



CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF
REALPAGE, INC.
(as amended and restated as of October 21, 2016)

This Charter of the Audit 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 Audit Committee Charter previously amended and restated as of July 21, 2014.

PURPOSE

The purpose of the Audit Committee shall be to:

- Assist the Board in fulfilling its responsibilities for generally overseeing the Company’s accounting and financial reporting processes and systems including (i) the quality and integrity of the Company’s accounting and reporting practices and the audit of the Company’s financial statements; (ii) the qualifications and independence of the Company’s independent auditor; and (iii) the performance of the Company’s internal audit function and independent auditor;
- Oversee the Company’s compliance with applicable law (including U.S. federal securities laws and other legal and regulatory requirements); and
- Oversee the Company’s practices with respect to risk assessment and risk management.

AUDIT COMMITTEE COMPOSITION

- The Audit Committee shall consist of at least three members of the Board. The members of the Audit Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee and may be removed by the Board in its discretion.
- Each member of the Audit Committee shall meet the independence and other requirements of The Nasdaq Stock Market, 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.
- Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement.
- At least one member of the Audit Committee must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment, by virtue of such member’s past employment experience in finance or accounting, requisite professional certification in finance or accounting, or any other comparable experience or background which results in such individual’s financial sophistication (an individual who qualifies as an “audit committee financial expert,” as determined by the Board in accordance with the SEC rules, is presumed to qualify as a financially sophisticated Audit Committee member).
- No member of the Audit Committee may have participated in the preparation of the financial statements of the Company or any of the Company’s current subsidiaries at any time during the past three years.
- No member of the Audit Committee may serve on the audit committees of more than three public companies, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee.

- Each member of the Audit Committee shall have such other qualifications as set forth by the Board.
- If a member of the Audit Committee ceases to be independent for reasons outside the member's reasonable control, his or her membership on the Audit Committee may continue until the earlier of the Corporation's next annual meeting of stockholders or one year from the occurrence of the event that caused the failure to qualify as independent. Also, if the Corporation is not already relying on this provision, and the Corporation fails to comply with the Nasdaq requirements regarding audit committee composition due to a single vacancy on the Audit Committee, then the Corporation will have until the earlier of one year from the occurrence of the event that caused the failure or the next annual meeting of stockholders to comply; provided that if the annual meeting of stockholders occurs within 180 days following the event that caused such failure to comply, the Corporation will instead have 180 days from the event to regain compliance with such Nasdaq requirement. If the Corporation intends to rely on either of these cure periods, the Corporation shall provide notice to Nasdaq immediately upon learning of the event or circumstance that caused the non-compliance.
- The Board may designate a chairperson of the Audit Committee. In the absence of that designation, the Audit Committee may designate a chairperson by majority vote of the Audit Committee members. The chairperson shall be entitled to cast a vote to resolve any ties.

AUDIT COMMITTEE AUTHORITY AND RESPONSIBILITIES

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

1. Select, Hire, Supervise and Evaluate the Independent Auditor. The Audit Committee shall:
 - Be responsible for appointing, compensating, retaining and, where appropriate, replacing the Company's independent auditor. The independent auditor will report directly to the Audit Committee
 - Oversee and evaluate the work of the independent auditor and any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
 - Review and engage in the resolution of any disagreements that may arise between management and the independent auditor regarding financial controls or financial reporting.
 - At least annually, obtain and review a report by the independent auditor that describes (i) the independent auditor's internal quality control procedures, and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues.
2. Evaluate the Independence of the Independent Auditor. The Audit Committee shall:
 - Review and discuss with the independent auditor the written independence disclosures required by the applicable requirements of the Public Company Accounting Oversight Board.
 - Obtain on a periodic basis a written statement from the independent auditor regarding all relationships and services with the Company (including permissible non-audit services) and discuss with the independent auditor any relationships or services that may affect its objectivity and independence.
 - Oversee the rotation of the independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law.
 - Take, or recommend to the Board that it takes, appropriate action to oversee the independence of the Company's outside auditor.
3. Approve Audit and Non-Audit Services and Fees. The Audit Committee shall:
 - Review and approve, in advance, the scope and plans for the audits and the audit fees and (all non-audit services to be performed by the independent auditor that are not otherwise prohibited by law and any associated fees. The Audit Committee may delegate to one or more members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, as long as this pre-approval is presented to the full Audit Committee at scheduled meetings. The Audit Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company.

4. Review Financial Statements. The Audit Committee shall review and discuss with management, the Internal Audit Department and the independent auditor, as applicable and as it deems appropriate:
 - The Company's annual audited and quarterly financial statements, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations".
 - The results of the independent audit and the quarterly reviews, and the independent auditor's opinion on the annual financial statements.
 - The reports and certifications regarding internal controls over financial reporting and disclosure controls.
 - Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.
 - Analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
 - The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
 - Any significant changes required in the audit plan.
 - Any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor's activities or on access to requested information, and management's response.
 - Any significant disagreements between management and the independent auditor.
5. Reports and Communications from the Independent Auditor. The Audit Committee shall review and discuss reports from the independent auditor concerning the following:
 - All critical accounting policies and practices that the Company will use.
 - All alternative treatments of financial information within generally accepted accounting principles that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
 - Other matters required to be communicated to the Audit Committee under generally accepted auditing standards and other legal or regulatory requirements.
6. Audit Committee Report. The Audit Committee shall be responsible for preparing the annual report and disclosure required by the rules and regulations of the SEC to be included in the Company's proxy statement for the annual meeting of stockholders.
7. Earnings Press Releases and Earnings Guidance. The Audit Committee shall review and discuss corporate policies with respect to earnings press releases (with particular attention to any use of "pro forma" or "adjusted" non-GAAP information), as well as corporate policies with respect to financial information and earnings guidance provided to analysts and ratings agencies.
8. Internal Controls. The Audit Committee shall review and discuss with management, the internal auditors, and the independent auditor the adequacy and effectiveness of the Company's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor, the internal auditors or management and any special audit steps adopted in light of significant control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls.
9. Disclosure Controls and Procedures. The Audit Committee shall review and discuss with the Company's Disclosure Committee the adequacy and effectiveness of the Company's disclosure controls and procedures.

10. Internal Audit. The Audit Committee shall:

- Review and discuss annually with the Company's Chief Financial Officer and the internal controller the overall objectives, scope, staffing, organizational structure, resources and activities of the internal audit function.
- Review and concur in the appointment or, if applicable, the reassignment or dismissal of the Senior Vice President, Internal Audit.
- Review and discuss with management and the internal auditors the process used in developing the internal audit plan, the scope of the internal audit plan, significant changes in the planned scope of the internal audit plan and the coordination of the internal audit plan with the independent audit.
- Discuss with the independent auditor the responsibilities, budget and staffing of the Company's internal audit function.
- Review and discuss with the internal auditors the results of the internal audit program, significant issues in internal audit reports and responses by management.
- Review and discuss the performance and effectiveness of the internal audit function annually.

10. Legal and Regulatory Compliance. The Audit Committee shall review and discuss with management, internal auditors and the independent auditor (i) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including the Company's Code of Business Conduct and Ethics, as they relate to accounting and financial matters and (ii) reports regarding compliance with applicable laws, regulations and internal compliance programs as they relate to accounting and financial matters.

11. Complaints. The Audit Committee shall oversee procedures established for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.

12. Risks. The Audit Committee shall review and discuss with management, internal auditors and the independent auditor the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures, including the Company's guidelines and policies with respect to risk assessment and risk management.

13. Related Party Transactions. The Audit Committee shall conduct an appropriate review of all related party transactions for potential conflicts of interest on an ongoing basis and shall review and have prior-approval authority for related party transactions.

14. Hiring of Auditor Personnel. The Audit Committee shall set hiring policies with regard to employees and former employees of the independent auditor.

15. Authority to Retain Advisors. The Audit Committee shall have the authority to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Company will provide appropriate funding, as determined by the Audit Committee, to pay the independent auditor, any outside advisors hired by the Audit Committee and any administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its activities.

The function of the Audit Committee is primarily one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. The Audit Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor. The Audit Committee is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor's work.

MEETINGS AND PROCEDURES

1. Meetings. The Audit Committee will meet at least quarterly (with additional meetings as it deems necessary or appropriate) at such times and places as the Audit Committee determines appropriate to perform its responsibilities under this Charter and as otherwise required by the Board. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The chairperson of the Audit Committee shall preside at each meeting. The Audit Committee shall also meet periodically with management, the Chief Legal Officer, the Vice President, Internal Audit and the independent auditor in separate

executive sessions. It is the responsibility of the Audit Committee to maintain free and open communications between the Audit Committee, the independent auditor, internal auditors and management of the Company. The Audit 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. 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 Audit Committee to attend a meeting of the Audit Committee or meet with members of, or consultants to, the Audit Committee.

2. Reporting to the Board of Directors. The Audit Committee shall report regularly to the Board (i) with respect to the Audit Committee's discharge of its responsibilities; and (ii) with respect to any significant issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor or the performance of the internal audit function.
3. Delegation to Subcommittees. The Audit Committee may form subcommittees for any purpose that the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit Committee deems appropriate; provided, however, that the Audit Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Audit Committee as a whole.
4. Charter Review. The Audit 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 Audit Committee shall annually evaluate and assess its performance.
6. Authority to Investigate. In the course of its duties, the Audit Committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.
7. Access. The Audit Committee shall be given full access to the internal auditors, chairperson of the Board, management and the independent auditor, as well as the Company's books, records, facilities and other personnel.
8. Compensation. Members of the Audit Committee shall receive such fees, if any, for their service as Audit Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board. Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.
9. Attorneys' Reports. The Audit Committee shall receive and, if appropriate, respond to attorneys' reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of foreign, U.S., state or local law.