

CODE OF BUSINESS CONDUCT AND ETHICS
FOR CHIEF EXECUTIVE OFFICER
AND OTHER SENIOR FINANCIAL OFFICERS
APPFOLIO, INC.

Code of Business Conduct and Ethics
for Chief Executive Officer and Other Senior Financial Officers¹

AppFolio, Inc.

I. Purpose

AppFolio, Inc. (the “*Company*”) is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. The Board of Directors (the “*Board*”) of the Company has adopted this Code of Business Conduct and Ethics for the Chief Executive Officer and Other Senior Financial Officers (this “*Code*”) as part of this commitment. The Code was adopted by the Board on March 8, 2015.

This Code is designed to deter wrongdoing and promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents filed by the Company with the Securities and Exchange Commission (the “*SEC*”) and in the Company’s other public communications;
- Compliance with applicable laws, rules and regulations;
- Prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

II. Applicability

The Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller, and other senior financial officers performing similar functions (collectively, the “*Senior Financial Officers*”) are bound by this Code. The Senior Financial Officers are also bound by any other corporate governance policies and procedures that have been, or may hereafter be, adopted by the Company and are applicable to the Company’s officers or employees. By accepting this Code, each Senior Financial Officer agrees that he or she will adhere to the following principles and responsibilities promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations.

In addition, part of each Senior Financial Officer’s ethical responsibility is to help enforce this Code and encourage others to comply with this Code. The Company expects all of its employees to help engender a sense of commitment to this Code, and to foster a culture of fairness, honesty and accountability within the Company. Each Senior Financial Officer should be alert to possible violations and promptly report violations or suspected violations of this Code to the Audit Committee of the Board (the “*Audit Committee*”).

¹ This Code is intended to comply with Section 406 of the Sarbanes-Oxley Act of 2002, and Item 406 of Regulation S-K adopted thereunder by the Securities and Exchange Commission (the “*SEC*”). As noted in this Code, certain provisions of this Code will not become applicable to the Company until such time as the Company becomes registered with the SEC, and its shares become listed on a national securities exchange.

A. Standard of Conduct

Each Senior Financial Officer has a duty to comply with applicable law, act with honesty and integrity, and use care and diligence in performing his or her responsibilities to the Company. Each Senior Financial Officer also has a duty to advocate compliance with these principles by other employees.

B. Relationship with Independent Auditors

Each Senior Financial Officer must work cooperatively with the Company's independent auditors in the conduct of the audit of the Company's annual financial statements, the review of the Company's quarterly financial statements, and the evaluation of the Company's internal controls.

C. Company Disclosures

Each Senior Financial Officer shall be responsible for full, fair, accurate and timely disclosure in the reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company. In addition, each Senior Financial Officer shall be required to work cooperatively with the Company's independent auditors in connection with the review and filing of the Company's public disclosure documents.

Each Senior Financial Officer must promptly bring to the attention of the Audit Committee any material information that he or she may become aware of that is likely to materially affect the timing, accuracy or completeness of disclosures made by the Company in its SEC filings or other public communications. In addition, each Senior Financial Officer must promptly bring to the attention of the Audit Committee any information he or she may have or become privy to concerning (i) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

D. Conflicts of Interest

Each Senior Financial Officer is expected to avoid conflicts of interest that interfere with the performance of his or her duties to the Company, or that deprive the Company of the Senior Financial Officer's undivided loyalty in business dealings. Each Senior Financial Officer must report to the Audit Committee any actual or apparent conflicts of interest involving any employee who has a significant role in financial reporting, disclosures or internal controls.

E. Confidentiality

Each Senior Financial Officer must maintain the confidentiality of Company information, except when authorized or legally required to make any disclosure, and avoid any personal use of Company information.

F. Legal Compliance

Each Senior Financial Officer must comply with applicable laws, rules, and regulations, including the laws of the Company's state of incorporation, the rules and regulations of the SEC, and

the rules and listing standards of any national securities exchange on which the Company's securities are listed for trading. Each Senior Financial Officer shall promptly bring to the attention of the Audit Committee any information he or she may have or become privy to concerning evidence of any violation of any laws, rules or regulations applicable to the Company.

G. Violations of the Code

Each Senior Financial Officer shall promptly report violations of this Code to the Audit Committee.

The Audit Committee shall have the authority to determine whether there has been any violation of this Code, as well as to determine (or designate appropriate persons to determine) the appropriate action to be taken as a result of any violation of this Code. Any such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code, and may include, without limitation, demotion or re-assignment, suspension of employment with or without pay, or termination of employment.

H. Waivers and Amendments

The Audit Committee shall have the ability to waive or amend any provision of this Code provided that any such waiver or amendment is not inconsistent with applicable law, rules or regulation. All such waivers or amendments shall be disclosed in accordance with applicable laws, rules and regulations.