

GODADDY INC.
COMPENSATION COMMITTEE CHARTER

Adopted as of September 17, 2014, as amended as of June 3, 2020

PURPOSE

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of GoDaddy Inc. (the “**Company**”) is to:

- oversee the Company’s compensation policies, plans and benefits programs, and overall compensation philosophy;
- assist the Board in **(i)** overseeing the compensation of the Company’s Chief Executive Officer (“**CEO**”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) (the “**executive officers**”), and **(ii)** evaluating and approving the Company’s executive officer compensation plans, policies and programs;
- administer the Company’s equity compensation plans for its executive officers, employees, directors and other service providers and issue stock options and other equity-based or equity-linked awards not under a plan; and
- prepare the report of the Committee required by the rules and regulations of the Securities and Exchange Commission (“**SEC**”).

The Committee will seek to structure Company compensation plans, policies and programs to attract, retain and motivate the best available personnel for positions of substantial responsibility with the Company and to provide incentives for such persons to perform to the best of their abilities and promote the Company’s success.

MEMBERSHIP

The Committee shall consist of at least two members of the Board. Committee members shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board and may be removed by the Board in its discretion. The Board may designate one member of the Committee as its chairperson. If the Board does not designate a chairperson, a majority of the Committee members shall elect a chairperson of the Committee, provided the Board may replace any Chairperson designated by the Committee at any time. Committee members must meet (a) the independence requirements of the listing standards of the New York Stock Exchange or other securities exchange on which the Company’s securities are listed (the “**Exchange**”), and (b) such other qualifications as established by the Board from time to time.

RESPONSIBILITIES

The following are the principal responsibilities of the Committee. The Committee may perform other functions consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate.

- Review and approve, or recommend to the independent members of the Board for approval the CEO’s: (i) annual base salary, (ii) annual incentive bonus opportunity, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement or change of control protections, (v) any signing bonus or payment of relocation costs and (vi) any other significant benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation).
- In consultation with the CEO, review annually and approve, or recommend to the full Board for approval, items (i) through (vi) in the previous bullet for the executive officers.
- Review and approve, or recommend to the full Board for approval, any compensatory contracts or similar transactions or arrangements with current or former executive officers, including consulting arrangements,

employment contracts, severance or termination arrangements and loans made or guaranteed by the Company.

- Review and approve, or recommend to the Board for approval, corporate goals and objectives relevant to the compensation of the CEO and the executive officers, evaluate performance in light thereof, and consider factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals.
- Establish and administer annual and long-term incentive compensation plans for executive officers and other senior executives, including (i) establishing performance objectives and certifying performance achievement and (ii) reviewing and approving all equity-based compensation plans and grant awards of shares and stock options under such plans.
- Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s), including taking steps to modify any executive compensation program resulting in payments and benefits not reasonably related to executive and corporate performance.
- Administer the Company's equity incentive plans, including (i) granting stock options, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to executive officers) and under procedures and guidelines as established by the Board and (ii) amending such stock options, stock purchase rights or equity-based or equity-linked awards. The Committee may also recommend to the Board amendments to the plans and changes in the number of shares reserved for issuance thereunder.
- Oversee the Company's overall compensation plans and benefits programs and recommend to the Board improvements or changes to such plans or programs or the adoption of new plans or programs when appropriate.
- Periodically evaluate the competitiveness of (i) the compensation of the CEO and the executive officers and (ii) the Company's overall compensation plans.
- Periodically review executive compensation programs and total compensation levels, including:
 - conducting comparative analyses of total compensation relative to market;
 - quantifying maximum payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions, including upon a change of control; and
 - the impact of tax and accounting rules changes.
- Establish and periodically review policies for senior management prerequisites.
- Recommend to the Board compensation programs and policies for non-employee directors and administer such programs.
- Review and recommend to the Board for approval the frequency with which the Company will conduct a Say-on-Pay Vote, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- Review and discuss with management the Company's disclosures contained, as applicable, under the caption "Compensation Discussion and Analysis" ("**CD&A**") or such other similar section discussing the Company's compensation practices for use in any offering materials, the Company's annual report on Form 10-K, the proxy statement and any other reports required by the rules and regulations of the SEC and recommend the CD&A be approved for inclusion in such documents, to the extent required by applicable law. Also, the Committee shall produce and approve the Committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
- Review and discuss annually with management the risks arising from the Company's compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices to mitigate such risks.
- Periodically review any stock ownership guidelines applicable to members of the Board, the CEO and/or the other executive officers and recommend any proposed changes to the Board.

- Approve, or recommend to the Board for approval, and periodically review any clawback policy allowing the Company to recoup compensation paid to employees.

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible to best react to changing conditions and circumstances. One of the Committee's objectives will be to provide compensation intended to align the interest of executive officers with the long-term interests of the Company's stockholders, thereby incentivizing the executive officers to increase stockholder value. In reviewing and approving the Company's overall executive compensation program, the Committee shall consider the results of any stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act. The Committee shall also consider the frequency of such votes and any proposals it receives from stockholders on executive compensation matters.

MEETINGS

The Committee will meet as often as it deems necessary or appropriate to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule. The Committee chairperson will preside at each meeting. If a chairperson is not designated or present, an acting chairperson may be designated by the Committee members present. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. Any written consent will be effective on the date of the last signature and will be filed with the minutes of the meetings of the Board. The Committee may also act by written consent (which may include electronic consent), which will constitute a valid action of the Committee if it has been executed by each Committee member and shows the date of execution.

The Committee may invite to its meetings any director, officer or employee of the Company and such other persons it deems appropriate to fulfill its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-employee directors who are not Committee members. No employee of the Company may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

As part of its review and establishment of the performance criteria and compensation of executive officers, the Committee should meet separately at least annually with the CEO and any other executive officers, as it deems appropriate. However, the Committee should meet regularly without such officers present.

REPORTS

The Committee shall report regularly to the Board regarding its meetings, decisions, and any matters it recommends to the full board for approval. The report to the Board may take the form of an oral report by any member of the Committee designated by the Committee to make such report.

SUBCOMMITTEES

The Committee may delegate its authority to subcommittees or individuals as the Committee deems appropriate, except to the extent such delegation would violate an applicable tax or securities law, regulation or rule of the Exchange. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

AUTHORITY TO RETAIN ADVISORS

In performing its responsibilities, the Committee will have the authority to engage any compensation consultant to assist in evaluating executive officer compensation, including sole authority to retain and terminate such consultant and approve such consultant's fees and other retention terms. The Committee will also have the authority to engage and obtain advice, reports or opinions from in-house or outside counsel and other expert

advisors, as it determines necessary or appropriate, to carry out its duties. Other than in-house legal counsel the Committee may engage such consultant, outside counsel or advisor only after considering his or her independence, in accordance with SEC Rule 10(C)-1(b) and any other factors as may be required by the SEC or the listing standards of the Exchange. However, nothing in this charter requires a compensation consultant, or other consultant or advisor (including outside counsel) to be independent, and the Committee may select or receive advice from any compensation advisor it prefers, including ones that are not independent, after conducting an analysis of whether such consultant or advisor meets the independence standards. The Committee is not required to assess the independence of any compensation consultant or other advisor acting in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Company shall provide appropriate funding, as determined by the Committee, to pay any compensation consultant or any other outside advisors hired by the Committee and any administrative expenses of the Committee necessary or appropriate in carrying out its activities.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

COMPENSATION

Committee members will receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion including in accordance with the Company's Outside Director Compensation Policy as adopted and amended by the Board from time to time.

COMMITTEE CHARTER REVIEW

The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the Board for approval.

PERFORMANCE REVIEW

To the extent required by law or a listing standard, the Committee will review and assess its performance annually.