

GODADDY INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Amended December 8, 2021

I. PURPOSE

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

- advise the Board concerning the 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 at least three members, or such number of directors as the Board shall from time to time determine.
- B. Independence.** Each member of the Committee shall be an “Independent Director” as defined by the NYSE.
- C. Appointment and Chair.** The members of the Committee and its Chair shall be appointed by the Board, upon the recommendation of the Committee. Committee members may be removed by the Board at any time.

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.

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

- Recommend to the Board criteria for Board membership, consistent with the Company's Corporate Governance Guidelines.
- Periodically review the composition of the Board and its committees in light of the challenges and needs of the Board, including issues of judgment, diversity, age, skills, background and experience.
- Identify and evaluate candidates to serve as members of the Board based on the criteria approved by the Board, and recommend individuals to the Board.
- 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 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 Chair 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 the independence of directors and director nominees against the independence requirements of the NYSE, including enhanced standards for audit and compensation committees, and other applicable rules and regulations.

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 chairs of the various committees.

C. Corporate Governance. The Committee shall:

- Oversee compliance with the Company's Corporate Governance Guidelines, review and assess the adequacy of the Guidelines at least annually, and recommend any proposed changes to the Board.
- 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.
- Periodically review the Company's succession planning process for the chief executive officer and any other members of the Company's senior leadership team, including emergency succession plans, and report its findings and recommendations to the Board.
- Review the disclosure included in the Company's proxy statement regarding the Company's corporate governance and ESG 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.

D. Code of Conduct and Conflicts of Interest. The Committee shall:

- Periodically review and approve the Company's code of business conduct and ethics, and monitor compliance.
- Review actual and potential conflicts of interest of Board members and corporate officers.

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 Chair 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.** The Committee shall report regularly to the Board.
- 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.