

GODADDY INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted June 6, 2018

I. PURPOSE

GoDaddy Inc. (the “**Company**”) has established a Nominating and Corporate Governance Committee (the “**Committee**”) of its board of directors (the “**Board**”). The purpose of the Committee is to:

- advise the Board concerning appropriate composition of the Board and its committees consistent with criteria approved by the Board;
- identify individuals qualified to become Board members;
- recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders or to fill vacancies or newly created directorships that may occur between such meetings;
- recommend to the Board the members of the Board to serve on the various committees of the Board;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and assist the Board in complying with them; and
- oversee the evaluation of the Board, the Board’s committees and management.

The Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

II. COMPOSITION

A. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine. Initially, the Committee shall consist of three directors.

B. Independence. If required by any applicable rules of the NYSE, each member of the Committee shall be an “Independent Director” (as that term is defined by such applicable rules).

C. Nomination and Chair. The Committee and its Chair shall be nominated and elected by the Board, upon the recommendation of the Committee.

D. Compensation. The compensation of Committee members shall be as determined by the Board.

E. Successors and Removal. Each member of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal.

III. RESPONSIBILITIES

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

deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

A. Board Composition, Evaluation and Nominating Activities. The Committee shall:

- Determine the qualifications, skills and other expertise required to be a director and to recommend to the Board for its approval criteria to be considered in selecting nominees for director (the “**Director Criteria**”).
- Evaluate the current composition of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria.
- Identify, evaluate and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria.
- Consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws.
- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board.
- Consider the Board’s leadership structure, including whether to appoint a Chairman and/or a lead independent director of the Board, and make such recommendations to the Board.
- Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
- Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.
- Evaluate the “independence” of directors and director nominees against the independence requirements of the securities exchange on which the Company is listed, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

B. Board Committees. The Committee shall:

- Review annually the structure and composition of each committee of the Board (including the “independence” of committee members as required and financial literacy and expertise of audit committee members) and make recommendations to the Board for changes to the committees.
- Recommend to the Board persons to be members and chairpersons of the various committees.

C. Corporate Governance. The Committee shall:

- Oversee the Company’s corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company’s corporate governance framework, including its certificate of incorporation and bylaws and corporate governance guidelines.
- Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this annual evaluation.
- When appropriate and relevant for the Company, conduct a review of the Company’s succession planning process for the chief executive officer (“**CEO**”) and any other members of the Company’s senior leadership team, and report its findings and recommendations to the Board.

- Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.
- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
- Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

D. Conflicts of Interest. The Committee shall:

- Review and monitor compliance with the Company's code of business conduct and ethics.
- Review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.

IV. MEETINGS AND PROCEDURES

A. Meetings. The Committee will set its own schedule of meetings and will meet at least two times per year. The chairperson of the Committee shall preside at each meeting and will approve the agenda for the meetings. The Committee may act by written consent (which may include electronic consent) by all members, effective on the date of the last signature. The Committee will maintain written minutes of its meetings.

B. Reporting to the Board of Directors. Consistent with this charter, the Committee shall report to the Board regarding its recommendations for director nominees for the next annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected or to fill vacancies or newly created directorships on the Board or committees. In addition, the Committee shall report regularly to the Board following its meetings and with respect to such recommendations as it deems appropriate.

C. Authority to Retain Advisors. The Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of any such consultants or advisors. The Company will provide appropriate funding, as determined by the Committee, to pay any such search firms or any other outside advisors and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

D. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

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

F. Performance Review. The Committee shall review and assess its performance on an annual basis.