

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**CHARTER**

**APPFOLIO, INC.**

## Charter of the Nominating and Corporate Governance Committee

### AppFolio, Inc.

#### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of AppFolio, Inc. (the “*Company*”) is to assist the Board in nominating members of the Board and its committees, and developing and recommending corporate governance policies and procedures.

The Committee’s principal functions are to:

- Assist the Board in identifying individuals qualified to become board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees for election at each annual meeting of stockholders or to fill vacancies on the Board in accordance with the Company’s Bylaws (as amended and in effect from time to time);
- Recommend to the Board director nominees for each committee of the Board;
- Develop and recommend to the Board such corporate governance policies and procedures as the Committee determines is appropriate from time to time;
- Oversee the evaluation of the Board and of each committee of the Board; and
- Perform such other duties and responsibilities as are enumerated in and consistent with this Charter.

#### **II. Membership**

The Committee shall consist of two or more members of the Board, with the exact number determined by the Board. Each member of the Committee must (1) be an “independent director” as defined under the listing rules of the national securities exchange on which the Company’s securities are listed for trading, (2) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member, and (3) meet any other requirements imposed by applicable laws, rules, regulations and national securities exchange listing standards, subject to any applicable exemptions and transition provisions.

The members of the Committee shall be appointed by and serve at the discretion of the Board. Committee members may be removed, without cause, by the affirmative vote of the majority of the Board at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board (unless the notice specifies a later time for the effectiveness of such resignation). In the event that there is no Chairman of the Board, the notice of resignation shall be delivered to the full Board. Vacancies occurring on the Committee shall be filled by the Board.

The Board may designate a Chairman of the Committee. In the absence of that designation, the Committee may designate a Chairman by majority vote of the Committee members. The Chairman will set the agenda for Committee meetings and conduct proceedings of those meetings.

### **III. Responsibilities and Authority**

The following are general guidelines establishing the responsibilities and authority of the Committee. This list is not intended to be exhaustive, and the Committee may modify the list as appropriate, establishing policies and procedures as required or recommended to meet its purpose and carry out its principal functions.

#### **A. Nominating Directors to the Board and Committees**

The Committee shall:

1. Evaluate the composition and organization of the Board, and of each of its committees, and make recommendations to the Board regarding any modifications thereto.
2. Develop, review and recommend policies regarding the director nomination process, including establishing a policy with regard to consideration of director candidates recommended by stockholders. The current policy is that the Committee will review and consider any director candidates who have been recommended by stockholders of the Company entitled to vote in the election of directors, so long as such directors have been nominated in accordance with the procedures set forth in the Company's Certificate of Incorporation and Bylaws (each as amended and in effect from time to time).
3. Recommend to the Board criteria for Board membership, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a Board nominee, whether recommended by the Committee or by stockholders of the Company, and a description of any specific qualities, skills or attributes that the Committee believes are necessary for one or more of the Company's directors to possess.

The current minimum selection criteria established by the Committee are as follows:

- Each director should be committed to enhancing long-term stockholder value and must possess a high level of integrity, personal and professional ethics, and sound business judgment.
- Each director should be free of any conflicts of interest which would violate applicable laws, rules, regulations or listing standards, conflict with any of the Company's corporate governance policies or procedures, or interfere with the proper performance of his or her responsibilities.
- Each director should possess experience, skills and attributes which enhance his or her ability to perform duties on behalf of the Company. In assessing these qualities, the Committee will consider such factors as (i) personal qualities, skills and attributes, (ii) expertise in specific business areas, including accounting, marketing, strategy, financial reporting or corporate governance, and (iii) professional experience in the software industry or similar industries. The Committee may also consider such other factors as it determines

would reasonably be expected to contribute to the overall effectiveness of the Board.

- Each director should have the ability and willingness to devote the necessary time and effort to perform the duties and responsibilities of Board membership.
  - Each director should demonstrate his or her understanding that his or her primary responsibility is to the stockholders of the Company, and that his or her primary goal is to serve the best interests of those stockholders, and not his or her personal interest or the interest of a particular group or stockholder.
4. Annually assess the adequacy of the criteria for Board membership and submit any proposed changes to the Board for approval.
  5. Recommend to the Board the composition of the full Board and its standing committees, including their respective chairs, if applicable.
  6. Approve all nominees to serve as members of the Board before they are appointed by the Board or proposed by the Board for election by the stockholders, including approval of director nominees to be proposed by the Board for election at each annual meeting of stockholders and approval of all director nominees to be elected by the Board to fill interim director vacancies.
  7. Evaluate the performance of the directors and, if appropriate, recommend termination of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
  8. Evaluate the "independence" of directors and director nominees against the independence requirements of the listing standards of the national securities exchange on which the Company's securities are listed for trading, the rules and regulations of the Securities and Exchange Commission (the "SEC"), and other applicable laws, rules and regulations, in each case to the extent applicable.
  9. Review the composition and organization of each committee of the Board and make recommendations to the Board regarding a change in mandate or dissolution of existing committees, or the creation of additional committees.
  10. Review and make recommendations to the Board regarding the Company's succession plans for the Board, including members of each committee of the Board.
  11. Review the narrative disclosure regarding the director nomination process implemented by the Committee or the Board to be included in any public filing with the SEC, including the Company's annual proxy statement.

## **B. Corporate Governance**

The Committee shall:

1. Periodically review and, with assistance from the Company's outside legal counsel, recommend changes to the Company's Certificate of Incorporation and Bylaws (each as amended and in effect from time to time).
2. Ensure that charters are prepared for each of the standing committees of the Board by the respective committees, such charters comply with applicable

laws, rules, regulations and listing standards, and such charters are approved by the Board.

3. Develop and recommend to the Board a Code of Business Conduct and Ethics applicable to the Chief Executive Officer and other senior financial officers that complies with applicable laws, rules, regulations and listing standards. Review and assess the adequacy of such code and recommend any proposed changes to the Board for approval.
4. Develop and recommend to the Board a Code of Business Conduct and Ethics applicable to all Company directors, officers and employees that complies with applicable laws, rules, regulations and listing standards. Review and assess the adequacy of such code and recommend any proposed changes to the Board for approval.
5. Periodically review the terms and conditions of the Company's director and officer insurance policy and make recommendations to the Board with respect to changes thereto.
6. Periodically review the terms and conditions of the Company's indemnification arrangements and make recommendations to the Board with respect to changes thereto.
7. Review and recommend that the Board consider and approve such additional governance policies and procedures as the Committee deems appropriate. Review and assess the adequacy of such policies and procedures and recommend any proposed changes to the Board for approval.
8. With assistance from the Company's outside legal counsel, oversee compliance by the Board and its committees with applicable laws, rules, regulations and listing standards.
9. Oversee the performance and self-evaluation process of the Board and each committee, including, to the extent deemed appropriate by the Committee, conducting surveys of director observations, suggestions and preferences regarding the effective operation of the Board and each committee.
10. Evaluate whether any position held or proposed to be held by any director or director nominee would represent a conflict of interest with such director's membership on the Company's Board or any committee thereof.
11. Oversee and facilitate the continuing education of directors in matters affecting the Company's business and the responsibilities of directors in order to provide them the tools to meet their obligations and exercise their fiduciary duties.

#### **C. Annual Review of Charter**

The Committee shall review and assess the adequacy of this Charter at least annually and recommend to the Board any amendments or modifications to the Charter that the Committee deems appropriate.

#### **D. Annual Performance Review**

The Committee shall annually evaluate and assess its performance.

#### **E. Authority to Retain Advisors**

In performing its responsibilities, the Committee shall have the authority to engage and obtain advice, reports or opinions from independent counsel and other advisors, as it determines necessary, to carry out its duties, including advisers retained for the purpose of assisting the Committee in identifying director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal counsel and other adviser retained by the Committee and will have sole authority to approve related fees and retention terms for any legal counsel and advisors retained by the Committee. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any legal counsel and other advisors as it deems appropriate.

#### **F. Additional Nominating Committee Authority**

The Committee is authorized, on behalf of the Board, to do any of the following, as the Committee deems necessary or appropriate in its discretion:

1. Form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers (to the extent allowable under applicable laws, rules, regulations or listing standards).
2. Rely upon advice and information that it receives in its discussions and communications with management and such advisors as may be consulted by the Committee.
3. Request that any officer or employee of the Company, the Company's outside legal counsel, or any other advisor retained by the Company to render advice to the Company, attend a meeting of the Committee, or meet with any members of or advisors to the Committee, provided that the Committee shall retain the discretion to exclude any such person from all or a portion of any Committee meeting.
4. Perform other activities that are consistent with this Charter, the Company's Certificate of Incorporation and Bylaws (each as amended and in effect from time to time), and applicable laws, rules, regulations and listing standards as the Committee or the Board deems necessary or appropriate.
5. Have unrestricted access to Company personnel and documents, and the authority to direct and supervise an investigation into any matters within the scope of its duties.
6. Incur such expenses as are necessary or appropriate in carrying out its duties.
7. Perform such other functions as may be requested by the Board from time to time.

#### **IV. Meetings and Procedures**

The Committee will meet at least twice per year or more frequently, as determined appropriate by the Committee. The Committee will regularly report to the Board on significant matters related to the Committee's responsibilities, and as requested by the Board with respect to other matters. The Committee will maintain written minutes of its meetings and will make such minutes available to the Board.

The Committee will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.