommendations made by stockholders and other interested persons. In order for a stockholder to nominate a person to the Board, the stockholder must satisfy the requirements for such nominations in the Company's Bylaws. In evaluating the persons nominated as potential directors, the Committee will consider each candidate without regard to the source of the recommendation and take into account those factors that the Board or Committee deems relevant.
5. In cases where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors shall not be subject to the Committee process.
6. An invitation to join the Board should be extended by the Board itself, by the Chairman of the Committee and by the Chairman of the Board.
7. The Committee shall have the sole authority to retain and terminate a search firm to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain such advice and assistance from such advisors as it shall deem necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a search firm, independent legal counsel or any other adviser retained by the Committee. The Committee shall not be required to retain a search firm, independent legal counsel or other adviser and may rely on published information or any sources it deems acceptable in its sole discretion. The Committee shall also have authority to obtain professional advice and assistance from within the Company or elsewhere.
8. The Committee shall make recommendations to the Board regarding the agenda for the Company's annual meeting of stockholders, and review stockholder proposals and make recommendations to the Board for action on such proposals.
9. The Committee shall periodically review the Articles of Restatement and Bylaws of the Company and recommend to the Board changes thereto in respect of good corporate governance and fostering stockholders' rights.
10. The Committee shall oversee the evaluation and self-assessment process of the Board, each committee of the Board and management with respect to the governance of the Company. The Committee shall receive comments from all directors and provide the Board, at least annually, with an assessment of its performance.
11. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company that satisfy the standards established pursuant to the New York Stock Exchange Listed Company Manual. The Committee shall review the adequacy of the Corporate Governance Guidelines at least annually and recommend any proposed changes to the Board for approval. In addition, the Committee shall

conduct such reviews and undertake such activities consistent with the responsibilities assigned to it under the Corporate Governance Guidelines.

12. The Committee shall develop and recommend to the Board the Code of Ethics applicable to the Company. The Committee shall review the adequacy of the Code of Ethics of the Company annually and recommend any proposed changes to the Board for approval.
13. The Committee may form and delegate authority to such subcommittees as it deems appropriate.
14. The Committee shall meet at least semi-annually and shall make regular reports to the Board. A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote and actions at meetings may be approved by a majority of the members present. In lieu of a meeting, the Committee may act by unanimous written consent.
15. The Chairman of the Board and Chief Executive Officer (the “CEO”), may recommend to the Committee directors for consideration for appointment to the Audit, Compensation and Nominating and Governance Committees. The Committee may consult with, and seek the recommendations of, the Chairman of the Board and the CEO with respect to any other matter within its scope; however, the Committee shall not be bound by such recommendations.
16. The Committee shall review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
17. The Committee shall annually review its own performance.