

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
REALPAGE, INC.**

(as amended and restated as of October 21, 2016)

This Charter of the Nominating and Governance Committee of the Board of Directors (the "**Board**") of RealPage, Inc. (the "**Company**") has been adopted by the Board in accordance with the Bylaws of the Company and the Delaware General Corporation Law. This charter amends and restates the Nominating and Governance Charter adopted on July 21, 2014.

PURPOSE

The purpose of the Nominating and Governance Committee shall be to:

- Ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance standards.
- Assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each annual meeting of stockholders;
- Recommend members for each Board committee;
- Develop and recommend to the Board corporate governance principles applicable to the Company; and
- Oversee the evaluation of the Board and management of the Company.

NOMINATING AND GOVERNANCE COMMITTEE COMPOSITION

- The Nominating and Governance Committee shall consist of at least three members of the Board. The members of the Nominating and Governance Committee shall be appointed by the Board and may be removed by the Board in its discretion.
 - Each member of the Nominating and Governance Committee shall meet the independence and other requirements of The Nasdaq Stock Market ("**NASDAQ**") and the rules promulgated by the Securities and Exchange Commission (the "**SEC**") under the Securities and Exchange Act of 1934, as amended, and other applicable laws, rules, regulations and listing standards.

- The Board may designate a chairperson of the Nominating and Governance Committee. In the absence of that designation, the Nominating and Governance Committee may designate a chairperson by majority vote of the Nominating and Governance Committee members.

NOMINATING AND GOVERNANCE COMMITTEE AUTHORITY AND RESPONSIBILITIES

The following are the principal recurring responsibilities of the Nominating and Governance Committee. The Nominating and Governance Committee may perform such other functions as the Board or the Nominating and Governance Committee deem appropriate that are consistent with its purpose and charter, the Company's Certificate of Incorporation and Bylaws and applicable law.

1. Evaluate Board Composition and Performance and Nominate Candidates for Directors. The Nominating and Governance Committee shall:
 - Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
 - Review periodically the policies and procedures for considering nominees for election to the Board.
 - Establish criteria for the selection of new directors and review from time to time the appropriate skills and characteristics required of Board members in the context of the current composition of the Board. In conducting this assessment, the Nominating and Governance Committee shall assess members' qualification as independent, as well as consideration of character, judgment, diversity, age, skills, including financial literacy and experience in the context of the needs of the Board and the business of the Company. The Nominating and Governance Committee shall select individuals who shall have high personal and professional integrity and who shall have demonstrated a high level of ability and judgment and who shall be most effective, in conjunction with the other directors and nominees to the Board, in collectively serving the long-term interests of the stockholders.
 - Search for, identify and evaluate and recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company's Bylaws and its stockholder nominations and recommendations policy. In performing these tasks, the Nominating and Governance Committee shall conduct inquiries into the backgrounds and qualifications of such candidates.
 - Evaluate the performance of individual members of the Board eligible for re-election, and recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders.
 - Evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board's governance principles.
 - Evaluate the "independence" of directors and director nominees against the independence requirements of NASDAQ, applicable rules and regulations promulgated by the SEC and other applicable laws, rules and regulations.
2. Evaluate Board Committee Composition and Recommend Committee Members. The Nominating and Governance Committee shall:
 - Review periodically the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees.

- Recommend to the Board persons to be members and chairpersons of the various committees.
 - Review periodically the succession plan for the Chairman and Board of Directors, and report to the Board regarding such planning activities.
3. Oversee Corporate Governance Program. The Nominating and Governance Committee shall:
- Review annually the corporate governance principles applicable to the Company to ensure that they remain relevant and that the Company and Board are complying with such principles.
 - Oversee the evaluation of the Company's management.
 - Oversee the Board's performance and self-evaluation process, including, without limitation, conducting surveys of director observations, suggestions and preferences regarding how effectively the Board operates. The Nominating and Governance Committee also will evaluate the participation of members of the Board in continuing education activities in accordance with the Nasdaq Stock Market requirements and other applicable laws, rules and regulations.
 - Oversee compliance by the Board and its committees with NASDAQ requirements and other applicable laws, rules and regulations.
 - Review and assess the Code of Business Conduct and Ethics applicable to all Company employees, directors and officers, and recommend any proposed changes to the Board for approval.
 - Consider questions of possible conflicts of interest of members of the Board and of corporate officers, and review actual instances of potential conflicts of interest and advise the Company and/or the Board, as appropriate, regarding how such instances should be handled.
4. Authority to Retain Advisors. The Nominating and Governance Committee may, in its sole discretion, retain or obtain the advice of consultants, outside legal counsel, search firms for Board candidates or other advisors to advise or assist the Nominating and Governance Committee in the performance of any of the responsibilities and duties set forth in this Charter. The Nominating and Governance Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel, search firm and other advisor retained by the Nominating and Governance Committee and will have the sole authority to approve related fees and retention terms for any consultants, legal counsel, search firm and advisors retained by the Nominating and Governance Committee. The Nominating and Governance Committee shall also have the authority to terminate its advisors. The Company will provide the Nominating and Governance Committee with appropriate funding as the Nominating and Governance Committee determines, for the payment of compensation to any consultant, outside counsel, search firm and other advisors as it deems appropriate, and administrative expenses of the Nominating and Governance Committee that are necessary or appropriate in carrying out its duties.

MEETINGS AND PROCEDURES

1. Meetings. The Nominating and Governance Committee will meet at least two (2) times annually (with additional meetings as it deems necessary or appropriate) at such times and places as the Nominating and Governance Committee determines appropriate to perform its responsibilities under this Charter and as otherwise required by the Board. The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Nominating and Governance Committee shall 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 and as permitted by the Company's Certificate of Incorporation and Bylaws. The Committee may request that members of management, employees, outside counsel, consultants or others whose advice and counsel are relevant to the issues being considered by the Nominating and Governance Committee to attend a meeting

of the Nominating and Governance Committee or meet with members of, or consultants to, the Nominating and Governance Committee.

2. Reporting to the Board of Directors. The Nominating and Governance Committee shall report regularly to the Board (i) with respect to such other matters as are relevant to the Nominating and Governance Committee's discharge of its responsibilities and (ii) with respect to such recommendations as the Nominating and Governance Committee may deem appropriate. The form of report may take the form of an oral report by the chairperson or any other member of the Nominating and Governance Committee designated by the Nominating and Governance Committee to make such report.
3. Delegation to Subcommittees. The Nominating and Governance Committee may form subcommittees for any purpose that the Nominating and Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Governance Committee deems appropriate; *provided, however*, that the Nominating and Governance Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Nominating and Governance Committee as a whole.
4. Charter Review. The Nominating and Governance Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
5. Performance Review. The Nominating and Governance Committee shall annually evaluate and assess its performance.