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# Attendance Card

Please bring this card with you to the meeting and present it at shareholder registration/accreditation.



MR SAM SAMPLE  
DESIGNATION (IF ANY)  
MR JOINT HOLDER 1  
ADD1  
ADD2  
ADD3  
ADD4

99999

000001

SG328



Irish Residential Properties REIT plc invites you to attend the Annual General Meeting ("AGM") of the Company to be held at the **The Shelbourne Hotel, 27 St. Stephen's Green, Dublin 2, Ireland** on 26 May 2015, at 9.30 am.

Shareholder Reference Number

C1234567890

J N T



## Form of Proxy - Annual General Meeting ("AGM") to be held on 26 May 2015



Cast your Proxy online 24 hours a day  
...It's fast, easy and secure!  
[www.eproxyappointment.com](http://www.eproxyappointment.com)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 913008

SRN: C1234567890

PIN: 1234



To view the AGM Notice online log on to [www.iresreit.ie](http://www.iresreit.ie)

To be effective, all proxy appointments must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 or through the voting website, (see above) by 9.30 am on 24 May 2015.

### Explanatory Notes:

- Every shareholder has the right to appoint some other person(s) of his/her choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak, ask questions and vote on his/her behalf at the meeting. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see reverse).
- A shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the meeting in respect of shares held in different securities accounts. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 4475566 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which he/she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). All forms must be signed and should be returned together in the same envelope. Where a poll is taken at the AGM, a shareholder, present in person or proxy, holding more than one share is not required to cast all his/her votes in the same way.
- To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out below. A shareholder wishing to appoint a proxy by electronic means may do so by accessing [www.eproxyappointment.com](http://www.eproxyappointment.com). Details of the requirements are set out in the box above. A shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to [clientservices@computershare.ie](mailto:clientservices@computershare.ie).
- Please indicate how you wish your proxy to vote by placing an "x" in the appropriate box. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6:00pm on 24 May 2015 (or in the case of an adjournment as at 6:00pm on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 9:30am on Sunday, 24 May 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.
- The address printed above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 4475566 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person.
- In the case of joint holders, the signature of the first named shareholder will suffice.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

#### All Holders

MR A SAMPLE  
<Designation>  
ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4

**Poll Card** To be completed **only** at the AGM if a Poll is called.

Resolutions	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1. To receive and consider the Directors' Report and Financial Statements for the period from 2 July 2013 (date of incorporation) to 31 December 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Authority to allot relevant securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect as Directors each of the following persons who are retiring in accordance with the Articles of Association:				5. Disapplication of pre-emption rights with respect to shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) David Ehrlich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Disapplication of pre-emption rights in relation to awards under the Company's 2014 Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Declan Moylan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Authority to make market purchases of ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Aidan O'Hogan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Authority to re-issue treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Colm Ó Nualláin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. (a) Amendment to Memorandum of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Thomas Schwartz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(b) Amendment to Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Directors to fix the remuneration of the Auditors in respect of the period expiring at the next AGM of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature \_\_\_\_\_

**Form of Proxy**

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.  You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.

I/We hereby appoint the Chairman of the Meeting OR the following person

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Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf on any matter at the AGM of **Irish Residential Properties REIT plc** to be held at the **The Shelbourne Hotel, 27 St. Stephen's Green, Dublin 2, Ireland** on 26 May 2015, at 9.30 am, and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Resolutions	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1. To receive and consider the Directors' Report and Financial Statements for the period from 2 July 2013 (date of incorporation) to 31 December 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. To authorise the Directors to fix the remuneration of the Auditors in respect of the period expiring at the next AGM of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect as Directors each of the following persons who are retiring in accordance with the Articles of Association:				4. Authority to allot relevant securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) David Ehrlich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Disapplication of pre-emption rights with respect to shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Declan Moylan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Disapplication of pre-emption rights in relation to awards under the Company's 2014 Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Aidan O'Hogan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Authority to make market purchases of ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Colm Ó Nualláin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Authority to re-issue treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Thomas Schwartz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. (a) Amendment to Memorandum of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				(b) Amendment to Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



I/We direct my/our proxy to vote on the resolutions proposed at the AGM as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the AGM.

Signature

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Date

DD / MM / YY

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating his/her capacity (e.g. director, secretary).