
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under 240.14a-12

AppFolio, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box)

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
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- (4) Proposed maximum aggregate value of transaction: _____
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid: _____
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 - (3) Filing Party: _____
 - (4) Date Filed: _____
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Notice of 2023 Annual Meeting of Stockholders

Date & Time

June 16, 2023, 9:00 a.m.
PDT

Record Date

April 17, 2023

Location

www.virtualshareholdermeeting.com/APPF2023

To Our Stockholders:

Notice is hereby given that AppFolio, Inc. will hold its 2023 Annual Meeting of Stockholders (the "Annual Meeting") virtually on June 16, 2023, at 9:00 a.m. Pacific Daylight Time, via a live webcast, which can be accessed on the Internet by visiting www.virtualshareholdermeeting.com/APPF2023.

To access the Annual Meeting, you will need a 16-digit control number. The control number is provided on the Notice of Internet Availability of Proxy Materials you received in the mail, on your proxy card (if you requested to receive printed proxy materials), or through your broker or other nominee if you hold your shares in "street name."

Stockholders will be able to attend, vote and submit questions virtually during the Annual Meeting.

We are holding the Annual Meeting for the following purposes:

- 1 To elect two Class II directors to a three-year term to hold office until our 2026 annual meeting of stockholders, or until the date on which their successors are duly elected and qualified;
- 2 To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023;
- 3 To approve, on a non-binding, advisory basis, the compensation of our named executive officers; and
- 4 To transact such other business as may properly be brought before the Annual Meeting, or any adjournment or postponement thereof.

Our Board of Directors (our "Board") recommends that you vote **FOR** the election of each of the director nominees; **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm; and **FOR** the advisory approval of the compensation of our named executive officers.

On or about April 27, 2023, we mailed to our stockholders a Notice Regarding the Availability of Proxy Materials (the "Notice") containing instructions for how to access this proxy statement relating to the Annual Meeting (this "Proxy Statement"), and our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 Annual Report"). As described in the Notice, the Proxy Statement and 2022 Annual Report can be accessed by visiting www.proxyvote.com and using the control number located on the Notice. The Notice also provides instructions on how to vote your shares electronically at the Annual Meeting, by Internet or by telephone, as well as how to receive a paper copy of the Proxy Statement and 2022 Annual Report and vote your shares by mail using a proxy card.

Your interest in the Company and your vote are very important to us. It is important that all stockholders participate in the affairs of the Company, regardless of the number of shares owned. Accordingly, we encourage you to read the proxy materials and vote your shares as soon as possible.

Only owners of shares of our Class A Common Stock and Class B Common Stock at the close of business on April 17, 2023 (the "Record Date"), are entitled to notice of the Annual Meeting. You are entitled to attend the Annual Meeting only if you were a stockholder as of the close of business on the Record Date or hold a valid proxy for the Annual Meeting.

On behalf of the Company and our Board, I would like to express our appreciation for your ongoing interest in AppFolio.

By Order of our Board,

Shane Trigg
President and Chief Executive Officer
Santa Barbara, California
April 27, 2023



Table of Contents

General Information	1
Proposal One: Election of Directors	5
Proposal Two: Ratification of the Appointment of our Independent Registered Public Accounting Firm	11
Proposal Three: Advisory Vote on Named Executive Officer Compensation	13
Directors and Corporate Governance	14
Director Independence	14
Board Leadership Structure	14
Recent Board Composition Changes	14
Board Role in Risk Oversight	15
Meetings of the Board of Directors	16
Agreements with Directors and Third Parties	16
Committees of our Board	17
Stockholder Nomination of Directors	19
Director Qualifications	19
Environmental, Social, and Governance at AppFolio	20
Codes of Business Conduct and Ethics	21
Stockholder Communications with our Board	21
Compensation Committee Interlocks and Insider Participation	22
Director Compensation Policy	22
Director Compensation Table	23
Report of the Audit Committee	24
Executive Officers	25
Executive Compensation	27
Compensation Discussion and Analysis	27
Named Executive Officers	27
Compensation Philosophy	27
Elements of our NEO Compensation Program	28
Other Compensation-Related Topics	35
Compensation Committee Report	36
Summary Compensation Table	37
Grants of Plan-Based Awards	38
Outstanding Equity Awards at Fiscal Year End	39
Option Exercises and Stock Vested	41
Potential Payments upon Termination or Change in Control	41
CEO Pay Ratio	41
Equity Compensation Plan Information	43
Summary of Stock Incentive Plans	44
Security Ownership of Certain Beneficial Owners and Management	45
Pay Versus Performance	48
Delinquent Section 16(a) Reports	52
Related Party Transactions	53
Additional Information	54
Procedures for Submitting Stockholder Proposals	54
Other Business	54
Annual Report	54



General Information

Date & Time

June 16, 2023, 9:00 a.m. PT

Record Date

April 17, 2023

Location

www.virtualshareholdermeeting.com/APPF2023

Our Board is soliciting proxies for the Annual Meeting, and any adjournment or postponement thereof. In this Proxy Statement, the terms the "Company," "AppFolio," "APPF," "we," "us," and "our" refer to AppFolio, Inc. and our subsidiaries.

Please carefully review the following, which is intended to provide general information about the Annual Meeting, including the date and time of the Annual Meeting, the quorum requirement, the proposals to be voted upon, the methods available for voting your shares, and the votes required to adopt the proposals. This information is also intended to provide you with the specific information that is required to be provided under the rules and regulations of the United States Securities and Exchange Commission (the "SEC").

If you have questions about the information provided, or would like to request additional information about the Annual Meeting or the proposals to be voted upon, please see the information under the heading "Request for Additional Information" below.

Virtual Meeting

The Annual Meeting will be held virtually via a live webcast, which can be accessed on the Internet by visiting www.virtualshareholdermeeting.com/APPF2023.

To access the Annual Meeting, you will need a 16-digit control number. The control number is provided on the Notice you received in the mail, on your proxy card (if you requested to receive printed proxy materials), or through your broker or other nominee if you hold your shares in "street name."

Stockholders will be able to attend, vote and submit questions virtually during the Annual Meeting.

Quorum Requirement

A quorum exists when at least a majority of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock entitled to vote as of the Record Date is present virtually or represented by proxy at the Annual Meeting.

Shares Outstanding and Entitled to Vote at the Annual Meeting

20,766,610 shares of Class A Common Stock and 14,719,225 shares of Class B Common Stock outstanding as of the Record Date.

Notice of Internet Availability of Proxy Materials

In accordance with SEC rules and regulations, we have elected to furnish our proxy materials, including this Proxy Statement and our 2022 Annual Report, primarily via the Internet. Accordingly, on or about April 27, 2023, we mailed to our stockholders the Notice, which contains instructions on how to access our proxy materials on the Internet, how to vote on the proposals to be voted upon at the Annual Meeting, and how to request paper copies of this Proxy Statement and the 2022 Annual Report. Stockholders may request to receive all future proxy materials from us in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of our Annual Meeting.

Proposals to be Voted Upon

Proposal		Board Vote Recommendation	Page Reference
1	To elect two Class II directors, Olivia Nottebohm and Alex Wolf, to a three-year term to hold office until our 2026 annual meeting of stockholders, or until the date on which their successors are duly elected and qualified.	FOR	5
2	To ratify the appointment of PricewaterhouseCoopers LLP ("PwC") as our independent registered public accounting firm for the fiscal year ending December 31, 2023.	FOR	11
3	To approve, on a non-binding, advisory basis, the compensation of our named executive officers.	FOR	13

Voting our Common Stock

Each share of our Class A Common Stock outstanding on the Record Date is entitled to one vote on any proposal presented at the Annual Meeting. Each share of our Class B Common Stock outstanding on the Record Date is entitled to ten votes on any proposal presented at the Annual Meeting.

Votes Required to Adopt Proposals

Proposal 1: Class II directors will be elected by a plurality of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the election of directors at the Annual Meeting. This means that the director nominees for Class II director who receive the most FOR votes will be elected as directors.

Proposal 2: The ratification of the appointment of PwC requires the affirmative vote of a majority of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the proposal at the Annual Meeting.

Proposal 3: The approval, on a non-binding, advisory basis, of the compensation of our named executive officers requires the affirmative vote of a majority of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the proposal at the Annual Meeting.

Definitions of Stockholder of Record and Beneficial Owner

You are considered to be a stockholder of record if your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company LLC, on the record date.

If, however, your shares are held in a brokerage account or by a bank, broker or other nominee, and not in your name, you are considered to be the "beneficial owner" of shares held in "street name."

Voting Methods - Stockholder of Record

If you are a stockholder of record, you can vote your shares using any of the following methods:

By Internet	By Toll-free Telephone	By Mail	By Webcast
at www.proxyvote.com , 24 hours a day, seven days a week, until 11:59 p.m. Eastern time on June 15, 2023 (please have the Notice in hand when you visit the website);	at 1-800-690-6903, 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 15, 2023 (please have the Notice in hand when you call);	If you requested a paper copy of this Proxy Statement, by completing and mailing the proxy card provided with this Proxy Statement in the postage-paid envelope we have provided, or return it to Vote Processing c/o Broadridge Financial Solutions, Inc., 51 Mercedes Way, Edgewood, NY 11717; or	Electronically via live webcast at the Annual Meeting.

Voting Methods - Beneficial Owner

If you are the beneficial owner of shares held in "street name" through a broker, trustee or other nominee, please follow the voting instructions provided to you by that nominee in order to vote your shares.

Revoking Your Proxy

If you are a stockholder of record, you may revoke your proxy by (i) voting again using the Internet or telephone before the cutoff time (your latest Internet or telephone proxy is the one that will be counted), (ii) attending the Annual Meeting and voting electronically via live webcast, or (iii) sending a written notice that you are revoking your proxy to AppFolio, Inc., 70 Castilian Drive, Santa Barbara, California 93117, Attn: Chief Legal Officer, and/or by sending an email to stockholdervoting@appfolio.com. If you send a written notice of revocation, please make sure to do so with enough time for it to arrive by mail prior to the Annual Meeting.

If you are a beneficial owner, please follow the instructions provided to you by your broker, trustee or other nominee in order to revoke your proxy.

Broker Non-Votes

Broker non-votes occur when a beneficial owner of shares held in "street name" does not give instructions to the broker, trustee or other nominee holding the shares as to how to vote on matters that are deemed to be "non-routine" under applicable rules. Generally speaking, the beneficial owner of the shares is entitled to give voting instructions to the broker, trustee or other nominee holding the shares, and the nominee will vote those shares in accordance with the instructions. If the beneficial owner does not provide voting instructions, the broker, trustee or other nominee can still vote the shares with respect to matters that are considered to be "routine," but cannot vote the shares with respect to matters that are considered "non-routine." In the event that a broker, trustee or other nominee votes shares on the "routine" matters, but is not provided with voting instructions with respect to the "non-routine" matters, those shares will be treated as broker non-votes with respect to the "non-routine" matters.

Proposal 1 is considered to be a "non-routine" matter under applicable rules. Accordingly, any shares held in "street name" through a broker, trustee or other nominee will not be voted on Proposal 1 unless the beneficial owner affirmatively provides the nominee instructions for how to vote.

Proposal 2 is considered to be a "routine" matter under applicable rules. Accordingly, any shares held in "street name" through a broker, trustee or other nominee may be voted by the nominee on Proposal 2 even if the beneficial owner does not provide the nominee with instructions for how to vote.

Proposal 3 is considered to be a "non-routine" matter under applicable rules. Accordingly, any shares held in "street name" through a broker, trustee or other nominee will not be voted on Proposal 3 unless the beneficial owner affirmatively provides the nominee instructions for how to vote.

If you are the beneficial owner of shares held in "street name" through a broker, trustee or other nominee, please be sure to instruct your nominee regarding how to vote your shares to ensure that your vote is counted with respect to each of the proposals.

Effect of Broker Non-Votes

Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting, but will not be treated as shares present and entitled to vote on any proposal.

Broker non-votes will not affect the outcome of the vote on Proposal 1 since the proposal will be determined by a plurality of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the election of directors at the Annual Meeting.

Proposal 2 is considered a "routine" matter under applicable rules. Accordingly, a broker, trustee or other nominee may generally vote on routine matters without instruction, and therefore broker non-votes are not expected to result in connection with this proposal.

Broker non-votes will not affect the outcome of the vote on Proposal 3 since the proposal will be determined by the affirmative vote of a majority of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the proposal at the Annual Meeting.

Effect of Abstentions

An abstention represents a stockholder's affirmative election to decline to vote on a proposal. If a stockholder of record indicates an intention to abstain from voting its shares, or if a broker, trustee or other nominee holding shares in "street name" causes abstentions to be recorded for shares, these shares will be considered present and entitled to vote at the Annual Meeting. As a result, abstentions will be counted for purposes of determining the presence or absence of a quorum. Because the outcome of Proposal 1 will be determined by a plurality of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the election of directors at the Annual Meeting, abstentions will have no impact on the outcome of this proposal. Because the

outcome of Proposals 2 and 3 will be determined by the affirmative vote of a majority of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the proposal at the Annual Meeting, abstentions will be counted as a vote against Proposals 2 and 3.

Submission of Questions

This year's stockholders question and answer session will include questions submitted live during the Annual Meeting. An online pre-meeting forum will be available to our stockholders at www.proxyvote.com prior to the date of the Annual Meeting. By accessing this online forum, our stockholders will be able to vote, view the Annual Meeting procedures, and obtain copies of proxy materials and our 2022 Annual Report.

As part of the Annual Meeting, we will hold a live question and answer session during which we intend to answer questions submitted during the meeting in accordance with the Annual Meeting procedures that are pertinent to the Company and the meeting matters, as time permits. Questions may be submitted during the Annual Meeting through www.virtualshareholdermeeting.com/APPF2023. Questions and answers will be grouped by topic and substantially similar questions will be grouped and answered once.

Technical Assistance

We encourage you to access the Annual Meeting before it begins. Online check-in will start shortly before the meeting on June 16, 2023. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Annual Meeting log in page.

Voting Instructions

If you complete and submit your proxy voting instructions, the persons named as proxies will follow your instructions. If you submit proxy voting instructions, but do not direct how your shares should be voted on each item, the persons named as proxies will vote **FOR** the election of each of the director nominees; **FOR** the ratification of the appointment of PwC as our independent registered public accounting firm; and **FOR** the advisory approval of the compensation of our named executive officers.

Discretion of Proxies

Our Board does not presently know of any other business, other than that described in this Proxy Statement, that will be presented for consideration by our stockholders at the Annual Meeting. However, if any other business is properly brought before the Annual Meeting, it is intended that the shares of our Class A Common Stock and Class B Common Stock represented by proxies will be voted in respect thereof in accordance with the judgment of the persons named as proxies.

Proxy Solicitation Costs

We are paying for the distribution of the proxy materials and the solicitation of proxies in connection with the Annual Meeting. As part of this process, we expect to reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our stockholders. Proxy solicitation expenses that we will pay include those for preparation of this Proxy Statement, preparing and mailing the Notice, printing and mailing this Proxy Statement (to the extent requested by stockholders) and tabulating proxies. Our directors, officers and employees may solicit proxies on our behalf, including in person, or by telephone, email or facsimile, but they will not receive additional compensation for providing those services.

Voting Results

In accordance with SEC rules, final voting results for the proposals to be voted upon at the Annual Meeting will be published in a Current Report on Form 8-K within four business days following the Annual Meeting, unless final results are not known at that time, in which case preliminary voting results will be published within four business days of the Annual Meeting and final voting results will be published once they are known by us.

Request for Additional Information

If you have additional questions about this Proxy Statement or the Annual Meeting, please contact: AppFolio, Inc., 70 Castilian Drive, Santa Barbara, California 93117, Attn: Chief Legal Officer, and/or send an email to stockholdervoting@appfolio.com.



Proposal One:

Election of Directors

Board Structure

The number of our directors is fixed by our Board, subject to the terms of our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as each document may be amended (our "Governing Documents"). We have a classified Board consisting of three classes of directors, each serving staggered three-year terms. Our directors are divided among the three classes as follows:

Class I consists of Andreas von Blottnitz, Agnes Bundy Scanlan, and Janet Kerr, whose terms will expire at our annual meeting of stockholders to be held in 2025;

Class II consists of Olivia Nottebohm and Alex Wolf, whose terms will expire at our Annual Meeting; and

Class III consists of Timothy Bliss, Shane Trigg and Winifred Webb, whose terms will expire at our annual meeting of stockholders to be held in 2024.

Directors in a particular class will be elected for a three-year term at the annual meeting of stockholders in the year in which the term of that class expires. As a result, only one class of directors will be elected at each annual meeting of stockholders, with the other classes continuing for the remainder of their respective three-year terms. Each director's term continues until the election and qualification of his or her successor, or until his or her earlier death, resignation or removal. Any newly created directorships resulting from an increase in the number of directors or a vacancy may be filled by a majority vote of the directors then in office.

Directors may only be removed for cause by the affirmative vote of a majority of the combined voting power of the then outstanding shares of our Class A Common Stock and Class B Common Stock entitled to vote on the election of directors. Because only approximately one-third of our directors will be elected at each annual meeting of stockholders, two consecutive annual meetings could be required for stockholders to change a majority of the members of our Board.

At the Annual Meeting, our stockholders are being asked to vote for Ms. Nottebohm and Mr. Wolf, the two Class II director nominees listed above, to serve a three-year term on our Board until our annual meeting of stockholders to be held in 2026 and until the election and qualification of his or her successor, or until his or her earlier death, resignation or removal. Each of these director nominees is a current member of our Board, and their respective terms expire at the Annual Meeting. Each of these director nominees has consented to serve if elected.

Director Nominees and Continuing Directors

The following table sets forth certain summary information concerning our director nominees and continuing directors as of April 27, 2023:

Name	Class	Age	Position	Director Since	Current Term Expires
Nominees:					
Olivia Nottebohm	II	45	Director	2023	2023
Alex Wolf ⁽³⁾	II	34	Director	2022	2023
Continuing Directors:					
Andreas von Blottnitz ⁽¹⁾⁽²⁾⁽³⁾	I	57	Chairperson of the Board of Directors and Chairperson of the Compensation Committee	2007	2025
Agnes Bundy Scanlan ⁽¹⁾⁽²⁾	I	65	Chairperson of the Risk and Compliance Oversight Committee	2020	2025
Janet Kerr ⁽¹⁾⁽³⁾⁽⁴⁾	I	68	Chairperson of the Nominating and Corporate Governance Committee	2015	2025
Timothy Bliss ⁽⁴⁾	III	70	Director	2008	2024
Shane Trigg	III	47	President, Chief Executive Officer and Director	2023	2024
Winifred Webb ⁽¹⁾⁽²⁾⁽⁴⁾	III	65	Chairperson of the Audit Committee	2019	2024

(1) Serves as a member of our Audit Committee.

- (2) Serves as a member of our Risk and Compliance Oversight Committee.
- (3) Serves as a member of our Compensation Committee.
- (4) Serves as a member of our Nominating and Corporate Governance Committee.

The biographies of each of the director nominees and continuing directors below contain information regarding each such person's (i) service as a director, (ii) relevant business experience, and (iii) public company director positions held currently or at any time during the last five years. The information provided below also addresses the specific experiences, qualifications, attributes or skills that each director nominee or continuing director possesses that caused our Board to determine that the person should serve as a director.

In addition to the information presented below regarding each director nominees' and continuing directors' specific experience, qualifications, attributes and skills, we believe each of our directors has a reputation for integrity, honesty and adherence to high ethical standards, and has demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment to serve AppFolio, our stockholders, and our Board. Although the Board does not have a specific diversity policy, we believe that the diversity in professional experience, race, ethnicity, gender identity, age, cultural background, LGBTQ+ identity, and personal background among our directors and the differing experiences and viewpoints stemming therefrom enhance the overall performance of our Board and position us for success, including in understanding opportunities, anticipating challenges and assessing risks. The Board demographic tables and matrix below provide certain highlights of the composition of our Board members and nominees.

Board Demographics



Board Diversity Matrix (as of April 27, 2023)

Total Number of Directors		8			
Gender Identity	Female	Male	Non-Binary	Gender Undisclosed	
Directors	4	4	—	—	
Demographic Background					
African American or Black	1	—	—	—	
Hispanic or Latinx	1	—	—	—	
White	2	4	—	—	

Director Nominees: Nominees for Election at the Annual Meeting for a Three-Year Term Expiring at the 2026 Annual Meeting of Stockholders (Class II Directors)



Olivia Nottebohm

Age: 45
 Director Since: 2023
 Class: II

Olivia Nottebohm has served as a member of our Board since 2023. Ms. Nottebohm has over 20 years of experience in online software and has served in a number of executive leadership positions overseeing sales, marketing, support, partnerships, strategy, human resources and operations. Ms. Nottebohm most recently served as the Chief Revenue Officer and Advisor to the CEO of Notion Labs. Prior to this, she was the Chief Operating Officer of Dropbox. Before joining Dropbox, Ms. Nottebohm was the Vice President of the SMB Google Cloud business and GTM Operations. Previous to that, she was Senior Director, GTM Operations for Google Ads. Ms. Nottebohm joined Google from McKinsey where she was a Partner and had spent 13 years. She currently serves on the board of Lightmatter, a privately-held corporation. Ms. Nottebohm received a B.A. in Economics from Harvard University and an M.B.A. from the Stanford Graduate School of Business.

We believe Ms. Nottebohm's background in the SaaS industry, as well as her robust management and consulting experience, qualify her to serve on our Board.



Alex Wolf

Age: 34
 Director Since: 2022
 Class: II

Alex Wolf has served as a member of our Board since January 2022. Mr. Wolf is currently a partner of Partners Fund Capital ("PFC"), a position he has held since 2022, and serves on the Board of Directors of several privately held software companies. Prior to joining PFC, Mr. Wolf was a partner of Investment Group of Santa Barbara, a position he held for eight years from 2015 through 2022, and before that, he served in finance and investment roles at The Carlyle Group and Blackstone Inc. He earned a B.A. from Yale University and an M.B.A. from the Stanford Graduate School of Business.

We believe Mr. Wolf's experience working with technology companies in various industries and in different stages of the corporate lifecycle, along with his experience in finance and investing, qualify him to serve on our Board.

Continuing Directors: Continuing in Office with a Term Expiring at the 2024 Annual Meeting of Stockholders (Class III Directors)



Timothy Bliss

Age: 70
Director Since: 2008
Class: III

Timothy Bliss has served as a member of our Board since 2008 and as a member of the Nominating and Corporate Governance Committee since 2015. He is a partner of Partners Fund Capital, a position he has held since 2022, and a partner of Investment Group of Santa Barbara, a position he has held for over 40 years. Mr. Bliss received a B.A. from Harvard College and an M.B.A. from the Stanford Graduate School of Business.

We believe Mr. Bliss' 14 years of experience with AppFolio and his long history of investing in and building technology companies qualify him to serve on our Board.



Shane Trigg

Age: 47
Director Since: 2023
Class: III

Shane Trigg has served as AppFolio's President and Chief Executive Officer and as a member of our Board since March 2023. Prior to that Mr. Trigg served as AppFolio's President and General Manager, Real Estate, and served as the Company's General Manager, Real Estate from April 2020 to February 2023. From 2012 to 2020, Mr. Trigg served as a Senior Vice President, Commerce Cloud and Senior Vice President, Marketing Cloud for Salesforce, Inc., a cloud-based customer relationship management provider. From 2004 to 2011, Mr. Trigg held various positions with MRI Software (formerly Intuit Real Estate Solutions, Inc), a provider of real estate and investment management software, last serving as VP, Global Sales and Marketing. Mr. Trigg is a member of the Forbes Business Council and a Limited Partner at Stage 2 Capital. He received a B.S. from The Ohio State University and an M.B.A. from the University of Notre Dame.

We believe Mr. Trigg's considerable experience in the software industry, his significant contributions to our success, and his extensive leadership and strategic planning skills qualify him to serve on our Board.



Winifred Webb

Age: 65
 Director Since: 2019
 Class: III

Winifred Webb has served as a member of our Board since 2019. Ms. Webb is the founder of Kestrel Corporate Advisors. Prior to that, Ms. Webb was Managing Director at Tennenbaum Capital Partners and, before that, a member of the senior executive team at Ticketmaster Entertainment, Inc. Prior to joining Ticketmaster, Ms. Webb served for 20 years with The Walt Disney Company in various senior positions, including as corporate Senior Vice President of Investor Relations and Shareholder Services, and in governance outreach, corporate treasury, and as Executive Director of The Walt Disney Company Foundation. Before Disney, she held roles in investment banking. Ms. Webb is a National Association of Corporate Directors Board Leadership Fellow. She currently serves on the Board of Directors of ABM Industries Incorporated (NYSE: ABM) and Wynn Resorts, Limited (NASDAQ: WYNN), and on the Board of Trustees of AMH (NYSE: AMH), a real estate investment trust. Ms. Webb has served on several other public company boards including TiVo and Jack in the Box. Ms. Webb received her M.B.A. from Harvard University and her B.A. (with honors) from Smith College. In addition, she earned the CERT Certificate in Cybersecurity Oversight from Carnegie Mellon and the National Association of Corporate Directors.

We believe Ms. Webb's extensive experience as a senior finance and investor relations executive, her involvement in real estate-related and digital companies, and her service as a public company director qualify her to serve on our Board.

Continuing Directors: Continuing in Office with a Term Expiring at the 2025 Annual Meeting of Stockholders (Class I Directors)



Andreas von Blottnitz

Age: 57
 Director Since: 2007
 Class: I

Andreas von Blottnitz has served as a member of our Board since 2007. Mr. von Blottnitz is a former venture partner of BV Capital Management, LLC, which he joined in 2005. From 1999 to 2004, he served as the Chief Executive Officer of ExpertCity, Inc., which was acquired by Citrix Online and later merged into GoTo. He currently serves on the Board of Directors of a number of private companies. He received a B.A. in Business Sciences from Wirtschaftsakademie in Hamburg, Germany.

We believe Mr. von Blottnitz's background as a director and officer of multiple companies in the technology industry, his extensive investing experience, and his leadership and strategic planning skills qualify him to serve on our Board.



Agnes Bundy Scanlan

Age: 65
 Director Since: 2020
 Class: I

Agnes Bundy Scanlan has served as a member of our Board since 2020. Ms. Bundy Scanlan is the President of The Cambridge Group LLC, a strategy and risk management advisory firm. Prior to that, she was senior advisor for Trelant, where she counseled financial services firms on various challenges, including strategy, governance, regulatory, compliance, and risk management matters. From 2015 to 2017, she served as the Northeast Regional Director of Supervision Examinations for the Consumer Financial Protection Bureau. Previously, she also served as Chief Regulatory Officer, Chief Compliance Officer, Chief Privacy Officer, Regulatory Relations Executive, and Director of Corporate Community Development for, and as legal counsel to, a number of banks and financial services firms, and as legal counsel to the United States Senate Budget Committee. She currently serves on the Board of Directors of Truist Financial Corporation (NYSE: TFC), R1 RCM Inc. (NASDAQ: RCM), and privately-held iCapital. Ms. Bundy Scanlan holds a J.D. from Georgetown University Law Center and several Bar memberships, and has earned the CERT Certificate from the Universities of Cambridge and Oxford Programs in Digital Transformation and Disruptive Technologies; the Certificate in Artificial Intelligence from MIT; and the Certificate in Cybersecurity Oversight from Harvard University and Carnegie Mellon.

We believe Ms. Bundy Scanlan's extensive risk management, regulatory, compliance, legal, banking, executive management, and government affairs experience, together with her serving as a director of other public companies, qualify her to serve on our Board.



Janet Kerr

Age: 68
 Director Since: 2015
 Class: I

Janet Kerr has served as a member of our Board since 2015. Ms. Kerr is the Vice Chancellor of Pepperdine University and Professor Emeritus, founder and Executive Director of the Geoffrey H. Palmer Center for Entrepreneurship and the Law at Pepperdine University School of Law and Laure Sudreau Chair Emeritus. She is a well-known author in the areas of securities, corporate law and corporate governance, having published several articles and a book on the subjects. Ms. Kerr has founded or co-founded several technology companies, including X-Labs and a data analytics company acquired by Bloomberg. She currently serves on the Board of Directors of La-Z-Boy, Inc. (NYSE: LZB) and Tilly's, Inc. (NYSE: TLYS). Since 2004, Ms. Kerr has served on several other public company boards including Carl's Jr./Hardee's, TSI, Inc., and Fidelity National Financial. She is currently a member of the National Association of Corporate Directors and has earned the CERT Certificate in Cybersecurity Oversight from Carnegie Mellon, the Certificate from the University of Cambridge Program in Disruptive Technologies, and the Certificate in Artificial Intelligence from MIT. Ms. Kerr is also a certified mediator.

We believe Ms. Kerr's extensive corporate governance experience, together with her experience serving as a director of other public companies, qualify her to serve on our Board.

Election of Director Nominees

Directors will be elected by a plurality of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the election of directors at the Annual Meeting. This means that the director nominees for Class II director who receive the most **FOR** votes will be elected as directors. Broker non-votes and abstentions will not be treated as votes cast for this purpose and, therefore, will not affect the outcome of the election.

Unless you direct otherwise through your proxy voting instructions, the persons named as proxies will vote all proxies received **FOR** the election of each of the director nominees. If any director nominee is unable or unwilling to serve at the time of the Annual Meeting, the persons named as proxies may vote for a substitute director nominee chosen by our Board. In the alternative, the proxies may vote only for any remaining director nominees, leaving one or more vacancies on our Board.

Recommendation of our Board

**OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR"
 THE ELECTION OF EACH OF THE DIRECTOR NOMINEES.**



Proposal Two:

Ratification of the Appointment of Our Independent Registered Public Accounting Firm

Our Audit Committee has appointed PwC as our independent registered public accounting firm to perform the audit of our consolidated financial statements for the fiscal year ending December 31, 2023. PwC has served as our independent registered public accounting firm since 2011.

Our Audit Committee annually reviews the independent registered public accounting firm's independence, including reviewing all relationships between the firm and us and any disclosed relationships or services that may impact the objectivity and independence of the firm, as well as the firm's performance. As a matter of good corporate governance, our Board is submitting the appointment of PwC to our stockholders for ratification.

We expect a representative of PwC will attend the Annual Meeting. The representative will have an opportunity to make a statement if he or she so chooses.

Fees Paid to the Independent Registered Public Accounting Firm

The following table sets forth the fees billed or expected to be billed by PwC for audit, audit-related, tax and all other services rendered for 2022 and 2021 (in thousands):

	2022	2021
Audit Fees	\$1,961	\$1,830
Audit-Related Fees	—	—
Tax Fees	26	118
All Other Fees	1	1
Total	\$1,988	\$1,949

Audit Fees. Represent fees billed or expected to be billed for professional services provided in connection with the audits of our annual financial statements and internal control over financial reporting associated with compliance with Section 404(b) of the Sarbanes-Oxley Act, reviews of our quarterly financial statements, and consultations on accounting matters directly related to the audit of our annual financial statements.

Audit-Related Fees. There were no fees billed by PwC for professional services under "Audit-Related Fees."

Tax Fees. Represents fees billed for tax studies and tax compliance services.

All Other Fees. Represents license fees for accounting research software.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services

We have adopted a policy under which our Audit Committee must pre-approve all audit and permissible non-audit services to be provided by our independent registered public accounting firm. As part of this review, our Audit Committee also considers whether the categories of pre-approved services are consistent with the rules on accountant independence of the SEC and the Public Company Accounting Oversight Board ("PCAOB"). Our Audit Committee has pre-approved all services performed since the pre-approval policy was adopted.

In addition, in the event time constraints require pre-approval prior to our Audit Committee's next scheduled meeting, our Audit Committee has authorized its Chairperson to pre-approve services. Engagements pre-approved by the Chairperson of our Audit Committee are to be reported to the Audit Committee at its next scheduled meeting.

Ratification of the Appointment of PwC

The affirmative vote of a majority of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the proposal at the Annual Meeting will be required to ratify the appointment of PwC. Abstentions will have the same effect as a vote against the proposal. Broker non-votes are not expected to result in connection with this proposal.

Unless you direct otherwise through your proxy voting instructions, the persons named as proxies will vote all proxies received **FOR** the ratification of the appointment of PwC.

If our stockholders fail to ratify the appointment of PwC, our Audit Committee will reconsider whether to retain the firm. Even if the selection is ratified, our Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and the best interests of our stockholders.

Recommendation of our Board

OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF PWC AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023.



Proposal Three:

Advisory Vote On Named Executive Officer Compensation

Background

We are providing our stockholders with the opportunity to cast a non-binding, advisory vote on named executive officer compensation, also known as a "say on pay" advisory vote, as described below. The Board recommended, and the stockholders approved at our 2019 annual meeting of stockholders, that such advisory vote would be conducted every year.

The primary objective of our executive compensation program is to provide a total compensation package designed to attract, motivate, and retain executive officers with the skills, energy, and commitment required to achieve our short-term and long-term strategic objectives, which we believe will positively impact long-term value. As described in this Proxy Statement, we seek to reward (i) achievement through performance-based cash bonuses and performance-based restricted stock unit grants, and (ii) commitment through time-based restricted stock unit grants. We balance such rewards with certain guaranteed elements of compensation, including base salary and employee benefits. Our executive compensation program promotes strong alignment between the interests of our executives and those of our stockholders by tying a significant portion of compensation to the achievement of key strategic objectives. Overall, we seek to ensure that the total compensation opportunity available to our executive officers is appropriate for each executive given their respective scope of responsibilities and ability to impact our results.

For additional information about our named executive officer compensation program, please refer to the section titled "Compensation Discussion and Analysis" and the related compensation tables and footnotes.

Proposal

In accordance with Section 14A of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), we are asking our stockholders to vote **"FOR"** the approval of the following resolution at the Annual Meeting:

"RESOLVED, that our stockholders approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K and as described in the Compensation Discussion and Analysis, the Summary Compensation Table, and the related compensation tables, notes and narrative discussion in this Proxy Statement for our 2023 Annual Meeting of Stockholders."

Effect of Proposal

The resolution above is non-binding. The approval or disapproval of this proposal by stockholders will not require our Board or our Compensation Committee to take any action regarding our named executive officer compensation practices. The final decision on the compensation and benefits of our named executive officers and on whether, and if so, how, to address stockholder disapproval remains with our Board and our Compensation Committee. Our Board, however, values the opinions of our stockholders as expressed through their votes and other communications. Although the resolution is non-binding, our Board and our Compensation Committee will carefully consider the outcome of the advisory vote and stockholder opinions received from other communications when making future named executive officer compensation decisions.

Approval of Proposal

The affirmative vote of a majority of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the proposal at the Annual Meeting will be required to approve, on a non-binding, advisory basis, the compensation of our named executive officers. Abstentions will have the same effect as a vote against the proposal. Broker non-votes will not affect the outcome of the vote on this proposal.

Unless you direct otherwise through your proxy voting instructions, the persons named as proxies will vote all proxies received **FOR** the advisory approval of the compensation of our named executive officers.

Recommendation of our Board

OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE ADVISORY APPROVAL OF THE NAMED EXECUTIVE OFFICER COMPENSATION.



Directors and Corporate Governance

Director Independence

Our Board has undertaken a review of the independence of each of our continuing directors and director nominees and has affirmatively determined that Messrs. Bliss, von Blottnitz, and Wolf, and Mses. Bundy Scanlan, Kerr, Nottebohm, and Webb, do not have relationships that would interfere with their exercise of independent judgment in carrying out the responsibilities of a director, and that each of Messrs. Bliss, von Blottnitz, and Wolf, and Mses. Bundy Scanlan, Kerr, Nottebohm and Webb meets the definition of “independent director” under the applicable NASDAQ listing standards. In making these determinations, our Board considered the current and prior relationships that each continuing director and director nominee has with the Company and all other facts and circumstances our Board deemed relevant. Mr. Trigg does not meet the definition of “independent director” as Mr. Trigg is a current executive officer of the Company.

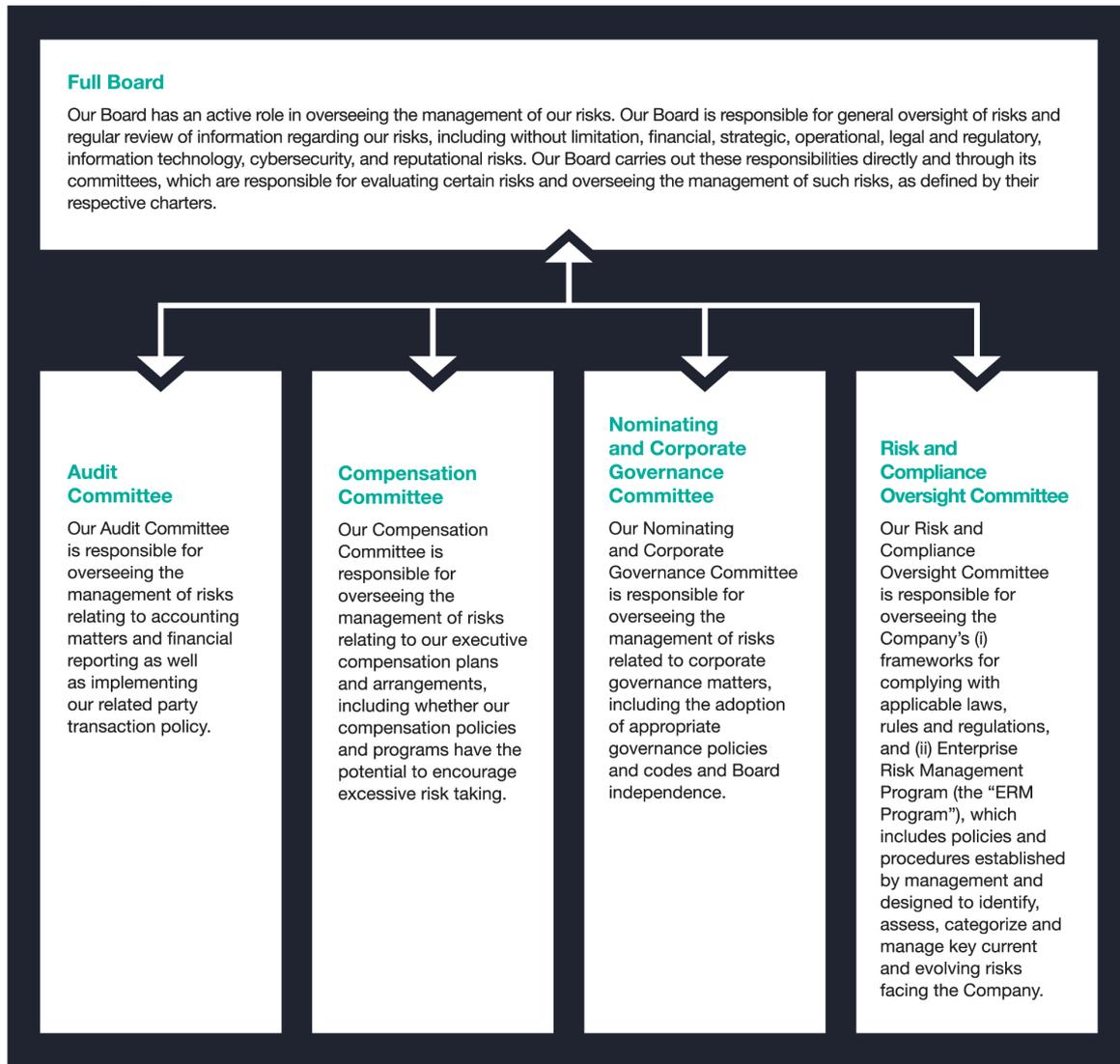
Board Leadership Structure

The positions of Chairperson of our Board and Chief Executive Officer are presently separated. We believe separating these positions allows our Chief Executive Officer to focus on our day-to-day business, while allowing the Chairperson of our Board to lead our Board in its fundamental role of providing advice to and independent oversight of management. Our Governing Documents and corporate governance guidelines do not require that the Chairperson of our Board and Chief Executive Officer positions be separate; however, our Board believes that having separate positions is the appropriate leadership structure for us at this time and demonstrates our commitment to good corporate governance.

Recent Board Composition Changes

On March 1, 2023, Klaus Schauser and Jason Randall each notified the Board of his decision to resign from his position as a member of the Board. Subsequently, also on March 1, 2023, the Board unanimously appointed (i) Ms. Nottebohm to serve as a Class II director, filling the vacancy caused by Mr. Schauser's resignation, and (ii) Mr. Trigg to serve as a Class III director, filling the vacancy caused by Mr. Randall's resignation.

Board Role in Risk Oversight



The Board and its committees work closely with and regularly receive reports from management to understand and oversee the management of existing and emerging risks. In addition, our directors have unrestricted access to Company personnel and documents, and may seek any information they require from employees, officers, or external parties. They also have discretion to engage and obtain advice, reports or opinions from legal counsel and other advisors to carry out their responsibilities. We have a Chief Compliance Officer that reports to our Chief Legal Officer, and both individuals routinely provide reports to the Board and its committees. Our Board believes its leadership structure is consistent with and supports the administration of its risk oversight function.

The Board and its committees routinely consider the Company's risk environment. The ERM Program is reviewed periodically by management and any material changes to the ERM Program are reported to and approved by the Risk and Compliance Oversight Committee. In addition, each committee annually reviews the adequacy of its respective charter in light of the current risk environment.

Meetings of the Board of Directors

During 2022, our Board held seven meetings and acted by written consent one time. Each director attended at least 75% of the total number of meetings of our Board held during the period in which each such director served and at least 75% of the total number of meetings held by any of the committees of our Board on which such director served during such period.

Although we do not have a formal policy requiring our directors to attend our annual meetings of stockholders, our directors are encouraged to attend these meetings. All directors, who were active at the time, attended our 2022 annual meeting of stockholders.

Executive Sessions

In accordance with the applicable NASDAQ listing standards, our independent directors meet in regularly scheduled executive sessions at which only independent directors are present.

Agreements with Directors and Third Parties

Ms. Nottebohm is a consultant to IGSB, Inc. ("IGSB") on strategy and related matters across IGSB's operations. Maurice J. Duca controls IGSB and, through various investment vehicles, is the Company's largest stockholder. Mr. Duca has agreed to pay Ms. Nottebohm 35 percent of the net gain on the equivalent of 35,714 shares of the Company's Class A common stock each year for the next eight years, which amount may be paid in cash or shares of the Company's Class A common stock. The net gain will be based on a \$100 per share starting value and the 10-day average of the final closing price of the shares prior to the date of payment, as reported by The Nasdaq Global Market. The first payment is scheduled to be made on the one-year anniversary of Ms. Nottebohm's appointment to the Board. No part of such payment will come from the Company.

Committees of our Board

Our Board has established four permanent committees: our Audit Committee; Compensation Committee; Nominating and Corporate Governance Committee; and Risk and Compliance Oversight Committee. Our Board has adopted written charters for each of these committees, all of which satisfy applicable NASDAQ listing standards and are available on our website at <http://ir.appfolioinc.com>. The information included on or accessed through our website does not constitute part of this Proxy Statement and shall not be deemed to be "soliciting material" for purposes of the Exchange Act. You should not consider such information in determining how to vote your shares. References in this Proxy Statement to our website addresses are inactive textual references only.

The composition and responsibilities of each of our permanent committees are described and reflected below. Note that directors that do not currently serve on a permanent committee are not included in the below table.

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Risk and Compliance Oversight Committee
Tim Bliss				
Agnes Bundy Scanlan				
Janet Kerr				
Andreas von Blottnitz	 			
Wendy Webb	 			
Alex Wolf				

 Chairman of the Board
  Financial Expert
  Chairperson
  Committee Member

Audit Committee

Meetings in 2022:
5

Members:

Winifred Webb (Chair)
Andreas von Blottnitz
Agnes Bundy Scanlan
Janet Kerr

Independence:

Each of the members has been determined to satisfy the independence and financial literacy requirements under applicable SEC rules and regulations and applicable NASDAQ listing standards.

Financial Expertise:

Ms. Webb is an "Audit Committee financial expert" within the meaning of Item 407(d) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

Our Audit Committee is responsible for, among other things, the oversight of:

- the auditing, accounting, and financial reporting processes, and systems of internal control that are conducted by our independent auditor, our internal audit function, and our financial and senior management;
- the qualifications, independence, and performance of our independent auditor; and
- public disclosure and SEC filing requirements.

Compensation Committee

Meetings in 2022:

4

Members:

Andreas von Blotnitz (Chair)

Janet Kerr

Alex Wolf

Independence:

Each of the members has been determined to be an independent director under applicable SEC rules and regulations and applicable NASDAQ listing standards.

Each member of our Compensation Committee is also a non-employee director, as defined by Rule 16b-3 promulgated under the Exchange Act.

Our Compensation Committee is responsible for, among other things:

- developing and reviewing the compensation programs and strategy applicable to our directors and senior executives, and overseeing our overall compensation philosophy;
- evaluating our Chief Executive Officer's performance in light of the corporate goals and objectives applicable to such individual's compensation.
- recommending to our Board for approval each component of compensation paid to our directors and Chief Executive Officer;
- approving each component of compensation paid to our senior executives;
- administering our cash and equity-based compensation plans applicable to all of our directors, senior executives and employees in accordance with the terms of our Compensation Committee's charter; and
- reviewing and discussing with management the disclosures regarding executive officer and director compensation to be included in our public filings, including our annual proxy statement.

Nominating and Corporate Governance Committee

Meetings in 2022:

5

Members:

Janet Kerr (Chair)

Timothy Bliss

Winifred Webb

Independence:

Each of the members has been determined to be an independent director under applicable NASDAQ listing standards.

Our Nominating and Corporate Governance Committee is responsible for, among other things:

- assisting our Board in identifying individuals qualified to become members of our Board, consistent with criteria approved by our Board;
- recommending to the Board director nominees for each committee of the Board;
- developing and recommending to our Board such corporate governance guidelines and procedures as the committee determines is appropriate from time to time;
- generally overseeing the Company's Environmental, Social and Governance activities;
- developing and recommending to our Board a Chief Executive Officer succession plan;
- overseeing the evaluation of our Board and of each committee of our Board; and
- conducting and/or advising on Board education.

Risk and Compliance Oversight Committee

Meetings in 2022:

4

Members:

Agnes Bundy Scanlan (Chair)

Andreas von Blottnitz

Winifred Webb

Independence:

Each of the members has been determined to be an independent director under applicable NASDAQ listing standards.

Our Risk and Compliance Oversight Committee is responsible for, among other things:

- reviewing, understanding and monitoring the Company's applicable risk management and legal compliance frameworks (the "frameworks");
- monitoring the performance of management with respect to adhering to the frameworks;
- reviewing the means by which the Company monitors compliance with applicable legal and regulatory requirements and the Company's material legal and regulatory compliance risk exposures and the steps taken by management to monitor or mitigate such exposures;
- reviewing the Company's privacy program and material privacy and data use risk exposures and the steps taken by the Company to monitor or mitigate such exposures;
- reviewing the Company's cybersecurity program and cybersecurity risk exposures and the steps taken by the Company to monitor or mitigate such exposures; and
- helping to set the tone and develop a culture within the Company regarding the importance and value of risk management and legal compliance.

In addition, from time to time, special committees may be established under the direction of our Board when necessary to address specific issues. Members will serve on these committees until their resignation or until otherwise determined by our Board.

Stockholder Nomination of Directors

Stockholders may submit recommendations for director candidates to our Nominating and Corporate Governance Committee by sending the name and qualifications of the candidate(s) to AppFolio, Inc., 70 Castilian Drive, Santa Barbara, California 93117, Attn: Chief Legal Officer, or by email to stockholdervoting@appfolio.com. Our Chief Legal Officer will forward all recommendations to our Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee will review and consider any director candidate(s) recommended by our stockholders against the same criteria and pursuant to the same policies and procedures applicable to the evaluation of candidates proposed by directors, management, or any other party, so long as such directors have been nominated in accordance with the procedures set forth in our Governing Documents. We did not receive any director candidate recommendations from our stockholders in anticipation of the Annual Meeting. See the section titled "Additional Information - Procedures for Submitting Stockholder Proposals" for additional information.

Director Qualifications

Our Nominating and Corporate Governance Committee consults with other members of our Board and management in identifying and evaluating candidates for director. Our Nominating and Corporate Governance Committee and our Board believe candidates for director should have certain minimum qualifications. Consistent with the terms of our corporate governance guidelines, the current minimum selection criteria established by our Nominating and Corporate Governance Committee include, without limitation:

- 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 that would violate applicable laws, rules, regulations or listing standards, conflict with any of our corporate governance policies or procedures, or interfere with the proper performance of his or her responsibilities;
- each director should possess experience, skills and attributes that enhance his or her ability to perform duties on our behalf. In assessing these qualities, the Nominating and Corporate Governance Committee will consider such factors as (i) personal qualities, skills and attributes, (ii) expertise in specific business areas, including without limitation, accounting, marketing, strategy, financial reporting or corporate governance, and (iii) professional experience in the technology industry or similar industries. The Nominating and Corporate Governance Committee may also consider such other factors as it determines would reasonably be expected to contribute to the overall effectiveness of our Board;
- each director should have the ability and willingness to devote the necessary time and effort to perform the duties and responsibilities of membership on our Board; and

- each director should demonstrate an understanding that his or her primary responsibility is to serve the best interests of our stockholders, and not his or her personal interest or the interest of a particular group or stockholder.

In recommending director nominees, our Nominating and Corporate Governance Committee also actively considers individual characteristics, including, but not limited to, diversity of professional experience, race, ethnicity, gender identity, age, cultural background, LGBTQ+ identity, and personal background. However, we have not adopted a formal policy regarding the consideration of specific individual characteristics, and instead prefer to rely on the judgment of our highly-qualified committee in recommending candidates with a diverse and appropriate mix of experiences, skills and expertise.

Environmental, Social, and Governance at AppFolio

We believe that we have a responsibility to our society, the environment, and the communities in which we live and work in. We take this responsibility seriously and engage in deliberate action to drive change for the better.

Environmental Commitment.

We strive to create environmentally friendly workplaces, starting with sustainable construction and design. We maintain sustainability requirements that all contractors who work in or around our buildings are required to follow. Examples of these requirements include recycling of all demolished or removed materials whenever possible, installation of energy efficient HVAC units, low power LED lighting and fixtures, and native, drought resistant landscaping. In addition, we are working with a third-party climate technology partner to understand and develop a plan regarding the carbon footprint of our operations.

We also have a "Green Team," composed of employee volunteer members that advocates for sustainable company practices and provides environmentally focused information to employees.

Diversity, Equity, and Inclusion.

We believe diversity is a driver of innovation and collective growth. Our commitment starts at the leadership level and cascades to our talented employees, to whom we look to lead and foster various initiatives. We strive to create an environment where everyone is valued for their uniqueness, while also feeling part of the larger whole.

When we conducted a voluntary survey of our workforce in 2022, of those who elected to share, approximately 54% identified as men, 45% identified as women, and less than 1% identified as nonbinary. Additionally, approximately 65% identified as White, 12% identified as Asian, 11% identified as Hispanic or Latino, 5% identified as Black or African American, less than 1% identified as American Indian or Alaska Native, less than 1% identified as Native Hawaiian or Other Pacific Islander, and 6% identified as two or more races.

Our recruiting practices focus on attracting and hiring employees with diverse backgrounds, experiences, and approaches at all levels of the company. We have key partnerships with universities and professional organizations and provide ongoing education to our hiring teams that are focused on closing the diversity gap as we grow our organization.

We also believe in compensating our employees fairly and equitably. We review the compensation of our workforce on a periodic basis to help ensure everyone is paid equally for equal work and we strive to close any unexplained gaps.

Employee Development.

We invest significant resources to develop the talent needed to remain at the forefront of innovation and make us an employer of choice. Employees throughout our organization have access to tailored training and learning programs that include programs for distinct audiences. Our annual engagement survey and supplemental quarterly pulse surveys provide a platform for employees to share anonymous feedback directly with their managers and our executives.

Societal Impact.

Connecting with and contributing to our communities is a long-standing tradition and important activity for our employees. Our team members are passionate about many causes and we encourage participation in them by providing eight hours of volunteer time off annually. In addition, throughout the year, we come together as a company to engage in community service through "AppFolio Gives Back," where we donate time and funds to one or more charities.

Health, Safety, and Wellness.

We are committed to providing a safe workplace for our employees and assisting them in maintaining a healthy work-life balance. We regularly solicit feedback to assess the well-being and needs of our employees and offer resources focused on mental health and physical wellness.

In 2022, we launched "Together @ AppFolio," our approach to flexible yet still connected modern work. We believe that our employees thrive in a flexible, collaborative environment, with each department determining what is right for their respective teams when it comes to in-person and remote work as we drive toward our strategic objectives.

To support our employees as they work outside of our office hubs, we have made available trainings and toolkits focused on helping employees be successful and healthy in a remote work environment. We have also enhanced our internal lifestyle programs, including virtual group fitness classes and increased supplemental time off to create additional space for employees to reset and recharge.

Privacy Responsibilities.

Our customers and employees entrust us with large amounts of confidential information, including personally identifiable information. We take this trust seriously and invest significant time, effort and resources protecting this highly sensitive information. We comply with industry best-practices, including encrypting sensitive data, utilization of a robust 24/7/365 security monitoring system, and regularly assessing product features for security vulnerabilities. In addition, we encrypt our customers' data and give them access control features to help them effectively protect their information.

We have developed security protections and control policies to help ensure a secure environment for sensitive information, and we engage independent third-party experts to audit our adherence to these policies. We do not access, use or share customer data for any purpose other than providing, maintaining and improving our services and as otherwise required by law.

Codes of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics, with which our employees, officers and directors are required to comply. The purpose of our Code of Business Conduct and Ethics is to deter wrongdoing and promote, among other things, honest and ethical conduct and to ensure to the greatest possible extent that the Company's business is conducted in a consistently legal and ethical manner. A copy of our Code of Business Conduct and Ethics, including any future amendments, can be found on our website, ethics.appfolio.com, and we expect that any waivers of requirements applicable to our executive officers or directors will be disclosed on our investor relations website, <http://ir.appfolioinc.com>, or in future filings with the SEC.

Stockholder Communications with our Board

Our stockholders have the ability to communicate with our Board as a whole and with our individual directors through an established process for stockholder communication. For a stockholder communication directed to our Board as a whole, stockholders and other interested parties may send such communication to the attention of our Board at stockholderquestions@appfolio.com or via U.S. Mail or Expedited Delivery Service to AppFolio, Inc., 70 Castilian Drive, Santa Barbara, California 93117, Attn: Board of Directors c/o Chief Legal Officer. For a stockholder communication directed to an individual director in his or her capacity as a member of our Board, stockholders and other interested parties may send such communication to the attention of the individual director at stockholderquestions@appfolio.com or via U.S. Mail or Expedited Delivery Service to AppFolio, Inc., 70 Castilian Drive, Santa Barbara, California 93117, Attn: {Name of Individual Director} c/o Chief Legal Officer.

We will review all incoming stockholder communications and promptly forward such communications to the director(s) to whom such communications are addressed. We will generally not forward communications that are unrelated to the duties and responsibilities of our Board, including communications that we determine to be primarily commercial in nature, product or service complaints or inquires, and materials that are patently offensive or otherwise inappropriate.

Compensation Committee Interlocks and Insider Participation

Messrs. von Blottnitz and Wolf and Ms. Kerr served on the Compensation Committee during the fiscal year ended December 31, 2022, and have each been determined to be an independent director under applicable SEC rules and regulations and applicable NASDAQ listing standards. None of the members of our Compensation Committee is or has ever been an officer or employee of our company or any of its subsidiaries. Except as disclosed in the section titled "Related Party Transactions," none of the members of our Compensation Committee had any relationship with our company requiring disclosure under Item 404 of Regulation S-K, nor is any such relationship currently contemplated. None of our executive officers currently serves, or in the past year has served, as a member of a board of directors or compensation committee (or other committee performing equivalent functions) of any entity that has one or more executive officers serving on our Board or Compensation Committee.

We have entered into an indemnification agreement with each of our directors, including each of the members of our Compensation Committee. See the section titled "Related Party Transactions" for additional information.

Director Compensation Policy

Under our Director Compensation Policy, we pay our non-employee directors who beneficially own less than 5% of the outstanding shares of our Class A Common Stock or Class B Common Stock a cash retainer for service on our Board and for service on each committee of which the director is a member. The Chairperson of our Board and the Chairperson of each committee receives a higher retainer for such service. Eligible directors may elect not to receive any compensation for their service.

During 2022, and as of the date of this Proxy Statement, the fees we pay to eligible non-employee directors who have not elected to forego such fees for service on our Board and for service on each committee are as follows (Chairperson annual retainers are in lieu of, and not in addition to, director annual retainers):

	Director Annual Retainer (\$)	Chairperson Annual Retainer (\$)
Board of Directors	40,000	50,000
Audit Committee	10,000	50,000
Compensation Committee	10,000	50,000
Nominating and Corporate Governance Committee	10,000	50,000
Risk and Compliance Oversight Committee	10,000	50,000

In addition, eligible non-employee directors who do not elect to forego compensation for their service on our Board receive the following:

- **Initial equity award.** A one-time restricted stock award of our Class A Common Stock with a fair market value of \$250,000 under our 2015 Stock Incentive Plan (the "2015 Plan"), with the number of shares granted based on the average closing price per share of our Class A Common stock for the twenty trading days preceding the grant date.
- **Annual equity award.** An annual restricted stock award of our Class A Common Stock with a fair market value of \$150,000 under the 2015 Plan, with the number of shares granted based on the average closing price per share of our Class A Common stock for the twenty trading days preceding the grant date.

Each grant will vest in full on the one-year anniversary of the grant date, subject to the director's continuous service. All unvested shares of restricted stock granted to the eligible directors pursuant to the policy will immediately vest in full upon a change-in-control transaction.

We have agreed to reimburse all of our eligible directors for reasonable travel and out-of-pocket expenses incurred in connection with attending our Board and committee meetings as well as continuing director education.

Our employee directors receive no additional compensation for their service as a director and may not serve on any of our Board committees. During 2022, Jason Randall, our former Chief Executive Officer, was our only employee director. As of the date of this Proxy Statement, Mr. Trigg is our only employee director.

Director Compensation Table

The following table provides information regarding the total compensation that was granted or paid during 2022 to each of our eligible directors who elected to receive compensation in accordance with our aforementioned Director Compensation Policy:

Directors Eligible to Receive Compensation ⁽¹⁾	Fees Earned or Paid in Cash (\$) ⁽²⁾	Restricted Stock Awards		Total Compensation (\$)
		Valuation (\$) ⁽³⁾	Shares ⁽⁴⁾	
Andreas von Blottnitz ⁽⁵⁾	118,624	150,000	1,557	268,624
Agnes Bundy Scanlan	100,000	150,000	1,557	250,000
Janet Kerr	120,000	150,000	1,557	270,000
Winifred Webb	110,000	150,000	1,557	260,000

(1) Ms. Nottebohm joined the Board in 2023 and, as such, received no compensation in 2022. Messrs. Bliss, Schauser and Trigg are not currently (or, with respect to Mr. Schauser, was not) eligible to receive compensation pursuant to our Director Compensation Policy. Mr. Wolf has elected not to receive compensation for his services on the Board.

(2) Amounts in this column reflect the total cash retainer earned by each director for Board and committee service during 2022.

(3) Amounts shown in this column do not necessarily reflect the actual value realized or to be realized by the directors or the amount of stock-based compensation expense reported within our consolidated financial statements. Instead, these amounts reflect the total grant date fair market value of each restricted stock grant computed in accordance with the provisions of Financial Accounting Standards Board's Accounting Standard Codification 718, or ASC 718. Assumptions used in the calculation of these amounts are included in Note 2 of the notes to our consolidated financial statements included in our 2022 Annual Report. As required by SEC rules and regulations, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.

(4) Amounts in this column reflect the aggregate number of shares of restricted stock granted to the directors during 2022 pursuant to our Director Compensation Policy. Each of these shares of Class A Common Stock will vest in full on the one-year anniversary of the grant date, and are subject to repurchase until then.

(5) Mr. von Blottnitz was appointed Chairperson of the Compensation Committee on January 13, 2022 and received a prorated retainer payment in connection with such appointment.



Report of the Audit Committee

The Audit Committee is a committee of the Board composed solely of independent directors as required by the NASDAQ listing standards and the rules and regulations of the SEC. The Audit Committee operates under a written charter approved by the Board, which is available on our website at <http://ir.appfolioinc.com>. The composition of the Audit Committee, the experiences, qualifications, attributes or skills of its members, and the responsibilities of the Audit Committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate Audit Committees. The Audit Committee reviews and assesses the adequacy of its charter and the Audit Committee's performance on an annual basis.

With respect to our financial reporting process, our management is responsible for (i) establishing and maintaining internal controls and (ii) preparing our consolidated financial statements. Our independent registered public accounting firm, PwC, is responsible for auditing these financial statements. It is the responsibility of the Audit Committee to oversee these activities. It is not the responsibility of the Audit Committee to prepare our financial statements. These are the fundamental responsibilities of management.

In the performance of its oversight function, the Audit Committee has:

- Reviewed and discussed the audited financial statements with management and PwC;
- Discussed with PwC the matters required to be discussed by the PCAOB Auditing Standard No. 1301, "Communication with Audit Committees;" and
- Received the written disclosures and the letter from PwC required by applicable requirements of the PCAOB, including Rule 3526 "Communication with Audit Committees Concerning Independence," regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with PwC its independence.

The Audit Committee discussed the auditors' review of our quarterly financial information with the auditors prior to the release of such information and the filing of our quarterly reports with the SEC. The Audit Committee also met and held discussions with management and PwC with respect to our audited year-end financial statements. Based on the Audit Committee's review and discussions with management and PwC, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the 2022 Annual Report.

In accordance with SEC rules and regulations, this report of the Audit Committee will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act or under the Exchange Act, except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

Respectfully submitted by the members of the Audit Committee of the Board:

Winifred Webb (Chairperson)

Andreas von Blottnitz

Agnes Bundy Scanlan

Janet Kerr

appfolio



Executive Officers

The following table sets forth certain summary information concerning our executive officers as of April 27, 2023:

Name	Age	Position
Shane Trigg	47	President, Chief Executive Officer and Director
Fay Sien Goon	45	Chief Financial Officer
Matt Mazza	47	Chief Legal Officer and Corporate Secretary

Recent Officer Changes

On March 1, 2023, Mr. Randall resigned from his position as the Company's President and Chief Executive Officer. Also on March 1, 2023, Mr. Trigg was appointed as the Company's President and Chief Executive Officer. In connection with such appointment, Mr. Trigg relinquished his prior position as President and General Manager, Real Estate. We have no current plans to backfill Mr. Trigg's prior position.

Executive Officer Biographies

The biographies of each of our current executive officers contain information regarding each such person's relevant business experience during the past five years or more. See the section titled "Proposal One: Election of Directors - Director Nominees and Continuing Directors" for biographical information regarding Mr. Trigg.



Fay Sien Goon

Age: 45
Position: Chief Financial Officer

Fay Sien Goon has served as AppFolio's Chief Financial Officer since 2021. Prior to AppFolio, Ms. Goon was Chief Accounting Officer of ServiceNow, a global enterprise software company that delivers digital workflows, where she was employed from 2012 to 2021. As Chief Accounting Officer, she led the accounting and finance functions through numerous years of successful growth. Prior to joining ServiceNow, Ms. Goon spent 11 years at Ernst & Young, leading external audits of large public and pre-IPO technology companies.



**Matt
Mazza**

Age: 47

Position: Chief Legal Officer
and Corporate Secretary

Matt Mazza has served as AppFolio's Chief Legal Officer since 2021 and Corporate Secretary since 2022. Before becoming Chief Legal Officer, he served as the Company's General Counsel and Chief Compliance Officer, as well as in other senior legal and compliance roles, since 2016. Prior to AppFolio, Mr. Mazza served as Senior Counsel for Deckers Brands, where he was responsible for a broad spectrum of legal affairs. He began his practice as a complex business and commercial litigator in 2003. Mr. Mazza received his J.D. from the University of California, Berkeley, and a B.A. from the University of California, Santa Barbara.



Executive Compensation

Compensation Discussion and Analysis

This Compensation Discussion and Analysis explains the compensation philosophy, programs, and processes that make up our named executive officer compensation program (our "NEO Compensation Program"), and is intended to provide context for the considerations underlying the compensation paid to our NEOs. This Compensation Discussion and Analysis should be read together with the Summary Compensation Table and related compensation tables, notes, and narrative discussion set forth below.

Named Executive Officers

Our named executive officers ("NEOs"), include our current and former principal executive officer, our principal financial officer, and two other individuals who were serving as executive officers as of December 31, 2022. Our 2022 NEOs are as follows:

Name	Position as of December 31, 2022
Shane Trigg ⁽¹⁾	President, Chief Executive Officer, and Director (Principal Executive Officer)
Fay Sien Goon	Chief Financial Officer (Principal Financial Officer)
Matt Mazza	Chief Legal Officer and Corporate Secretary
Jonathan Walker ⁽²⁾	Founder
Jason Randall ⁽³⁾	Former President and Chief Executive Officer

(1) Mr. Trigg was appointed as the Company's President and Chief Executive Officer as of March 1, 2023. In connection with such appointment, Mr. Trigg relinquished his position as President and General Manager, Real Estate. We have no current plans to backfill Mr. Trigg's prior position.

(2) Mr. Walker stepped down as the Company's Chief Technology Officer effective December 31, 2022.

(3) Mr. Randall resigned from his positions as the Company's President and Chief Executive Officer as of March 1, 2023.

Compensation Philosophy

We recognize that there is significant competition for qualified executives within our industry, especially in California where our headquarters are located, and it can be particularly challenging for companies to recruit executive officers of the caliber necessary to achieve our short-term and long-term strategic objectives. The primary objective of our NEO Compensation Program is to provide a total compensation package designed to attract, motivate, and retain executive officers with the skills, energy, and commitment required to achieve our short-term and long-term strategic objectives, which we believe will positively impact long-term value. Our NEO Compensation Program provides a total compensation package, composed of a mix of cash and equity compensation, including both time-based and performance-based compensation, that we believe fulfills the above objective. From time to time, we consider appropriate changes to our NEO Compensation Program and applicable performance metrics to reflect the evolving needs of our business.

Guiding Principles of our NEO Compensation Program

When evaluating our NEO Compensation Program each year, our Compensation Committee and Board are guided by the following principles:

Attract, Motivate, and Retain our NEOs

- Attract, motivate, and retain executive officers with the skill, energy, and commitment required to achieve our strategic objectives, which we believe will drive long-term value.
- Retain our qualified executive officers by offering compensation that is generally competitive with other companies in our industry that are of a similar size and stage of growth.

Align Interests with Stockholders

- Align the interests of our executive officers with those of our stockholders by tying a significant portion of total compensation to the achievement of strategic objectives, which we believe will drive long-term value.

Reward Achievement through Performance-Based Compensation

- Offer a significant portion of the total compensation opportunity in the form of performance-based compensation that is at-risk instead of guaranteed.
- Ensure performance-based compensation is directly correlated to the achievement of our short-term and long-term strategic objectives, and provides meaningful incentives for achieving those objectives.
- Ensure that the total compensation opportunity is appropriate for each executive given their respective scope of responsibilities and ability to impact results.

Roles of our Compensation Committee and our Board of Directors

Our Compensation Committee is composed solely of independent directors under applicable SEC rules and regulations and NASDAQ Listing Rules. The Compensation Committee's primary responsibility is to assist our Board in developing and reviewing our NEO Compensation Program and compensation considerations applicable to our directors. Specifically, the Compensation Committee is responsible for (i) reviewing, and recommending to our Board for approval, the compensation and benefits paid to, and any other compensatory arrangements entered into with, our Chief Executive Officer and directors (ii) approving the compensation and benefits paid to, and any other compensatory arrangements entered into with, our senior executives, and (iii) administering our cash and equity compensation plans. In discharging its responsibility to oversee the effective design of our NEO Compensation Program, the Committee regularly assesses each element of, and considers changes to, our NEO Compensation Program.

All the members of our Board, other than Mr. Trigg, are independent directors under applicable SEC rules and regulations and NASDAQ Listing Rules. Our Board provides significant input and has ultimate oversight of our NEO Compensation Program; further, several of our significant stockholders sit on our Board, which makes it uniquely representative of the interests of our stockholders, providing even greater emphasis on aligning stockholder interests with those of management.

Elements of our NEO Compensation Program

The key elements of our NEO Compensation Program include:

- Base Salary
- Corporate Bonus Plan
- Long-Term Executive Cash Incentive Plan
- Long-Term Equity Incentive Plan
- Employee Benefits

Base Salary

Base salary represents a fixed portion of the compensation of our NEOs and is an important element of compensation intended to attract and retain highly-talented individuals. Base salaries provide our NEOs with a guaranteed base level of income, which, in turn, provides security and allows our NEOs the freedom to focus on strategic objectives. In setting base salaries, the Compensation Committee considers:

- balancing the levels of guaranteed pay with at-risk pay to properly manage our compensation-related risk; and
- our NEOs' contributions to the achievement of our strategic objectives and overall Company performance.

Base salaries are also reviewed periodically in the context of factors such as title, skills, responsibility level, individual performance, business experience, total compensation opportunity, and equity ownership.

In 2022, the annual base salaries for Messrs. Trigg and Walker were increased to acknowledge their contribution to the business and increased level of responsibility due to our growth. The Board also increased Mr. Randall's base salary, which had not been changed in several years, to bring it in line with market ranges and the compensation of other NEOs.

The following table sets forth the 2022 and, for comparison purposes, 2021 base salaries of our NEOs:

Name	2022 Base Salary (\$)	2021 Base Salary (\$)	Percentage Adjustment 2022 v. 2021 (%)
Shane Trigg	440,000	420,000	5
Fay Sien Goon	450,000	450,000	—
Matt Mazza	375,000	375,000	—
Jonathan Walker	375,000	350,000	7
Jason Randall	500,000	360,000	39

Corporate Bonus Plan

We provide annual performance-based cash bonuses for our NEOs based on Company achievement of pre-established targets under our Corporate Bonus Plan. The Compensation Committee believes that the annual performance metrics used in the Corporate Bonus, which are discussed below, align the interests of our NEOs with those of our stockholders by tying bonus payout to Company performance against key metrics. In designing the Corporate Bonus Plan for recommendation to the Board, the Compensation Committee considers the following:

- Company performance objectives based on Board-approved annual targets derived from and aligned with our long-term strategic objectives, which relate to long-term growth; and
- Use of threshold, target, and maximum bonus payout levels to strike an appropriate balance between compensation incentives and risk tolerance and taking.

With respect to fiscal year 2022, the Compensation Committee or Board, as appropriate, established target cash bonus amounts under the Corporate Bonus Plan for each NEO, as set forth in the table below. Such targets were determined by a number of items, including the executive's responsibilities, base salary, our projected financial performance, and a review of compensation data in our industry.

Name	2022 Corporate Bonus Plan Target Cash Bonus Amount (\$)
Shane Trigg	440,000
Fay Sien Goon ⁽¹⁾	2,450,000
Matt Mazza	225,000
Jonathan Walker	375,000
Jason Randall	500,000

(1) Ms. Goon's 2022 Corporate Bonus Plan target amount includes a bonus opportunity of \$450,000 at target and a one-time bonus opportunity of \$2,000,000 at target, which is part of Ms. Goon's employment agreement.

2022 Performance Metrics and Payout Curves

Cash bonuses are earned under the Corporate Bonus Plan based entirely on the Company's actual performance relative to preset performance metrics. In 2022, performance metrics for all NEOs were:

- Net new residential units added to our platform during 2022 ("Net New Residential Units");
- 2022 annual Revenue ("Revenue"); and
- Non-GAAP operating margin, defined as GAAP operating margin less non-cash transactions and less one-time or non-recurring transactions ("Non-GAAP Operating Margin").

In 2022, 60% of the Corporate Bonus Plan target cash bonus amount was tied to achievement of the Net New Residential Units performance metric; 20% of the Corporate Bonus Plan target cash bonus amount was tied to achievement of the Revenue performance metric; and 20% of the Corporate Bonus Plan target cash bonus amount was tied to achievement of the Non-GAAP Operating Margin performance metric.

Bonus amounts earned under the Corporate Bonus Plan are determined by a payout curve. In 2022, for the Net New Residential Units performance metric, no payment was earned if achievement was below 80% of target, and the maximum payment was capped if achievement was 120% of target or greater. For the Revenue performance metric, no payment was earned if achievement was below 90% of target, and the maximum payment was capped if achievement was 110% of target or greater. For the Non-GAAP Operating Margin performance metric, no payment was earned if Non-GAAP Operating Margin was below 3.5% of target, and the maximum payment was capped if achievement is above 3.5% of target.

2022 Corporate Bonus Plan Payouts

Consistent with the application of the performance metrics and payout curves described above, and after review of the audited financial statements included in our 2022 Annual Report and consultation with appropriate members of our finance and accounting organization, our Compensation Committee, verified the following:

- Net New Residential Units achievement of 100% of target;
- Revenue achievement of 105% of target; and
- Non-GAAP Operating Margin achievement of 150% of target, which resulted in a blended payout of 111% of the target 2022 Corporate Bonus Plan Payout amount for each of our NEOs.

The actual payments made to each NEO pursuant to the 2022 Corporate Bonus Plan, all of which were approved by the Board or Compensation Committee, as appropriate, are as follows:

Name	Objective	2022 Corporate Bonus Plan Actual Payout Amount (\$)
Shane Trigg	Performance Target	488,400
Fay Sien Goon	Performance Target	2,719,500
Matt Mazza	Performance Target	249,750
Jonathan Walker	Performance Target	416,250
Jason Randall	Performance Target	531,583

Long-Term Executive Cash Incentive Plans

In 2018, our Board, upon the recommendation of the Compensation Committee, adopted a Long-Term Executive Cash Incentive Plan and granted a performance award thereunder to Mr. Randall (the "2018 Long-Term Award"). The 2018 Long-Term Award was granted in lieu of any equity incentive awards through 2025 and provided for cash payments to Mr. Randall upon the achievement by the Company of long-term performance targets.

The 2018 Long-Term Award was granted with the intent to provide Mr. Randall with significant additional motivation to contribute to the Company's achievement of its long-term strategic objectives, which the Board believed would result in increased "economic value" on a per share basis ("EVPS"). Payouts under the 2018 Long-Term Award were based on surpassing certain threshold increases in EVPS measured as of December 31, 2023, 2024 and 2025 (each, a "Measurement Period"). As also set forth in the section titled "Compensation Discussion and Analysis - Employment Agreements and Similar Arrangements," Mr. Randall received a prorated portion of the 2018 Long-Term Award in the amount of \$14,300,800 pursuant to the terms of the Transition and Separation Agreement he entered into with the Company. No further payment is due to Mr. Randall under the 2018 Long-Term Award.

Long-Term Equity Incentive Plan

Our 2015 Plan provides for the issuance of time and performance-based restricted stock units to our executives, which may be settled for shares of our Class A Common Stock or cash. We believe that the issuance of restricted stock units aligns the interests of our executives with those of our stockholders by incentivizing our executives to build Company value that can be sustained over time, while helping to manage the dilutive effect of our equity compensation programs. Restricted stock units have value to recipients even in the absence of stock price appreciation, which helps us retain and incentivize employees during periods of market volatility, and also results in our granting fewer shares of common stock than through stock options with an equivalent grant date fair value.

Time-Based Restricted Stock Unit Grants

In December 2021, our Compensation Committee approved the following time-based restricted stock unit grants with respect to the 2022 fiscal year for:

- Mr. Trigg valued at \$920,000 in the aggregate, which resulted in a grant of 7,476 shares of our Class A Common Stock, as part of his annual equity compensation;

- Ms. Goon valued at \$1,200,000 in the aggregate, which resulted in a grant of 9,752 shares of our Class A Common Stock, as part of her annual equity compensation;
- Mr. Mazza valued at \$800,000 in the aggregate, which resulted in a grant of 6,501 shares of our Class A Common Stock, as part of his annual equity compensation; and
- Mr. Walker valued at \$2,400,000 in the aggregate, which resulted in a grant of 19,503 shares of our Class A Common Stock, as part of his annual equity compensation.

The foregoing time-based restricted stock unit grants vest quarterly over four years in equal installments, subject to continued employment with us through the applicable vesting date.

Performance-Based Restricted Stock Unit Grants

PRSU Awards

In December 2021, our Compensation Committee approved the following performance-based restricted stock unit grants ("PRSU Awards") with respect to the 2022 fiscal year for:

- Mr. Trigg valued at \$1,380,000 on the date of grant (assuming 100% performance metric achievement) as part of his annual equity compensation;
- Ms. Goon valued at \$1,800,000 on the date of grant (assuming 100% performance metric achievement) as part of her annual equity compensation;
- Mr. Mazza valued at \$1,200,000 on the date of grant (assuming 100% performance metric achievement) as part of his annual equity compensation; and
- Mr. Walker valued at \$3,600,000 on the date of grant (assuming 100% performance metric achievement) as part of his annual equity compensation.

(the foregoing PRSU Awards are collectively referred to as the "2022 PRSU Awards"). The 2022 PRSU Awards vested based on the achievement of pre-established Revenue and Non-GAAP Operating Margin performance metrics (each as defined above) measured over a one-year period ending on December 31, 2022. One-third of the 2022 PRSU Awards fully vested on achievement of the performance metrics, with the remainder fully vesting quarterly over the following two years in equal installments, subject to the NEO's continued employment through the applicable vesting dates.

80% of the 2022 PRSU Awards target share amount was tied to achievement of the Revenue performance metric, and 20% of the 2022 PRSU Awards target share amount was tied to achievement of the Non-GAAP Operating Margin performance metric.

The actual number of shares of our Class A Common Stock to be issued in settlement of any given 2022 PRSU Award ranges from 0% to 150% of the target 2022 PRSU Award Class A Common Stock amount, as determined by a payout curve. For the Revenue performance metric, no payment is earned if achievement is below 90% of target, and the maximum payment is capped if achievement is 110% of target or greater. For the Non-GAAP Operating Margin performance metric, no payment is earned if Non-GAAP Operating Margin is below 3.5% of target, and the maximum payment is capped if achievement is above 3.5% of target.

PRSU Award Payouts

Consistent with the application of the performance metrics and payout curves described above, and after review of the audited financial statements included in our 2022 Annual Report and consultation with appropriate members of our finance and accounting organization, our Compensation Committee, verified the following:

- Revenue achievement of 105% of target; and
- Non-GAAP Operating Margin achievement of 150% of target.

This resulted in a blended performance vesting of 114% of the target 2022 PRSU Award Class A Common Stock amounts for each of our NEOs.

The actual number of shares of our Class A Common Stock issued, or to be issued, in settlement of the 2022 PRSU Awards, subject to satisfaction of the continued employment conditions, are as follows:

Name	Objective	Class A Common Shares Subject to 2022 PRSU Award
Shane Trigg	Performance Target	12,784
Fay Sien Goon	Performance Target	16,675
Matt Mazza	Performance Target	11,118
Jonathan Walker	Performance Target	33,350

In addition, Messrs. Trigg and Mazza were each granted a PRSU Award in 2020 (the "2020 PRSU Awards") that vested based on the achievement of a pre-established consolidated net revenue growth target measured over a three year period ending on December 31, 2022, subject to continued employment through the performance period, with the actual number of shares of our Class A Common Stock issued in settlement of the 2020 PRSU Awards determined by a payout curve. After a review of the audited financials statements included in our 2022 Annual Report and consultation with appropriate members of our finance and accounting organization, our Compensation Committee, verified the achievement of 74% of the consolidated net revenue growth target, which resulted in Messrs. Mazza and Trigg receiving the following number of shares of our Class A Common Stock, respectively:

Name	Objective	Class A Common Shares Granted Under 2020 PRSU Award
Shane Trigg	Performance Target	3,106
Matt Mazza	Performance Target	1,035

Employee Benefits

Our executive officers, including our NEOs, are eligible to receive the same employee benefits that are generally available to all of our full-time employees. These benefits include our medical, dental and vision insurance; life and disability insurance plans; and assistance with certain fertility services. In structuring these benefit plans, we seek to provide an aggregate level of benefits that are comparable to those provided by similar companies.

In addition, our NEOs receive a supplemental medical reimbursement benefit that covers up to \$10,000 annually of medical, dental, vision, and pharmacy expenses not covered under the Company's insurance plans, subject to certain exceptions (the "Executive Medical Reimbursement Program").

We also maintain a tax-qualified 401(k) retirement plan that provides eligible U.S. employees with an opportunity to save for retirement on a tax-advantaged basis. In 2022, we matched 50% of the first 8% of eligible compensation contributed by the employee. Such matching contributions are immediately and fully vested.

Employment Agreements and Similar Arrangements

We have entered into employment agreements with Mr. Trigg and Ms. Goon. We have not entered into employment agreements with Messrs. Mazza or Walker. We entered into an employment agreement with Mr. Randall in 2022 and later entered into a transition and separation agreement with Mr. Randall on March 1, 2023.

Mr. Trigg's Employment Agreement

On March 1, 2023, we entered into an amended and restated employment agreement with Mr. Trigg to serve as our President and Chief Executive Officer. His employment agreement provides for "at will" employment and sets forth the terms and conditions of Mr. Trigg's employment, including an annual base salary, eligibility to participate under the Corporate Bonus Plan, a one-time sign-on bonus of \$300,000, a special one-time award of time-based restricted stock units having an aggregate value of \$1,500,000 (which grant is additive to additional time-based restricted stock units granted to Mr. Trigg earlier in 2023), time-based options to purchase a total of 120,000 shares of the Company's Class A Common Stock, and, subject to approval of the Board, in each of fiscal years 2024, 2025, 2026 and 2027, time-based restricted stock units and PRSU Awards covering a number of shares of the Company's Class A Common Stock having an aggregate value of (i) no less than \$3,000,000 annually in fiscal years 2024 and 2025, and (ii) no less than \$3,500,000 annually in fiscal years 2026 and 2027.

Mr Trigg's employment agreement provides that if he is terminated by us other than for Cause or Mr. Trigg resigns for Good Reason (other than in connection with a Corporate Transaction, as each term is defined in his employment agreement), then Mr. Trigg will be entitled to receive twelve months of base salary continuation, payment of any earned but unpaid annual bonus in respect of the prior completed fiscal year, a prorated cash bonus award for the fiscal year in which such termination occurs, and twelve months of COBRA premiums. With respect to each outstanding time-based restricted stock unit award held by Mr. Trigg, if terminated on or prior to the end of December 31, 2024 the portion of such time-based restricted stock unit award that would have vested had Mr. Trigg remained employed with the Company through the end of December 31, 2025 will accelerate upon such qualifying termination, or, if terminated following December 31, 2025, the portion of such time-based restricted stock unit award that would have vested had Mr. Trigg remained employed with the Company for an additional twelve months will accelerate upon such qualifying termination. With respect to each outstanding PRSU Award held by Mr. Trigg, each PRSU Award shall, to the extent such performance conditions applicable to the PRSU Award have not been satisfied, accelerate on a prorated basis based on the number of days employed during the applicable performance period and achievement of the applicable performance metrics determined by the Board based on estimated forecasts (but not greater than target-level performance), or, to the extent such performance conditions applicable to the PRSU Award have been satisfied, the portion of such PRSU Award that would have vested had Mr. Trigg remained employed with the Company for an additional twelve months will accelerate upon such qualifying termination. With respect to each outstanding time-based option, the prorated portion based on the number of full or partial calendar months elapsed between the applicable vesting date and such qualifying termination will be accelerated, with any outstanding vested time-based options remaining exercisable for the longer of eighteen months following such qualifying termination and the applicable expiration date of the options. Payment of such amounts is conditioned upon the effectiveness of a general release of claims in favor of the Company and continuing compliance with certain restrictive covenants.

Ms. Goon's Employment Agreement

On September 15, 2021, we entered into an employment agreement with Ms. Goon to serve as our Chief Financial Officer, starting October 18, 2021. Her employment agreement provides for "at will" employment and sets forth the terms and conditions of Ms. Goon's employment, including an annual base salary, eligibility to participate in our employee benefit plans, eligibility to participate under the Corporate Bonus Plan, a special one-time award under the Corporate Bonus Plan for 2022 with a target bonus opportunity of \$2,000,000 (as discussed above under the section titled "Short-Term Cash Incentive Plan"), and, subject to approval of the Board, eligibility to receive a grant of time-based restricted stock unit awards and PRSU Award (as discussed above under the section titled "Long-Term Equity Incentive Plan").

Ms. Goon's employment agreement provides that if she is terminated by us for any reason other than for Cause or Ms. Goon resigns for Good Reason (other than in connection with a Corporate Transaction, as each term is defined in her employment agreement), then Ms. Goon will be entitled to receive twelve months of base salary continuation, payment of any earned but unpaid annual bonus in respect of the prior completed fiscal year, a prorated cash bonus award for the fiscal year in which such termination occurs, and twelve months of COBRA premiums. With respect to each outstanding time-vesting restricted stock unit award held by Ms. Goon, the portion of such time-vesting restricted stock unit award that would have vested had Ms. Goon remained employed with the Company for an additional twelve months will accelerate upon such qualifying termination, subject to limited exceptions. With respect to each outstanding PRSU Award held by Ms. Goon, each PRSU Award shall accelerate on a prorated basis based on the number of days employed during the applicable performance period and achievement of the applicable performance metrics determined by the Board based on estimated forecasts. Payment of such amounts is conditioned upon the effectiveness of a general release of claims in favor of the Company and continuing compliance with certain restrictive covenants.

Mr. Randall's Employment Agreement

On July 27, 2022, we entered into an employment agreement with Mr. Randall regarding his continued service as our President and Chief Executive Officer. His employment agreement provided for "at will" employment and set forth the terms and conditions of Mr. Randall's employment, including an annual base salary, eligibility to participate in our employee benefit plans, eligibility to participate under the Corporate Bonus Plan, and eligibility to receive the 2018 Long-Term Award.

Mr. Randall's employment agreement provided that if he was terminated by us for any reason other than for Cause or Mr. Randall resigned for Good Reason (other than in connection with a Change of Control, as each term is defined in his employment agreement), then Mr. Randall would be entitled to receive twelve months of base salary continuation, payment of any earned but unpaid annual bonus in respect of the prior completed fiscal year, a prorated cash bonus award for the fiscal year in which such termination occurs, twelve months of COBRA premiums, and if such termination or resignation occurred during fiscal year 2023, 2024 or 2025, a prorated portion of the 2018 Long-Term Award.

Mr. Randall's Transition and Separation Agreement

On March 1, 2023, we entered into a transition and separation agreement with Mr. Randall in connection with his resignation as the Company's President, Chief Executive Officer and as a member of the Board. During the transition period from March 1 to March 31, 2023, Mr. Randall continued to receive his current base salary and participate in the Company's benefit plans. Mr. Randall ceased to be employed on March 31, 2023 and pursuant to the transition and separation agreement, he will be entitled to: (i) aggregate lump sum cash payments of \$625,000 (which includes a lump sum cash severance payment equal to twelve months of his then-base salary (\$500,000) and a pro rata portion of his annual bonus under the Corporate Bonus Program for the period of January 1 through March 31, 2023 (\$125,000)); (ii) aggregate cash payments of \$14,300,800 (which

represent a pro rata portion of his 2018 Long-Term Award); (iii) twelve months of COBRA premiums, subject to certain limitations; (iv) continued participation in the Company's Executive Medical Reimbursement Program through the end of calendar year 2023, subject to certain limitations; and (v) an extension of the exercise period with respect to the vested stock options held by Mr. Randal until the earlier of eighteen months following his termination and the expiration date applicable to such options.

Change in Control Provisions

Equity Award Acceleration

Mr. Trigg's employment agreement provides that if his employment with us is terminated other than for Cause, or Mr. Trigg resigns for Good Reason, on or within twelve months following the consummation of a Corporate Transaction (as each term is defined in his employment agreement), then all outstanding restricted stock unit awards held by Mr. Trigg shall accelerate and become fully-vested.

Ms. Goon's employment agreement provides that if her employment with us is terminated other than for Cause, or Ms. Goon resigns for Good Reason, on or within twelve months following the consummation of a Corporate Transaction (as each term is defined in her employment agreement), then all outstanding restricted stock unit awards held by Ms. Goon shall accelerate and become fully-vested.

Other Compensation-Related Topics

Role of Executive Officers in Executive Compensation Discussions

The members of the Compensation Committee are in the best position to assist our Board in developing and reviewing our executive compensation programs and the compensation considerations applicable to our directors and executive officers, because each is an independent director under applicable SEC rules and regulations and NASDAQ Listing Rules. Nevertheless, the Compensation Committee may from time to time solicit the input of our CEO and CFO regarding compensation for our other executive officers, particularly with respect to salary, cash bonus opportunities and equity awards. While our CEO and CFO may participate in some deliberations regarding compensation for our other executive officers, they do not participate in, and are not present at, any deliberations regarding their own compensation. The Compensation Committee considers the information provided by our CEO and CFO in making executive officer compensation decisions and recommendations to our Board, as appropriate.

Compensation Risk Considerations

In assessing our overall compensation philosophy and the elements of our executive compensation programs, we consider how our programs may encourage risk-taking by employees, taking into account a number of factors, including the following:

The Compensation Committee and our Board are composed of significant stockholders and stockholder representatives who have significant influence on our compensation practices, which results in an alignment of our compensation practices with the interests of our stockholders.

Our compensation programs are designed to enhance stockholder value through performance metrics intended to help ensure achievement of our short and long term strategic objectives.

We focus on limiting equity dilution through judicious use of equity compensation. While we continue to grant equity to certain senior management, we focus on limiting dilution by balancing equity compensation with other incentives provided to our NEOs under our short-term and long-term cash incentive plans and employee benefit plans.

Our executive compensation programs consist of both guaranteed pay and at-risk pay, and the Compensation Committee reviews this mix regularly.

We regularly review data regarding the executive compensation programs of other companies in our industry of a similar size and stage, as well as larger companies headquartered in California, to ensure alignment with our executive compensation programs and market competitiveness. While we have not engaged a compensation consultant, we did review and consider data from both targeted and broader-based compensation surveys in order to gain a broader perspective on overall market trends. However, we have not formally set a peer group, and thus did not formally benchmark executive compensation against a peer group for purposes of setting any specific element of compensation or total compensation.

Subject to limited exceptions, and specifically with respect to our directors and NEOs (as may be disclosed below in the Section titled "Security Ownership of Certain Beneficial Owners and Management"), our insider trading policy prohibits our NEOs, directors, and employees from hedging their economic interest in our securities, and from pledging our securities.

Our change in control arrangements are designed to attract and retain executives without providing excessive benefits.

Our Board believes that, although the majority of the compensation opportunity provided to our NEOs and other senior executives is at-risk pay that is determined based upon the achievement of strategic objectives intended to increase economic value over time as measured on a per share basis, our executive compensation programs do not encourage excessive or unnecessary risk-taking.

Tax and Accounting Considerations

Among the factors it considers when making executive compensation recommendations, the Compensation Committee reviews anticipated tax and accounting impacts to the Company (and, potentially, to our executives) of various payments, equity awards and other benefits.

In that regard, the Compensation Committee considers the impact of the provisions of Section 162(m) of the Internal Revenue Code (the "Code"). That section generally limits the deductibility of compensation paid by a publicly-held company to "covered employees" for a taxable year to \$1.0 million, except for certain "performance-based compensation" payable pursuant to written contracts that were in effect on November 2, 2017 and that are not modified in any material respect on or after that date. "Covered employees" generally include our CEO, CFO and other highly compensated executive officers.

Thus, our tax deduction with regard to compensation of these officers is limited to \$1.0 million per taxable year with respect to each such officer and qualified for the aforementioned exception to non-deductibility under Section 162(m) of the Code.

With respect to cash incentive and equity awards that may not qualify for such exception and those that we may grant in the future, we do not anticipate that the \$1.0 million deduction limitation set forth in Section 162(m) of the Code will have a material impact on our results of operations.

The Compensation Committee also considers the impact of Section 409A of the Code and, in general, our executive plans and programs are designed to comply with the requirements of that section so as to avoid possible adverse tax consequences that may result from noncompliance.

Developments and changes in accounting standards and tax law may impact our compensation decisions. As accounting standards and applicable tax laws develop, we may revise certain features of our executive compensation program to appropriately align our executive compensation program with our overall executive compensation philosophy and objectives. However, we believe that these are only some of the many relevant considerations of setting executive compensation, and should not be permitted to compromise our ability to design and maintain compensation programs that are consistent with our compensation philosophy and objectives. Accordingly, we retain the discretion to pay compensation that is not tax deductible and/or could have adverse accounting consequences.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the information included under the section titled "Compensation Discussion and Analysis," including the Summary Compensation Table and related compensation tables, notes and narrative discussion. Based on such review and discussion, the Compensation Committee has recommended to the Board of Directors that the "Compensation Discussion and Analysis" disclosure, including the Summary Compensation Table and related compensation tables, notes and narrative discussion, be included in this Proxy Statement and incorporated into our Annual Report.

In accordance with SEC rules and regulations, this Compensation Committee Report will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act, or the Exchange Act, except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

Respectfully submitted by the members of the Compensation Committee of the Board of Directors:

Andreas von Blottnitz (Chairperson)

Janet Kerr

Alex Wolf

appfolio

Summary Compensation Table

The following table sets forth summary compensation information for our named executive officers for the years ended December 31, 2022, 2021 and 2020:

Name and Title	Year	Salary (\$)	Bonus (\$)	Stock Awards ⁽¹⁾ (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation ⁽²⁾ (\$)	All Other Compensation ⁽³⁾ (\$)	Total (\$)
Shane Trigg	2022	440,000	—	—	—	488,400	12,931	941,331
President and Chief Executive Officer	2021	420,000	250,000	2,700,110	—	997,500	175,013	4,542,623
	2020	290,759	—	3,900,000	—	322,938	7,586	4,521,283
Fay Sien Goon	2022	450,000	500,000 ⁽⁴⁾	—	—	2,719,500 ⁽⁵⁾	15,991	3,685,491
Chief Financial Officer	2021	93,967	—	12,000,403	—	120,205	11,010	12,225,585
Matt Mazza	2022	375,000	—	—	—	249,750	10,393	635,143
Chief Legal Officer and Corporate Secretary	2021	375,000	—	6,450,400	—	433,565	11,459	7,270,424
Jonathan Walker	2022	375,000	—	—	—	416,250	10,754	802,004
Founder	2021	350,000	—	7,200,304	—	875,000	9,204	8,434,508
	2020	320,063	—	—	—	130,000	16,688	466,751
Jason Randall	2022	477,923	—	—	—	531,584	15,810	1,025,317
Former President and Chief Executive Officer	2021	360,000	—	—	—	1,098,000	3,382	1,461,382
	2020	360,000	—	—	—	374,400	7,830	742,230

- (1) Amounts shown in this column do not necessarily reflect the actual value received or to be received by our named executive officers. Instead, these amounts reflect the total grant date fair market value of the time-based restricted stock units and performance-based restricted stock units. As required by SEC rules and regulations, the amounts shown exclude the impact of estimated forfeitures related to service based vesting conditions. Assumptions used in the calculation of these amounts are included in Note 2 of the notes to our consolidated financial statements included in our 2022 Annual Report. With respect to the performance-based restricted stock unit awards, amounts are based on the probable outcome of the applicable performance conditions, which is target level performance, calculated in accordance with ASC 718.
- (2) Amounts shown in this column reflect the amounts earned and paid under our 2022 Corporate Bonus Plan, a cash bonus program described in the section of this Proxy Statement entitled "Compensation Discussion and Analysis - Corporate Bonus Plan."
- (3) Amounts shown in this column represent our matching contributions under our 401(k) Plan, reimbursement of medical expenses pursuant to established health plans, insurance premiums paid for the benefit of our named executive officers, and de minimis bonus amounts generally paid to all employees.
- (4) Ms. Goon received a sign-on bonus when joining the Company in fiscal year 2021. The sign-on bonus was subject to a one-year clawback provision and is therefore included as part of 2022 compensation.
- (5) Ms. Goon's 2022 Corporate Bonus Plan target amount includes a bonus opportunity of \$450,000 at target and a one-time bonus opportunity of \$2,000,000 at target, which was part of Ms. Goon's employment agreement. The calculation of the actual amount paid is discussed more fully in the section titled "Compensation Discussion and Analysis - Corporate Bonus Plan."

Grants of Plan-Based Awards

The following table presents, for each of our named executive officers, information concerning grants of plan-based awards made during fiscal year 2022. This information supplements the information about these awards set forth in the Summary Compensation Table above.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾⁽²⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽³⁾			All Other Stock Awards ⁽³⁾ (#)	All Other Option Awards ⁽³⁾ (#)	Exercise Price of Options ⁽³⁾ (\$)	Grant Date Fair Value of Option and Stock Awards ⁽³⁾ (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Shane Trigg	1/1/2022	220,000	440,000	660,000	—	—	—	—	—	—	—
Fay Sien Goon ⁽⁴⁾	1/1/2022	225,000	450,000	675,000	—	—	—	—	—	—	—
	1/1/2022	1,000,000	2,000,000	3,000,000	—	—	—	—	—	—	—
Matt Mazza	1/1/2022	112,500	225,000	337,500	—	—	—	—	—	—	—
Jonathan Walker	1/1/2022	187,500	375,000	562,500	—	—	—	—	—	—	—
Jason Randall	1/1/2022	250,000	500,000	750,000	—	—	—	—	—	—	—

(1) Amounts in the "Estimated Future Payouts Under Non-Equity Incentive Plan Awards" column relate to a cash bonus opportunity under our Corporate Bonus Plan. The actual amounts paid to our named executive officers are set forth in the Summary Compensation Table above, and the calculation of the actual amounts paid is discussed more fully in the section titled "Compensation Discussion and Analysis - Corporate Bonus Plan."

(2) This table does not include the 2018 Long-Term Award granted to Mr. Randall, of which Mr. Randall received a pro-rated portion of in connection with his separation from the Company. Please refer to the section titled "Compensation Discussion and Analysis - Long-Term Executive Cash Incentive Plans" for more information.

(3) Equity plan awards for our 2022 NEO equity compensation program were granted by our Board in December 2021 and disclosed in last year's Proxy Statement. Please refer to the section titled "Compensation Discussion and Analysis - Long-Term Equity Incentive Plan" for more information.

(4) Ms. Goon's 2022 Corporate Bonus Plan target amount includes a bonus opportunity of \$450,000 at target and a one-time bonus opportunity of \$2,000,000 at target, which was part of Ms. Goon's employment agreement. For additional information, see the section titled "Compensation Discussion and Analysis - Corporate Bonus Plan."

Outstanding Equity Awards at Fiscal Year End

The following table sets forth information about the outstanding equity awards held by each of our named executive officers as of December 31, 2022:

Name	Grant Date	Option Awards				Stock Awards				
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares That Have Not Vested (#)	Market Value of Shares That Have Not Vested (\$) ⁽¹⁾	Equity Incentive Plan Awards: Number of Shares That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Shares That Have Not Vested (\$) ⁽¹⁾
Shane Trigg	12/13/2021	—	—	—	—	—	8,521 ⁽²⁾	897,943	4,263 ⁽²⁾	449,235
	12/13/2021	—	—	—	—	—	6,074 ⁽³⁾	640,078	—	—
	1/19/2021	—	—	—	—	—	—	—	2,588 ⁽⁴⁾	272,723
	4/13/2020	—	—	—	—	—	18,883 ⁽⁵⁾	1,989,891	—	—
	4/13/2020	—	—	—	—	—	—	—	3,106 ⁽⁶⁾	327,310
Fay Sien Goon	12/13/2021	—	—	—	—	—	11,115 ⁽²⁾	1,171,299	5,560 ⁽²⁾	585,913
	12/13/2021	—	—	—	—	—	7,923 ⁽³⁾	834,926	—	—
	10/18/2021	—	—	—	—	—	36,432 ⁽⁷⁾	3,839,204	—	—
	10/18/2021	—	—	—	—	—	3,416 ⁽⁸⁾	359,978	—	—
	10/18/2021	—	—	—	—	—	—	—	18,217 ⁽⁴⁾	1,919,707
Matt Mazza	12/13/2021	—	—	—	—	—	7,410 ⁽²⁾	780,866	3,708 ⁽²⁾	390,749
	12/13/2021	—	—	—	—	—	5,282 ⁽³⁾	556,617	—	—
	10/27/2021	—	—	—	—	—	23,120 ⁽⁸⁾	2,436,386	—	—
	1/19/2021	—	—	—	—	—	—	—	1,747 ⁽⁴⁾	184,099
	1/19/2021	—	—	—	—	—	873 ⁽⁹⁾	91,997	—	—
	12/17/2019	—	—	—	—	—	—	—	1,035 ⁽⁶⁾	109,068
	11/15/2019	—	—	—	—	—	1,837 ⁽¹⁰⁾	193,583	—	—
Jonathan Walker	12/13/2021	—	—	—	—	—	22,230 ⁽²⁾	2,342,597	11,120 ⁽²⁾	1,171,826
	12/13/2021	—	—	—	—	—	15,846 ⁽³⁾	1,669,851	—	—
	12/17/2019	—	—	—	—	—	1,864 ⁽¹¹⁾	196,428	—	—
Jason Randall	5/18/2017	20,000	—	—	27.95	10/1/2024 ⁽¹²⁾	—	—	—	—
	2/24/2017	38,280	—	—	23.80	10/1/2024 ⁽¹²⁾	—	—	—	—
	5/20/2016	100,000	—	—	13.43	10/1/2024 ⁽¹²⁾	—	—	—	—
	5/20/2016	80,001	—	—	13.43	10/1/2024 ⁽¹²⁾	—	—	—	—
	2/29/2016	98,666	—	—	11.70	10/1/2024 ⁽¹²⁾	—	—	—	—
	12/3/2014	29,297	—	—	4.92	10/1/2024 ⁽¹²⁾	—	—	—	—
	12/3/2014	25,000	—	—	4.92	10/1/2024 ⁽¹²⁾	—	—	—	—

(1) The amount in this column was calculated based on the closing price of our Class A Common Stock on December 30, 2022, which was \$105.38.

(2) This amount represents a PRSU Award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests over three-years based on the achievement of pre-established financial metrics with a December 31, 2022 measurement date and is reflected in the table as earned at 114% of target. One-third of the 2022 PRSU Awards fully vested on achievement of the performance metrics on February 10, 2023. The remaining shares will vest quarterly over the following two years in equal installments, subject to the NEO's continued employment through the applicable vesting dates.

- (3) This amount represents a time-based restricted stock unit award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests over four years in equal quarterly installments, commencing on May 10, 2022, subject to the executive's continued employment through the applicable vesting date.
- (4) This amount represents a PRSU Award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests based on the achievement of pre-established financial metrics with a December 31, 2023 measurement date and is reflected in the table at the 100% performance level, subject to the executive's continued employment through the applicable vesting date.
- (5) This amount represents a time-based restricted stock unit award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests over five years in equal annual installments, commencing on May 10, 2020, subject to the executive's continued employment through the applicable vesting date.
- (6) This amount represents a PRSU Award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests based on the achievement of pre-established financial metrics with a December 31, 2022 measurement date and is reflected in the table as earned at 74% of target. The 2020 PRSU Awards fully vested on achievement of the performance metrics on January 24, 2023.
- (7) This amount represents a time-based restricted stock unit award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests over five years in equal annual installments, commencing on November 10, 2022, subject to the executive's continued employment through the applicable vesting date.
- (8) This amount represents a time-based restricted stock unit award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests over four years in equal annual installments, commencing on November 10, 2022, subject to the executive's continued employment through the applicable vesting date.
- (9) This amount represents a time-based restricted stock unit award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests over four years in equal annual installments, commencing on February 10, 2022, subject to the executive's continued employment through the applicable vesting date.
- (10) This amount represents a time-based restricted stock unit award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests over four years in equal annual installments, commencing on December 10, 2020, subject to the executive's continued employment through the applicable vesting date.
- (11) This amount represents a time-based restricted stock unit award of our Class A Common Stock granted pursuant to the 2015 Plan. This award vests over four years in equal annual installments, commencing on January 10, 2020, subject to the executive's continued employment through the applicable vesting date.
- (12) Expiration dates for Mr. Randall represent the extension of the post-termination exercise window of such vested options held by Mr. Randall at the time of his separation from the Company.

Option Exercises and Stock Vested

The following table provides information regarding options exercised and stock awards vested for our NEOs during fiscal year 2022, including the number of shares acquired upon exercise or vesting and the value realized as determined based on applicable SEC rules.

Name	Option Awards		Equity Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽²⁾
Shane Trigg	—	—	7,697	689,200
Fay Sien Goon	—	—	12,077	1,431,191
Matt Mazza	—	—	11,056	1,292,792
Jonathan Walker	49,547	4,441,797	4,589	502,096
Jason Randall	—	—	—	—

(1) The value realized upon exercise of an option is the difference between the fair market value of the shares of the common stock received upon the exercise, valued on the exercise date, and the exercise price paid.

(2) The value realized upon vesting of restricted stock units is the fair market value of the underlying shares of the common stock, valued on the vesting date.

Potential Payments upon Termination or Change in Control

Our obligations to make certain payments to our named executive officers in connection with a change in control or termination are discussed in the sections titled "Compensation Discussion and Analysis - Change in Control Provisions" and "Compensation Discussion and Analysis - Employment Agreements and Similar Arrangements."

If we had undergone a change in control as of December 31, 2022, Mr. Trigg would not have been entitled to receive any payment, as we did not enter into an employment or other agreement with Mr. Trigg that contemplated a change in control payment until fiscal year 2023.

If we had terminated Ms. Goon without Cause or Ms. Goon has resigned for Good Reason on December 31, 2022, she would be entitled to a severance payment equal to \$2,900,000. In addition, Ms. Goon's outstanding equity awards would accelerate as described in the section titled "Compensation Discussion and Analysis - Employment Agreements and Similar Arrangements."

If we had undergone a change in control as of December 31, 2022, Mr. Randall would have been entitled to receive a one-time cash payment of \$5,000,000, payable by our Company.

None of our other named executive officers are entitled to receive any payments upon a change in control, except those related to the acceleration of their outstanding equity awards, which acceleration would occur on the same terms as applicable to all employees holding equity awards under our 2007 Plan (as defined below in the section titled "Equity Compensation Plan Information") and/or 2015 Plan.

CEO Pay Ratio

The following table presents (i) our median employee's fiscal year 2022 total compensation, (ii) the fiscal year 2022 total compensation of Mr. Randall, our former CEO who served during 2022, and (iii) the ratio between the two. This ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K under the Exchange Act.

CEO annual total compensation	\$1,025,317
Median employee annual total compensation	\$118,420
Ratio of CEO to median employee compensation	9:1

In determining our median employee, we chose December 31, 2022 as the determination date, which is the last day of our most recently completed fiscal year. Our median employee was determined based on total compensation (annualized base salary, equity-based compensation reflecting grant date fair value, and cash incentive compensation paid, where applicable), derived from our payroll and stock administration systems for our entire employee population, excluding our CEO, for the twelve months ending December 31, 2022.

The SEC's rules for identifying the median employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.



Equity Compensation Plan Information

Our Board and stockholders previously adopted the 2015 Plan, our Employee Stock Purchase Plan (the "ESPP"), and the 2007 Stock Incentive Plan (the "2007 Plan"). Our Board and stockholders adopted the ESPP in June 2015. However, as of December 31, 2022, the ESPP had not been implemented, and it is not expected to be implemented during 2023. Our Board and stockholders adopted the 2007 Plan in February 2007, and the 2007 Plan expired by its terms in February 2017.

We expect to continue to issue equity awards pursuant to our 2015 Plan, a summary of which is set forth below.

2015 Stock Incentive Plan

Plan Approval. Our Board and stockholders adopted the 2015 Plan in June 2015.

Authorized Shares. We originally reserved an aggregate of 2,000,000 shares of our Class A Common Stock for issuance under the 2015 Plan. The number of shares reserved for issuance will increase automatically on January 1 of each calendar year beginning in 2016 and continuing through 2025 by the lesser of (i) the number of shares of our Class A Common Stock subject to awards granted under the 2015 Plan during the preceding calendar year, or (ii) the number of shares of our Class A Common Stock determined by our Board. The number of shares of our Class A Common Stock is also subject to adjustment in the event of a recapitalization, stock split, reclassification, stock dividend or other change in our capitalization. As of January 1, 2023, 2,000,000 shares of our Class A Common Stock were reserved for issuance under the 2015 Plan. In addition, the following shares of our Class A Common Stock will be available for grant and issuance under the 2015 Plan:

- shares subject to stock options or stock appreciation rights ("SARs") granted under the 2015 Plan that cease to be subject to the stock option or SAR for any reason other than exercise of the stock option or SAR;
- shares subject to awards granted under the 2015 Plan that are subsequently forfeited or repurchased by us at the original issue price;
- shares subject to awards granted under the 2015 Plan that otherwise terminate without shares being issued;
- shares surrendered, canceled, or exchanged for cash or a different award (or combination thereof); and
- shares subject to awards under the 2015 Plan that are used to pay the exercise price of an award or withheld to satisfy the tax withholding obligations related to any award.

Plan Administration. The 2015 Plan is administered by our Compensation Committee, all of the members of which are independent directors under the applicable NASDAQ listing standards, or by our Board acting in place of our Compensation Committee. Our Compensation Committee has the authority to construe and interpret the 2015 Plan, grant awards and make all other determinations necessary or advisable for the administration of the 2015 Plan.

Awards and Eligible Participants. The 2015 Plan authorizes the award of stock options, SARs, restricted stock awards or restricted stock units, performance awards and stock bonuses. The 2015 Plan provides for the grant of awards to our employees, directors, consultants and independent contractors, subject to certain exceptions. No person will be eligible to receive more than 500,000 shares of our Class A Common Stock under the 2015 Plan in any calendar year other than a new employee, who will be eligible to receive no more than 750,000 shares of our Class A Common Stock under the 2015 Plan in the calendar year in which the employee commences employment.

Stock Options. The 2015 Plan permits us to grant incentive stock options and non-qualified stock options. The exercise price of stock options will be determined by our Compensation Committee, and may not be less than 100% of the fair market value of our Class A Common Stock on the date of grant, subject to certain exceptions. Our Compensation Committee has the authority to reprice any outstanding stock option (by reducing the exercise price, or canceling the stock option in exchange for cash or another equity award) under the 2015 Plan without the approval of our stockholders. Stock options may vest based on the passage of time or the achievement of performance conditions in the discretion of our Compensation Committee. Our Compensation Committee may provide for stock options to be exercised only as they vest or to be immediately exercisable with any shares issued on exercise being subject to our right of repurchase that lapses as the shares vest. The maximum term of stock options granted under the 2015 Plan is 10 years.

Stock Appreciation Rights. SARs provide for a payment to the holder, in cash or shares of our Class A Common Stock, based upon the difference between the fair market value of our Class A Common Stock on the date of exercise and the stated exercise price on the date of grant, up to a maximum amount of cash or number of shares. SARs may vest based on the passage of time or the achievement of performance conditions in the discretion of our Compensation Committee. Our Compensation Committee has the authority to reprice any outstanding SAR (by reducing the exercise price, or canceling the SAR in exchange for cash or another equity award) under the 2015 Plan without the approval of our stockholders.

Restricted Stock Awards. A restricted stock award represents the issuance to the holder of shares of our Class A Common Stock, subject to the forfeiture of those shares due to failure to achieve certain performance conditions or termination of employment. The purchase price, if any, for the shares will be determined by our Compensation Committee. Unless otherwise determined by the administrator at the time of award, vesting will cease on the date the holder no longer provides services to us and unvested shares will be forfeited to or repurchased by us.

Restricted Stock Units. Restricted stock units represent the right on the part of the holder to receive shares of our Class A Common Stock at a specified date in the future, subject to forfeiture of that right due to failure to achieve certain performance conditions or termination of employment. If a restricted stock unit has not been forfeited, then, on the specified date, we will deliver to the holder of the restricted stock unit shares of our Class A Common Stock, cash or a combination of cash and shares of our Class A Common Stock.

Performance Awards. Performance awards cover a number of shares of our Class A Common Stock that may be settled upon achievement of performance conditions as provided in the 2015 Plan in cash or by issuance of the underlying common stock. These awards are subject to forfeiture prior to settlement due to failure to achieve certain performance conditions or termination of employment.

Stock Bonuses. Stock bonuses may be granted as additional compensation for past or future service or performance and, therefore, no payment will be required for any shares awarded under a stock bonus. Unless otherwise determined by our Compensation Committee at the time of award, vesting will cease on the date the holder no longer provides services to us and unvested shares will be forfeited to us.

Change in Control. If we are party to a merger or consolidation, sale of all or substantially all our assets or similar change-in-control transaction, outstanding awards, including any vesting provisions, may be assumed or substituted by the successor company. In the alternative, outstanding awards may be cancelled in connection with a cash payment. Outstanding awards that are not assumed, substituted or cashed out will accelerate in full and expire upon the closing of the transaction. Awards held by non-employee directors will immediately vest as to all or any portion of the shares subject to the award and will become exercisable at such times and on such conditions as our Compensation Committee determines.

Amendment; Termination. The 2015 Plan will terminate 10 years from the date our Board approved it, unless it is terminated earlier by our Board. Our Board may amend, suspend or terminate the 2015 Plan at any time, subject to compliance with applicable law and certain limitations.

Summary of Stock Incentive Plans

The following table sets forth information regarding our stock incentive plans as of December 31, 2022:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and RSUs	Weighted-Average Exercise Price of Outstanding Options ⁽¹⁾ (\$)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans ⁽⁴⁾
Equity compensation plans approved by stockholders ⁽²⁾	1,678,781 ⁽³⁾	12.90	2,014,728 ⁽⁴⁾
Equity compensation plans not approved by stockholders	—	—	—
Total	1,678,781	12.90	2,014,728

(1) The weighted-average exercise price is calculated based solely on the exercise prices of the outstanding options to purchase shares of our common stock. It does not reflect the shares of our common stock that will be issued upon the vesting of outstanding restricted stock units, which have no exercise price.

(2) These plans consist of the 2007 Plan, the 2015 Plan and the ESPP.

(3) Includes 93,749 shares of Class B Common Stock subject to outstanding awards granted under the 2007 Plan, all of which were outstanding options, and 1,585,032 shares of Class A Common Stock subject to outstanding awards granted under the 2015 Plan, of which 422,470 were outstanding options and 1,162,562 were outstanding restricted stock units.

(4) Includes 1,514,728 shares of Class A Common Stock available for issuance under the 2015 Plan and 500,000 shares of Class A Common Stock available for issuance under the ESPP. The number of shares available for issuance under the 2015 Plan increases automatically on January 1st of each year during the term of the 2015 Plan by an amount equal to the number of shares granted under the 2015 Plan during the preceding year or such lesser number that is approved by our Board. Accordingly, effective as of January 1, 2022, the aggregate number of shares available for issuance under the 2015 Plan was 2,000,000 shares. In addition, the number of shares available for issuance under the ESPP increases automatically on January 1st of each year during the term of the ESPP by an amount equal to the number of shares issued or transferred pursuant to rights granted under the ESPP during the preceding year or such lesser number that is approved by our Board. No shares have been issued or transferred pursuant to rights granted under the ESPP and as a result, the number of shares available for issuance under the ESPP did not increase as of January 1, 2022.



Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information with respect to the beneficial ownership of our Class A Common Stock and Class B Common Stock as of March 31, 2023, except as noted in the footnotes below, for:

- each of our named executive officers;
- each of our directors;
- all of our executive officers and directors as a group; and
- each stockholder known by us to be the beneficial owner of more than 5% of outstanding shares of our Class A Common Stock or Class B Common Stock.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on information furnished to us and information filed with the SEC, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of our Class A Common Stock or Class B Common Stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 20,741,047 shares of Class A Common Stock and 14,719,225 shares of Class B Common Stock outstanding at March 31, 2023. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we deemed to be outstanding all shares of common stock subject to options and restricted stock units held by that person or entity that are currently exercisable or releasable or that will become exercisable or releasable within 60 days of March 31, 2023. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o AppFolio, Inc., 70 Castilian Drive, Santa Barbara, California, 93117.

Name of Beneficial Owner	Shares Beneficially Owned				% of Total Voting Power ⁽¹⁾
	Class A		Class B		
	Shares	%	Shares	%	
5% Stockholders:					
Ashe Capital Management, LP ⁽²⁾	1,639,403	7.9%	—	*	1.0%
BlackRock, Inc. ⁽³⁾	1,462,787	7.1%	—	*	*
Brown Capital Management, LLC ⁽⁴⁾	2,800,675	13.5%	—	*	1.7%
Echo Street Capital Management LLC ⁽⁵⁾	1,478,765	7.1%	—	*	*
Klaus Schauer ⁽⁶⁾	200,000	1.0%	3,874,585	26.3%	23.2%
Maurice Duca ⁽⁷⁾⁽⁸⁾	197,878	1.0%	6,532,996	44.4%	39.0%
The Vanguard Group ⁽⁹⁾	1,834,444	8.8%	—	*	*
Directors and Named Executive Officers:					
Timothy Bliss ⁽¹⁰⁾	—	*	1,421,531	9.7%	8.5%
Andreas von Blottnitz ⁽¹¹⁾	4,528	*	491,950	3.3%	2.9%
Agnes Bundy Scanlan ⁽¹²⁾	4,352	*	—	*	*
Fay Sien Goon ⁽¹³⁾	12,924	*	—	*	*
Janet Kerr ⁽¹⁴⁾	16,955	*	—	*	*
Matt Mazza ⁽¹⁵⁾	10,679	*	—	*	*
Olivia Nottebohm ⁽¹⁶⁾	1,977	*	—	*	*
Jason Randall ⁽¹⁷⁾	336,947	1.6%	74,297	*	*
William Shane Trigg ⁽¹⁸⁾	24,394	*	—	*	*
Jonathan Walker ⁽¹⁹⁾	655,170	3.2%	7,194	*	*
Winifred Webb ⁽²⁰⁾	5,734	*	—	*	*
Alex Wolf ⁽²¹⁾	175,724	*	—	*	*
All executive officers and directors as a group (12 people) ⁽²²⁾	1,249,384	5.9%	1,994,972	13.5%	12.6%

* Represents beneficial ownership of less than one percent.

- (1) Percentage of total voting power represents voting power with respect to all shares of Class A Common Stock and Class B Common Stock, as a single class. The holders of shares of our Class B Common Stock are entitled to ten votes per share, and holders of shares of our Class A Common Stock are entitled to one vote per share. Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one share of Class A Common Stock.
- (2) This information is based solely on Amendment No. 8 to Schedule 13G filed on February 13, 2023. The 1,639,403 shares of Class A Common Stock are held in funds under the management and control of Ashe Capital Management L.P. Ashe Capital Management L.P. possesses sole voting and dispositive power over the shares and therefore the Class A Common Stock may be deemed to be beneficially owned by Ashe Capital Management L.P. The address for Ashe Capital Management L.P. is 530 Sylvan Ave., Suite 101, Englewood Cliffs, NJ 07632.
- (3) This information is based solely on Amendment No. 4 to Schedule 13G filed on January 31, 2023. The 1,462,787 shares of Class A Common Stock consist of (i) 1,417,298 shares with respect to which BlackRock, Inc. possesses sole power to vote and (ii) 1,462,787 shares with respect to which BlackRock, Inc. possesses sole dispositive power. The address for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.
- (4) This information is based solely on Amendment No. 6 to Schedule 13G filed on February 14, 2023. The 2,800,675 shares of Class A Common Stock consists of (i) 1,883,624 shares of which Brown Capital Management, LLC possesses sole power to vote and (ii) 2,800,675 shares of which Brown Capital Management, LLC possesses sole dispositive power. The address for Brown Capital Management, LLC is 1201 N. Calvert Street, Baltimore, MD 21202.
- (5) This information is based solely on Schedule 13G filed on February 14, 2023, and consists of 1,478,765 shares of Class A Common Stock over which Echo Street Capital Management LLC possesses shared voting and dispositive power. The address for Echo Capital Management LLC is 12 E. 49th Street, 44th Floor, New York, NY 10017.
- (6) Consists of (i) 200,000 shares of Class A Common Stock held by the 1206 Family Trust dated December 13, 2002, of which Mr. Schauer and his spouse serve as co-trustees, and (ii) 3,874,585 shares of Class B Common Stock held by the 1206 Family Trust dated December 13, 2002, of which Mr. Schauer and his spouse serve as co-trustees.
- (7) The 197,878 shares of Class A Common Stock consist of (i) 9,805 shares of Class A Common Stock held by a limited liability company with respect to which Mr. Duca possesses sole voting and investment power; (ii) 44,037 shares of Class A Common Stock with respect to which Mr. Duca is the sole trustee and who, in that capacity, possesses sole voting and investment power; (iii) 59,383 shares of Class A Common Stock to which Mr. Duca possesses sole voting and investment power; and (iv) 84,653 shares of Class A Common Stock to which Mr. Duca may be deemed to share, but as to which Mr. Duca disclaims, beneficial ownership.
- (8) The 6,532,996 shares of Class B Common Stock consist of (i) 3,947,398 shares of Class B Common Stock with respect to which Mr. Duca possesses sole voting and investment power; (ii) 29,595 shares of Class B Common Stock held by two limited liability companies with respect to which Mr. Duca possesses sole voting and investment power; (iii) 2,536,153 shares of Class B Common Stock of which Mr. Duca is the sole trustee and who, in that capacity, possesses sole voting and investment power; and (iv) 19,850 shares of Class B Common Stock with respect to which Mr. Duca may be deemed to share (but as to which Mr. Duca disclaims) beneficial ownership. The address for Mr. Duca is P.O. Box 5609, Santa Barbara, CA 93150.

- (9) This information is based solely on Amendment No. 6 to Schedule 13G filed on February 9, 2023. The 1,834,444 shares of Class A Common Stock consist of (i) 32,682 shares with respect to which The Vanguard Group possess shared power to vote, (ii) 1,783,419 shares with respect to which The Vanguard Group possesses sole dispositive power, and (iii) 51,025 shares with respect to which The Vanguard Group possesses shared dispositive power. The address for the Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (10) Mr. Bliss possesses sole voting and investment power with respect to 762,549 shares of Class B Common Stock, joint voting and investment power with his spouse on 536,150 shares of Class B Common Stock and Mr. Bliss' spouse possesses sole voting and investment power with respect to 122,832 shares of Class B Common Stock. The address for Mr. Bliss is P.O. Box 50440, Santa Barbara, CA 93150.
- (11) Consists of (i) 491,950 shares of Class B Common Stock and (ii) 4,528 shares of Class A Common Stock. The 491,950 shares of Class B Common Stock consists of 429,450 shares of Class B Common Stock held by Oceanlink Investments Limited, which is managed by a Board of Directors that currently possesses shared voting and dispositive power with respect to these shares. Oceanlink Trust, of which Mr. von Blotnitz is a trustee and beneficiary, holds all of the equity interests of Oceanlink Investments Limited. Mr. von Blotnitz possesses shared power to revoke Oceanlink Trust. Mr. von Blotnitz possesses sole voting and investment power with respect to the remaining 62,500 shares of Class B Common Stock. Mr. von Blotnitz also holds 4,528 shares of Class A Common Stock with respect to which Mr. von Blotnitz possesses sole voting and dispositive power and that were granted pursuant to our Director Compensation Policy, of which 1,557 are subject to repurchase until June 28, 2022. The address for Oceanlink Investments Limited is P.O. Box 621, Le Gallais Chambers, 54 Bath Street, St. Helier, Jersey, Channel Islands JE48YD.
- (12) Includes 4,352 shares of Class A Common Stock that were granted pursuant to our Director Compensation Policy, of which 1,557 which are subject to repurchase until June 27, 2023.
- (13) Includes 2,670 shares of Class A Common Stock granted to Ms. Goon that will vest within 60 days of March 31, 2023.
- (14) Includes 16,955 shares of Class A Common Stock that were granted pursuant to our Director Compensation Policy, of which 1,557 shares are subject to repurchase until June 27, 2023.
- (15) Includes 1,669 shares of Class A Common Stock that were granted to Mr. Mazza that will vest within 60 days of March 31, 2023.
- (16) The 1,977 shares of Class A Common Stock were granted pursuant to our Director Compensation Policy and are subject to repurchase until March 1, 2024.
- (17) Includes 336,947 shares of Class A Common Stock and 54,297 shares of Class B Common Stock underlying options granted to Mr. Randall that are exercisable within 60 days of March 31, 2023.
- (18) Includes 10,133 shares of Class A Common Stock that were granted to Mr. Trigg that will vest within 60 days of March 31, 2023.
- (19) Includes (i) 571,802 shares of Class A Common stock pledged as collateral to secure personal indebtedness pursuant to an exception to the Company's insider trading policy granted by the Chief Legal Officer and (ii) 3,999 shares of Class A Common Stock that were granted to Mr. Walker that will vest within 60 days of March 31, 2023.
- (20) Includes 5,734 shares of Class A Common Stock that were granted pursuant to our Director Compensation Policy, of which 1,557 are subject to repurchase until June 27, 2023.
- (21) The 175,724 shares of Class A Common Stock consist of (i) 165,724 shares of Class A Common Stock with respect to which Mr. Wolf possesses sole voting and investment power and (ii) 10,000 shares of Class A common stock with respect to which Mr. Wolf may be deemed to share voting and dispositive power. However, Mr. Wolf disclaims beneficial ownership of these 10,000 shares except to the extent of any pecuniary interest he may have therein. The address for Mr. Wolf is P.O. Box 5387, Santa Barbara, CA 93150.
- (22) Includes (i) 6,228 shares of Class A Common Stock that are subject to repurchase until June 27, 2023, (ii) 1,977 shares of Class A Common Stock that are subject to repurchase until March 1, 2024, and (iii) 336,947 shares of Class A Common Stock and 54,297 Class B Common Stock underlying options that will be exercisable within 60 days of March 31, 2023, and (iv) 18,471 shares of Class A Common Stock that will be vested within 60 days of March 31, 2023.



Pay Versus Performance

Pay versus Performance Table

The following table sets forth certain information with respect to the Company's financial performance and the compensation paid to our NEOs for the fiscal years ended December 31, 2022, 2021 and 2020.

Year	Summary Compensation Table Total for PEO ⁽¹⁾ (\$)	Compensation Actually Paid to PEO ⁽²⁾ (\$)	Average Summary Compensation Table Total for non-PEO NEOs ⁽³⁾ (\$)	Average Compensation Actually Paid to non-PEO NEOs ⁽⁴⁾ (\$)	Value of Initial Fixed \$100 Investment Based On:			
					Total Shareholder Return ⁽⁵⁾ (\$)	Peer Group Total Shareholder Return ⁽⁶⁾ (\$)	Net Income (thousands) ⁽⁷⁾ (\$)	Revenue (thousands) ⁽⁸⁾ (\$)
2022	1,025,317	1,025,317	1,515,992	563,715	254	192	(68,119)	471,883
2021	1,461,382	1,461,382	6,790,593	5,879,551	292	299	1,028	359,370
2020	742,230	1,387,017	1,901,060	3,348,458	434	217	158,403	310,056

- (1) Reflects the total compensation amounts reported in the Summary Compensation Table ("SCT") for Mr. Randall, our Principal Executive Officer ("PEO"), for each of the applicable fiscal years.
- (2) Reflects the compensation actually paid amounts for the PEO included in the preceding column for the applicable fiscal year. In calculating the amounts set forth in this column, the fair value or change in fair value, as applicable, of the equity award adjustments included in such calculations was computed in accordance with FASB ASC Topic 718.

For each applicable fiscal year, the compensation actually paid to the PEO reflects each of the following adjustments made to the total compensation amounts reported in the SCT for the applicable fiscal year, computed in accordance with Item 402(v) of Regulation S-K

Year	2022	2021	2020
SCT Total Compensation (\$)	1,025,317	1,461,382	742,230
Less: Stock and Option Award Grant Date Fair Values Reported in SCT for the Covered Year (\$)	—	—	—
Plus: Year-End Fair Value of Stock and Option Awards Granted in the Covered Year that are Outstanding and Unvested (\$)	—	—	—
Change in Fair Value of Stock and Option Awards Granted in Prior Years that are Outstanding and Unvested (From Prior Year-End to Year-End) (\$)	—	—	—
Plus: Vesting Date Fair Value of Stock and Option Awards Granted in the Covered Year that Vested in the Covered Year (\$)	—	—	—
Change in Fair Value of Stock and Option Awards Granted in Prior Years that Vested in the Covered Year (From Prior Year-End to Year-End) (\$)	—	—	795,930
Less: Prior Year-End Fair Value of Stock and Option Awards Granted in Prior Years that Failed to Vest during the Covered Year (\$)	—	—	(151,143)
Plus: Dollar Value of Dividends or other Earnings Paid on Stock and Option Awards in the Covered Year prior to Vesting (if not reflected in the fair value of such award or included in Total Compensation for the Covered Year) (\$)	—	—	—
Compensation Actually Paid (\$)	1,025,317	1,461,382	1,387,017

Valuation methodology. Stock option fair values were calculated based on the Black-Scholes option pricing model. Adjustments have been made using stock option fair values as of each measurement date using the stock price as of the measurement date and updated assumptions (e.g., term, volatility, dividend yield, risk free rates) as of the measurement date. Performance-based restricted stock unit grant date fair values were calculated using the stock price as of the date of grant assuming target performance. Adjustments have been made using the stock price and projected performance as of year-end and as of the date of vest. Time-based restricted stock unit grant date fair values were calculated using the stock price as of the date of grant. Adjustments have been made using the stock price as of year-end and as of each date of vest.

- (3) Reflects the average total compensation amounts reported in the SCT for the following non-PEO NEOs for the applicable fiscal year:
- In 2022, Ms. Goon, Mr. Mazza, Mr. Trigg, and Mr. Walker.
 - In 2021, Ms. Goon, Mr. Mazza, Mr. Trigg, Mr. Walker, and Ida Kane (our former Chief Financial Officer, who resigned effective June 4, 2021).
 - In 2020, Ms. Kane, Mr. Trigg, and Mr. Walker.

- (4) Reflects the average compensation actually paid amounts for the non-PEO NEOs included in the preceding column for the applicable fiscal year. In calculating the amounts set forth in this column, the fair value or change in fair value, as applicable, of the equity award adjustments included in such calculations was computed in accordance with FASB ASC Topic 718.

For each applicable fiscal year, the average compensation actually paid to the non-PEO NEOs reflects each of the following adjustments made to the total compensation amounts reported in the SCT for the applicable fiscal year, computed in accordance with Item 402(v) of Regulation S-K:

Year	2022 Average	2021 Average	2020 Average
SCT Total Compensation (\$)	1,515,992	6,790,593	1,901,060
Less: Stock and Option Award Grant Date Fair Values Reported in SCT for the Covered Year (\$)	—	(5,675,366)	(1,300,000)
Plus: Year-End Fair Value of Stock and Option Awards Granted in the Covered Year that are Outstanding and Unvested (\$)	—	5,309,193	2,196,118
Change in Fair Value of Stock and Option Awards Granted in Prior Years that are Outstanding and Unvested (From Prior Year-End to Year-End) (\$)	(685,507)	(430,333)	135,678
Plus: Vesting Date Fair Value of Stock and Option Awards Granted in the Covered Year that Vested in the Covered Year (\$)	—	—	—
Change in Fair Value of Stock and Option Awards Granted in Prior Years that Vested in the Covered Year (From Prior Year-End to Year-End) (\$)	(108,666)	(114,536)	465,983
Less: Prior Year-End Fair Value of Stock and Option Awards Granted in Prior Years that Failed to Vest during the Covered Year (\$)	(158,104)	—	(50,381)
Plus: Dollar Value of Dividends or other Earnings Paid on Stock and Option Awards in the Covered Year prior to Vesting (if not reflected in the fair value of such award or included in Total Compensation for the Covered Year) (\$)	—	—	—
Compensation Actually Paid (\$)	563,715	5,879,551	3,348,458

Valuation methodology. Stock option fair values were calculated based on the Black-Scholes option pricing model. Adjustments have been made using stock option fair values as of each measurement date using the stock price as of the measurement date and updated assumptions (e.g., term, volatility, dividend yield, risk free rates) as of the measurement date. Performance-based restricted stock unit grant date fair values were calculated using the stock price as of the date of grant assuming target performance. Adjustments have been made using the stock price and projected performance as of year-end and as of the date of vest. Time-based restricted stock unit grant date fair values were calculated using the stock price as of the date of grant. Adjustments have been made using the stock price as of year-end and as of each date of vest.

- (5) Reflects the cumulative total shareholder return ("TSR") of the Company for each applicable fiscal year, calculated based on a fixed investment of \$100 at the applicable measurement point on the same cumulative basis as is used in Item 201(e) of Regulation S-K.
- (6) Reflects the cumulative TSR of the Company's peer group ("Peer Group TSR") for each applicable fiscal year, calculated based on a fixed investment of \$100 at the applicable measurement point on the same cumulative basis as is used in Item 201(e) of Regulation S-K. The peer group used to determine the Peer Group TSR for each applicable fiscal year is the following published industry index, as disclosed in the 2022 Annual Report on Form 10-K pursuant to Item 201(e) of Regulation S-K: NASDAQ Computer Index.
- (7) Reflects "Net Income" in the Company's Consolidated Income Statements included in the Annual Reports on Form 10-K for each applicable fiscal year.
- (8) We have selected "Revenue" as our most important financial measure (that is not otherwise required to be disclosed in the table) used to link compensation actually paid to our NEOs to company performance for fiscal year 2022. "Revenue" is further described in the Company's Consolidated Statement of Operations, which is included in the 2022 Annual Report on Form 10-K.

Pay versus Performance Comparative Disclosure

When reviewing the Pay versus Performance Table above, it is important to note that:

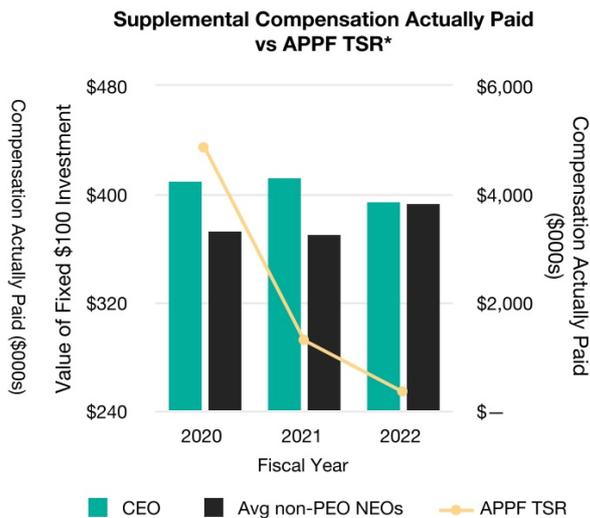
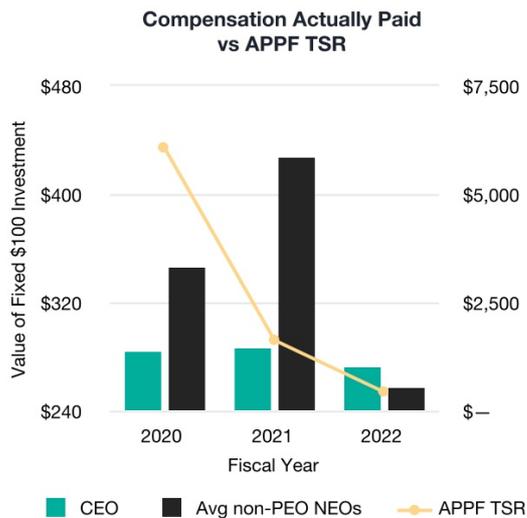
- The Pay versus Performance Table above does not include all of the performance measures we use to align NEO compensation with Company performance in the years depicted.
- Net income was not a performance measure we used to align NEO compensation with Company performance in the years depicted.
- The 2018 Long-Term Award, as discussed in the section above titled “Compensation Discussion and Analysis” and granted to Mr. Randall in lieu of equity, is not reflected. As such, Mr. Randall’s compensation appears lower than our average non-PEO NEO compensation in the years depicted.
- In fiscal year 2020, Compensation Actually Paid to PEO is negative because certain performance-based options previously granted to Mr. Randall failed to vest.
- In fiscal year 2021, the average compensation for our non-PEO NEOs was increased primarily due to (i) new hire and promotional equity grants made to Ms. Goon and Mr. Mazza, respectively, and (ii) our Board granting equity awards in December 2021 for our fiscal year 2022 NEO compensation program.

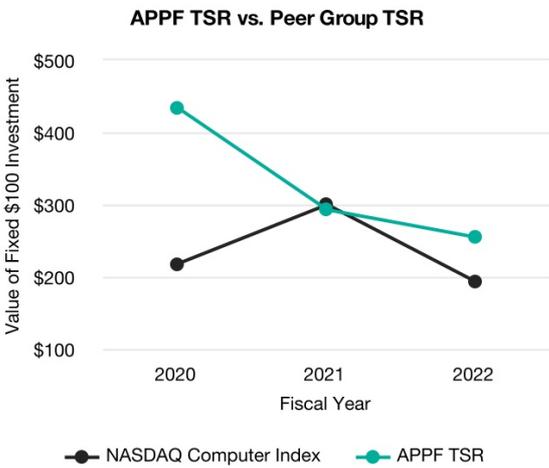
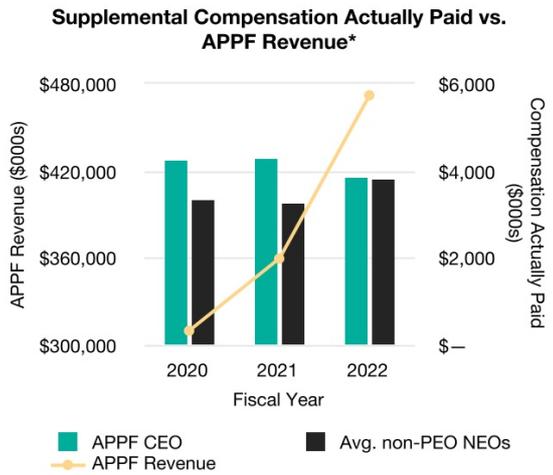
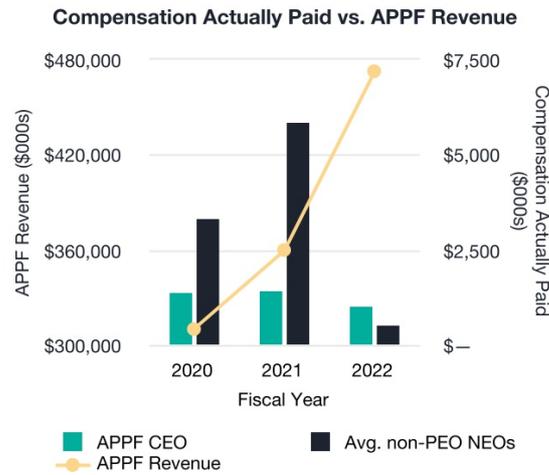
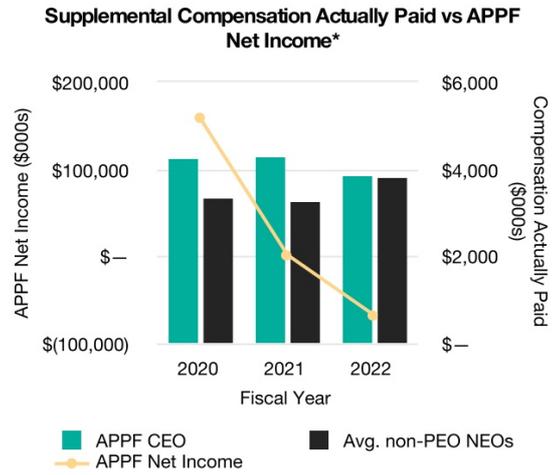
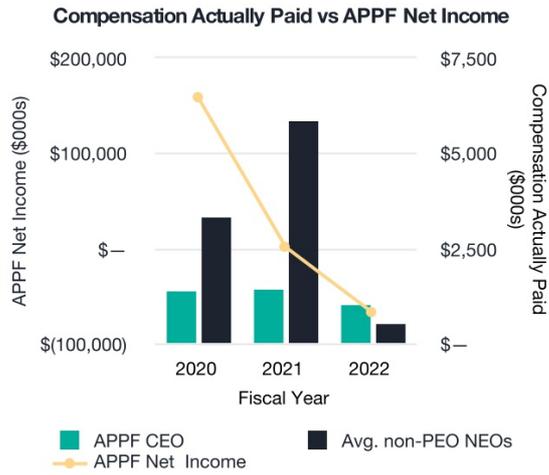
Pay Versus Performance Graphs

In accordance with Item 402(v)(5) of Regulation S-K, the graphs below compare compensation actually paid to our NEOs and the performance measures presented in the Pay versus Performance Table above (collectively, the “PVP Graphs”).

Supplemental Graphs

To reflect the points above and provide additional information, we have provided supplemental graphs below that modify the PVP Graphs by (i) adding an additional \$2,860,160 to Mr. Randall’s compensation in each of 2022, 2021, and 2020, which reflects \$14,300,800 (the pro-rata portion of the 2018 Long-Term Award paid to Mr. Randall in connection with his separation from the Company) divided by 5 (the number of years the 2018 Long-Term Award was outstanding), (ii) subtracting the December 2021 equity grants from fiscal year 2021, and (iii) adding the December 2021 equity grants to fiscal year 2022 (collectively, the “Supplemental Graphs”). In accordance with Item 402(v) of Regulation S-K, the Supplemental Graphs below are provided as supplemental disclosure that we believe more accurately reflects the comparison of compensation actually paid to our NEOs and the performance measures presented in the Pay versus Performance Table above.





* Reflects the Pay Versus Performance Graphs modified by (i) adding an additional \$2,860,160 to Mr. Randall's compensation in each of 2022, 2021, and 2020, which reflects \$14,300,800 (the pro-rata portion of the 2018 Long-Term Award paid to Mr. Randall in connection with his separation from the Company) divided by 5 (the number of years the 2018 Long-Term Award was outstanding), (ii) subtracting the December 2021 equity grants from fiscal year 2021, and (iii) adding the December 2021 equity grants to fiscal year 2022.

Pay versus Performance Tabular List

Listed below are the performance measures that, in our assessment, represent the most important performance measures used to link compensation actually paid to our NEOs in fiscal year 2022 to company performance. The performance measures included below are not ranked by relative importance.

Most Important Performance Measures

Revenue (Financial Measure)

Non-GAAP Operating Margin⁽¹⁾ (Financial Measure)

Net New Residential Units (Non-financial Measure)

(1) Non-GAAP operating margin is defined as GAAP operating margin less non-cash transactions and less one-time or non-recurring transactions.

Delinquent Section 16(a) Reports

Section 16 of the Exchange Act requires our directors, executive officers and persons who own more than 10% of our Class A Common Stock or Class B Common Stock, whom we collectively refer to as our "reporting persons," to report to the SEC on a timely basis their initiation status as a reporting person and any changes in their respective beneficial ownership of our registered equity securities.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations from our reporting persons, we believe that during 2022 and through April 28, 2023, all of our reporting persons complied with all applicable SEC filing requirements under Section 16 of the Exchange, except as has already been reported.



Related Party Transactions

Certain Relationships and Transactions

Other than the transactions discussed below, and the various compensation arrangements described in the section titled "Compensation Discussion and Analysis," since January 1, 2022, there was not, and there is not currently proposed, any transaction or series of similar transactions to which we were or will be a party for which the amount involved exceeds or will exceed \$120,000 and in which any director, director nominee, executive officer, holder of more than 5% of Class A Common Stock or Class B Common Stock, or any member of the immediate family of any of the foregoing, had or will have a direct or indirect material interest.

Limitation of Liability and Indemnification of Directors and Officers

Our Governing Documents provide that we will indemnify each of our directors and officers to the fullest extent permitted by Delaware law. In addition, we have entered into indemnification agreements with each of our directors, officers, and certain other senior employees of the Company (the "indemnified persons"). These indemnification agreements may require us, among other things, to indemnify each of the indemnified persons against liabilities that may arise by reason of their status or service as directors, officers or employees of the Company, so long as he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. These indemnification agreements may require us to pay, and in some instances advance, certain expenses, damages and other payments incurred by the indemnified person. The indemnification agreements require us, to the extent that we maintain an insurance policy or policies providing liability insurance for an indemnified person, to cover such person by such policy or policies to the maximum extent available. We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to the indemnified persons against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director, officer, or employee of the Company, including claims relating to public securities matters, and to us with respect to payments that may be made by us to the indemnified persons pursuant to our indemnification obligations or otherwise as a matter of law. Certain of our non-employee directors may, through their relationship with their employers, be insured and/or indemnified against certain liabilities incurred in their capacity as members of our Board.

Policies and Procedures for Approval of Related Party Transactions

We have adopted a Related Party Transaction policy. Pursuant to this policy, the Chairperson of our Audit Committee is charged with primary responsibility for determining whether, based on the particular facts and circumstances, a related person (as defined in the policy) has a direct or indirect material interest in a proposed or existing transaction involving us. Any director, officer or other employee who becomes aware of a transaction or relationship that could reasonably be expected to give rise to a conflict of interest is required to disclose the matter promptly to the Chairperson of our Audit Committee. To assist the Chairperson of our Audit Committee in making this determination, the policy sets forth certain categories of transactions that are deemed not to involve a direct or indirect material interest on behalf of the related person. If, after applying these categorical standards and weighing all of the facts and circumstances, the Chairperson of our Audit Committee determines that the related person would have a direct or indirect material interest in the transaction, he or she must present the transaction to our Audit Committee for review. Our Audit Committee must then either approve or reject the transaction in accordance with the terms of the policy and may only approve of the transaction if the audit committee determines that, based on all of the information presented, the related party transaction is not inconsistent with the best interests of AppFolio as a whole.



Additional Information

Procedures for Submitting Stockholder Proposals

Requirements for Stockholder Proposals to be Brought Before Future Annual Meetings

Our Governing Documents provide that, for nominations of persons for election to our Board or other proposals to be considered at an annual meeting of stockholders, a stockholder must provide us with written notice no earlier than 75 days and no later than 45 days prior to the first anniversary of the date that our proxy materials relating to the preceding year's annual meeting of stockholders (or a notice of availability of proxy materials, if earlier) were first mailed. As a result, stockholder proposals must be received by us no earlier than February 11, 2024, and no later than March 13, 2024, to be considered at our 2024 annual meeting of stockholders. In the event the date of our 2024 annual meeting of stockholders is more than 30 days before or more than 60 days after the anniversary date of our 2023 annual meeting of stockholders, notice must be delivered not earlier than the close of business on the 120th day prior to the date of our 2024 annual meeting of stockholders and not later than the close of business on the later of (i) the 90th day prior to the date of our 2024 annual meeting of stockholders or (ii) the 10th day following the day on which public announcement of the date of our 2024 annual meeting of stockholders is first made. Such notice must be provided to AppFolio, Inc., 70 Castilian Drive, Santa Barbara, California 93117, Attn: Chief Legal Officer. Our Governing Documents specify certain additional requirements regarding the form and content of such notice.

Requirements for Stockholder Proposals to be Considered for Inclusion in Our Future Proxy Materials

In addition to the requirements stated above, any stockholder who wishes to submit a proposal for inclusion in our future proxy materials must comply with Rule 14a-8 under the Exchange Act. For such proposals to be included in our proxy materials relating to our 2024 annual meeting of stockholders, all applicable requirements of Rule 14a-8 must be satisfied and we must receive such proposals no later than December 28, 2023. Such proposals must be provided to AppFolio, Inc., 70 Castilian Drive, Santa Barbara, California 93117, Attn: Chief Legal Officer.

In addition to satisfying the requirements of our Bylaws, including the notice deadlines set forth above and therein, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees, other than the Company's nominees, must also comply with the additional requirements of Rule 14a-19 under the Exchange Act.

Other Business

Our Board does not presently know of any other business, other than that described in this Proxy Statement, that will be presented for consideration by our stockholders at the Annual Meeting. However, if any other business is properly brought before the Annual Meeting, or at any adjournment or postponement thereof, it is intended that the shares of our Class A Common Stock and Class B Common Stock represented by proxies will be voted in respect thereof in accordance with the judgment of the persons named as proxies.

Annual Report

A COPY OF OUR 2022 ANNUAL REPORT, AS WELL AS THIS PROXY STATEMENT, HAS BEEN POSTED ON THE INTERNET, EACH OF WHICH IS ACCESSIBLE BY FOLLOWING THE INSTRUCTIONS IN THIS PROXY STATEMENT AND THE NOTICE. WE WILL PROVIDE, WITHOUT CHARGE, UPON THE WRITTEN REQUEST OF ANY STOCKHOLDER ON THE RECORD DATE (INCLUDING BENEFICIAL OWNERS HOLDING SHARES IN "STREET NAME"), A COPY OF OUR 2022 ANNUAL REPORT. STOCKHOLDERS SHOULD DIRECT SUCH REQUESTS TO APPFOLIO, INC., 70 CASTILIAN DRIVE, SANTA BARBARA, CALIFORNIA 93117, ATTN: CHIEF LEGAL OFFICER, OR BY EMAIL TO STOCKHOLDERQUESTIONS@APPFOLIO.COM.



APPFOLIO, INC.
70 CASTILLAN DRIVE
SANTA BARBARA, CA 93117



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the Annual Meeting. You will need the 16-digit control number, printed below, in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During the Annual Meeting - Go to www.virtualshareholdermeeting.com/APPF2023
You may attend the Annual Meeting virtually via the Internet and vote during the meeting. You will need the 16-digit control number, printed below, to attend and vote at the Annual Meeting.

VOTE BY PHONE - 1-800-880-8803

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the Annual Meeting. You will need the 16-digit control number, printed below, in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

	For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
<p>The Board of Directors recommends you vote FOR each of the following director nominees:</p>				
1. Election of Class II Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
<p>Nominees</p> <p>01) Olivia Nottabohe 02) Alex Wolf</p>				
<p>The Board of Directors recommends you vote FOR proposals 2 and 3.</p>				
2. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.	<input type="checkbox"/>	<input type="checkbox"/>		
3. Approval, on a non-binding, advisory basis, of the compensation of our named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>		
<p>NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly be brought before the Annual Meeting, or at any adjournment or postponement thereof.</p>				
<p>Please indicate if you plan to attend this meeting</p>				
	<input type="checkbox"/>	<input type="checkbox"/>	Yes	No
<p>Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.</p>				
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Signature (PLEASE SIGN WITHIN BOX)	Date	Signature (Joint Owners)	Date	

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and our 2022 Annual Report on Form 10-K are available at www.proxyvote.com

APPFOLIO, INC.
2023 Annual Meeting of Stockholders
June 16, 2023, 9:00 AM Pacific Daylight Time
This proxy is solicited by the Board of Directors of AppFolio, Inc.

The stockholder(s) hereby appoint(s) Shane Trigg and Fay Sien Goon, or either of them individually, as proxies, each with the full legal power to appoint his or her substitute, and hereby authorize(s) each of them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class A Common Stock and Class B Common Stock of AppFolio, Inc. that the stockholder(s) is/are entitled to vote at the 2023 Annual Meeting of Stockholders to be held at 9:00 AM, Pacific Daylight Time on June 16, 2023, virtually via the Internet at www.virtualshareholdermeeting.com/APPF2023, or at any adjournment or postponement thereof.

This proxy card, when properly executed, will be voted in the manner directed herein. If no such direction is made, but the proxy card is signed, this proxy card will be voted in accordance with the Board of Directors' recommendations.

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Continued and to be signed on reverse side