

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
REALPAGE, INC.**

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

This Charter of the Compensation 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 Compensation Committee Charter previously amended and restated as of July 8, 2014.

PURPOSE

The purpose of the Compensation Committee shall be to:

- Provide oversight of the Company’s compensation policies, plans and benefits programs, and overall compensation philosophy, including the Company’s equity compensation plans for its executive officers and employees; and
- Discharge the Board’s responsibilities relating to (1) oversight of the compensation of the Company’s Chief Executive Officer (“**CEO**”) and its executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) and (2) the evaluation and approval of the Company’s CEO and executive officer compensation plans, policies and programs.

The Compensation Committee shall seek to ensure that the Company structures its compensation plans, policies and programs so as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company’s business.

COMPENSATION COMMITTEE COMPOSITION

- The Compensation Committee shall consist of at least three members of the Board. The members of the Compensation 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 Compensation Committee shall meet: (i) the independence and other requirements of The Nasdaq Stock Market and other applicable laws, rules, regulations and listing standards; (ii) the “non-employee director” definition of Rule 16b-3 promulgated under the Exchange Act; and (iii) the “outside director” definition of Section 162(m) of the Internal Revenue Code of 1986, as amended (“**IRC**”).
- The Board may designate a chairperson of the Compensation Committee. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the Compensation Committee members.

COMPENSATION COMMITTEE AUTHORITY AND RESPONSIBILITIES

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

1. Oversee Executive Compensation Programs. The Compensation Committee shall:

- Review the Company's overall compensation philosophy, compensation plans and benefits programs on at least an annual basis. The Compensation Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.
- Approve, or review and recommend to the full Board (as required by such programs), new executive compensation programs and revisions to existing programs.
- Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s).
- Establish and periodically review policies for the administration of executive compensation programs.
- Periodically review executive compensation programs and total compensation levels, including: (i) conducting comparative analyses of total compensation relative to market; (ii) quantifying maximum payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions, including upon a change of control; and (iii) the impact of tax and accounting rules changes.
- Review and approve the compensation programs for outside directors.

2. Approve Executive Officer Compensation. The Compensation Committee shall:

- Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.
- Review and approve the CEO's (1) annual base salary, (2) annual incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement and change in control agreement/provisions, (5) any signing bonus or payment of relocation costs and (6) any other benefits, compensation or arrangements. In determining, the long-term incentive component of CEO compensation, the Compensation Committee may consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years. The CEO may not be present during deliberations or voting on such matters.
- Review annually and approve the compensation terms for other executive officers identified by the Compensation Committee. As part of its review and establishment of the performance criteria and compensation of such other executive officers, the Compensation Committee should meet

separately at least on an annual basis with the CEO, the Company's principal human resources executive, and any other corporate officers as it deems appropriate.

- Approve, or review and make recommendations to the full Board (as required or appropriate), regarding the terms of all contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company.
 - Review the risk assessment of the Company's compensation arrangements and review and discuss at least annually the relationship between risk management policies and practices and compensation.
3. Succession Planning. The Compensation Committee shall review and discuss with the Board and senior management plans for officer development and corporate succession plans for the Chief Executive Officer and other senior executive officers.
4. Authority to Retain Advisors. The Compensation Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, outside legal counsel or other advisors to advise or assist the Compensation Committee in the performance of any of the responsibilities and duties set forth in this Charter. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Compensation Committee and will have sole authority to approve related fees and retention terms for any consultants and advisors retained by the Compensation Committee. The Compensation Committee shall also have the authority to terminate its advisors. The Company will provide the Compensation Committee with appropriate funding, as the Compensation Committee determines, for the payment of compensation to any compensation consultant, outside counsel, and other advisors as it deems appropriate, and administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee only after taking into consideration independence factors as required under applicable Nasdaq listing standards and other applicable laws, rules, regulations and listing standards. The Compensation Committee shall at least annually review the independence of advisors to the Compensation Committee, including compensation consultants and the Company's regular outside counsel, in accordance with the independence factors as required under applicable Nasdaq listing standards and other applicable laws, rules, regulations and listing standards.
5. Oversee Incentive and Equity-Based Compensation Plans.
- The Compensation Committee shall establish and oversee the administration of annual and long-term incentive compensation plans for senior executives, including: (i) establishing performance objectives and certifying performance achievement; (ii) reviewing and approving all equity-based compensation plans and (iii) granting awards of shares and stock options pursuant to such plans.
 - The Compensation Committee may, pursuant to authority delegated by the Board, (i) grant equity awards as permitted by the Company's equity incentive plans to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act) and (ii) amend such stock awards as it deems appropriate. The Compensation Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.

- The Compensation Committee shall establish the performance goals for compensation awarded to “covered employees” that is intended to constitute “qualified performance-based compensation” (for purposes of Section 162(m) of the Code), and shall certify the attainment of such performance goals in accordance with the requirements of Section 162(m).
6. Disclosure and Compliance Matters. The Compensation Committee shall:
- Draft, review and discuss with management the Company’s annual proxy statement disclosures, in particular the Compensation Discussion and Analysis (“**CD&A**”) and related disclosures required for Exchange Act compliance. The Committee will also review and recommend the final CD&A to the Board for inclusion in the Company’s annual report (Form 10-K) and proxy statement.
 - Prepare the Compensation Committee Report required by the rules of the SEC to be furnished with the Company’s annual report and proxy statement.
7. Other Employee Benefit Plans. The Compensation Committee shall:
- Review and approve annual profit sharing contributions, if any, by the Company, to any 401(k) plan or similar qualified pension plan of the Company.
 - Review, design and recommend to the Board for approval (as the Compensation Committee deems appropriate) the Company’s employee benefit plans, and administer, interpret, amend (where applicable) and carry out such other duties with respect to the Company’s employee benefit plans as may be authorized or called for by such plans. The Compensation Committee is authorized to delegate such authority and related duties to a committee of employees of the Company, as permitted by applicable law and the applicable plan documents, including (i) the responsibility to act as plan fiduciary with respect to administration of any of the Company’s employee benefit plans and the management and investment of plan assets, (ii) the responsibility to act as plan administrator of such benefit plans; (iii) the authority to make non-material amendments to such benefit plans; and (iv) the authority to carry out such other duties with respect to the Company’s benefit plans as may be authorized or necessary for the operation of such plans.

MEETINGS AND PROCEDURES

1. Meetings. The Compensation Committee will meet as frequently and at such times and places as the Compensation Committee determines appropriate to perform its responsibilities under this Charter and as otherwise requested by the Board. The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Compensation 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 Compensation 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 Compensation Committee to attend a meeting of the Compensation Committee or meet with members of, or consultants to, the Compensation Committee.
2. Reporting to the Board of Directors. The Compensation Committee shall report regularly to the Board (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities and (iii) with respect to such

recommendations as the Compensation Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Compensation Committee designated by the Compensation Committee to make such report.

3. Delegation to Subcommittees. The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate; *provided, however*, that the Compensation Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Compensation Committee or the Board as a whole.
4. Charter Review. The Compensation 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 Compensation Committee shall annually evaluate and assess its performance.