

GODADDY INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Adopted October 2, 2017

I. PURPOSE

The purpose of this Code of Business Conduct and Ethics (the “Code of Conduct”) is to promote honest and ethical conduct and deter wrongdoing by the employees, officers, and members of the Board of Directors (each a “GoDaddy Rep”) of GoDaddy Inc. and its subsidiaries (collectively, “GoDaddy”). GoDaddy expects GoDaddy Reps to comply with all applicable policies and procedures in the course of their relationship with GoDaddy. Although this Code of Conduct does not cover every issue that may arise, it provides general guidelines for exercising good judgment that can be applied to your day-to-day activities. GoDaddy Reps shall act in accordance with not only the letter but also the spirit of the laws and regulations that apply to our business. This Code of Conduct shall also be provided to and followed by GoDaddy’s agents, including consultants.

II. GUIDANCE

GoDaddy Reps are encouraged to seek guidance from supervisors, managers or other appropriate personnel when in doubt about the best course of action to take in a particular situation. In most instances, questions regarding the Code of Conduct should be brought to the attention of our Chief People Officer, General Counsel or Chief Financial Officer.

III. STANDARDS OF CONDUCT

GoDaddy expects all GoDaddy Reps to act with the highest standards of honesty and ethical conduct.

- GoDaddy considers **honest conduct** to be conduct free from fraud or deception and is characterized by integrity.
- GoDaddy considers **ethical conduct** to be conduct conforming to accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

IV. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Each GoDaddy Rep must comply with all laws, rules and regulations applicable to GoDaddy and its business, as well as applicable policies and procedures. GoDaddy Reps are not expected to know all the laws and policies that may apply to the work they do, but they are expected to have a basic understanding of the “rules of the road” so that they can recognize potential problems and seek advice when needed. Violations of laws, rules and regulations may subject both the GoDaddy Rep and GoDaddy to criminal or civil liability.

V. INSIDER TRADING

Our insider trading policy establishes guidelines to ensure that all GoDaddy Reps comply with laws prohibiting insider trading. Below is a summary of those guidelines; please review the insider trading policy for additional information related to insider trading restrictions.

- No GoDaddy Rep in possession of material, non-public information may trade GoDaddy’s securities (or advise others to trade) from the time they obtain such information until that information has been publicly disclosed.
- Any GoDaddy Rep who knowingly trades GoDaddy securities while in possession of material, non-public information or who tips information to others will be subject to appropriate disciplinary action up to and including termination. Insider trading is also a crime.

- GoDaddy Reps also may not trade in the shares of other companies about which they learn material, non-public information through the course of their relationship with GoDaddy.

VI. CONFLICTS OF INTEREST

Conflicts of interest are prohibited. A “conflict of interest” occurs when a GoDaddy’s Rep’s private interest interferes in any way - or even appears to interfere - with the interests of GoDaddy.

- A conflict of interest can arise when a GoDaddy Rep takes actions or has interests that may make it difficult to perform his or her GoDaddy work objectively and effectively. Although a GoDaddy Rep’s activities outside GoDaddy are not necessarily a conflict of interest, a conflict could arise depending upon his or her position with GoDaddy and GoDaddy’s relationship with any other employer or activity.
- Conflicts of interest may also arise when a GoDaddy Rep, or a member of his or her family, receives improper personal benefits as a result of his or her position with GoDaddy. For example, GoDaddy does not make any personal loans to any GoDaddy officer or member of GoDaddy’s Board of Directors. In addition, GoDaddy Reps may not conduct GoDaddy business with a non-employee relative or significant other or with a business in which they have a significant role.
- GoDaddy Reps may not work for, serve on the board of, or receive compensation from any person or business entity that does or seeks to do business with GoDaddy. GoDaddy employees are encouraged to serve as a director, trustee or officer of non-profit organizations in their individual capacity and on their own time, but they must obtain prior approval from GoDaddy’s Chief Executive Officer and General Counsel.

VII. CORPORATE OPPORTUNITIES

GoDaddy Reps are prohibited from:

- Personally taking for themselves, or their family members, opportunities that are discovered through the use of GoDaddy property or information or their GoDaddy position;
- Using GoDaddy property or information or their GoDaddy position for personal gain or for the gain of their family members; and
- Competing with GoDaddy.

In the interest of clarity, members of GoDaddy’s Board of Directors may also be a partner or employee of an entity that holds GoDaddy equity or an employee of an entity that manages such an entity (a “Fund”). Subject to our certificate of incorporation, as amended, if such Board member acquires knowledge of an opportunity of interest to both GoDaddy and his or her Fund other than through his or her service as a member of the Board of Directors, then, provided that such director has acted in good faith, such an event shall be deemed not violate this Code of Conduct.

Each GoDaddy Rep owes a duty to GoDaddy to advance its legitimate interests when the opportunity to do so in a legal and ethical manner arises.

VIII. FAIR DEALING

GoDaddy seeks to excel while operating fairly and honestly without resorting to unethical or illegal business practices. Each GoDaddy Rep shall deal fairly with GoDaddy’s customers, suppliers, competitors and employees. No GoDaddy Rep shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

IX. CUSTOMER RELATIONSHIPS

GoDaddy employees must act in a manner that creates value for our customers and helps to build a relationship based upon trust. GoDaddy and its employees have built up significant goodwill in the course of developing customer relationships. This goodwill is one of our most important assets, and each GoDaddy Rep must act to preserve and enhance GoDaddy's reputation.

X. SUPPLIER RELATIONSHIPS

GoDaddy purchases supplies based on need, quality, service, price and terms and conditions. We select suppliers through a competitive bid process where possible. In selecting suppliers, GoDaddy does not discriminate on the basis of race, color, religion, sex, national origin, age, sexual preference, marital status, medical condition, veteran status, physical or mental disability, or any other characteristic protected by applicable law. A GoDaddy supplier is generally free to sell its products or services to any other party, including GoDaddy competitors, unless GoDaddy and such supplier have agreed to exclusivity based on the proprietary nature of the products or services. GoDaddy expects its suppliers to comply with all applicable laws, rules and regulations, the GoDaddy Supplier Code of Conduct, and any other applicable policies and procedures.

XI. EXPORT CONTROLS

GoDaddy requires compliance with laws and regulations governing export controls in both the United States and in the countries where we do business. A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute an export subject to control.

XII. GIFTS AND ENTERTAINMENT

Although business gifts and entertainment are designed to build goodwill and sound working relationships, a problem may arise if:

- The receipt by a GoDaddy Rep of a gift or entertainment would compromise, or appear to compromise, his or her ability to make objective and fair business decisions; or
- The offering by a GoDaddy Rep of a gift or entertainment would appear to be an attempt to obtain business through improper means or to gain any special advantage.

GoDaddy Reps must use good judgment and ensure there is no violation of these principles. No gift or entertainment shall be given or accepted by any GoDaddy Rep or family member unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff, (5) does not violate any laws or regulations and (6) is not one of a series of small gifts or entertainments that can add up to a larger, expensive gift. GoDaddy Reps should also review the Anti-Corruption Policy regarding specific conditions for gifts and entertainment.

XIII. GOVERNMENT BUSINESS

When dealing with public officials, GoDaddy Reps must avoid any activity that either is or appears to be, illegal or unethical. Government officials at all levels are obligated to follow specific codes of conduct and laws. Promising, offering or giving favors, gratuities or gifts, including meals, entertainment, transportation, and lodging, to officials in the various branches of U.S. government, as well as state and local governments, is restricted by law. Some additional key requirements for doing business with governmental agencies are:

- Accurately representing which GoDaddy products are covered by government contracts;
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract; and
- Hiring present and former government personnel may only occur in compliance with applicable laws and regulations and GoDaddy policies.

Employees and directors must obtain pre-approval from GoDaddy's Chief Financial Officer or General Counsel before providing anything of value to a government official or employee (except in the case of lawful personal political contributions).

In addition, the U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Additional information regarding the Foreign Corrupt Practices Act can be found in our Anti-Corruption Policy.

XIV. POLITICAL CONTRIBUTIONS

GoDaddy Reps must comply with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. GoDaddy funds or assets must not be used for, or be contributed to, political campaigns or political practices without the prior written approval of GoDaddy's Chief Executive Officer and, if required by applicable policy or law, GoDaddy's Board of Directors. GoDaddy Reps should also consult our Anti-Corruption Policy.

XV. PROTECTION AND PROPER USE OF COMPANY ASSETS

GoDaddy Reps shall protect GoDaddy's assets and ensure they are used for legitimate business purposes. Any unauthorized use or distribution of GoDaddy assets is a violation of this Code of Conduct. These assets include, but are not limited to, intellectual property, strategic, operational, business and marketing plans, engineering ideas, designs, salary information and any and all unpublished financial data.

In particular, GoDaddy Reps must use electronic communications devices, such as computers and voicemail, in a legal, ethical, and appropriate manner. To the extent permitted by applicable law, GoDaddy retains the right to gain access to any electronic communications with or without the knowledge, consent or approval of GoDaddy Reps.

In particular, GoDaddy Reps must care for any GoDaddy equipment and use it responsibly for legitimate business purposes. GoDaddy Reps must immediately return all equipment when their relationship with us ends. All GoDaddy computers and electronic devices, whether used entirely or partially on GoDaddy's premises or with the aid of GoDaddy's equipment or resources, must remain fully accessible to GoDaddy and will remain the sole and exclusive property of GoDaddy.

All software used by GoDaddy Reps to conduct GoDaddy business must be appropriately licensed, since using illegal or unauthorized copies of any software may constitute copyright infringement and may expose the GoDaddy Rep and GoDaddy to potential civil and criminal liability. GoDaddy may inspect its computers periodically and will remove any non-licensed/supported software.

XVI. CONFIDENTIALITY

GoDaddy Reps shall maintain the confidentiality of information entrusted to them in connection with their relationship with GoDaddy, except when disclosure is specifically authorized by GoDaddy's Chief Executive Officer, Chief Financial Officer or General Counsel or required by law. Confidential information includes all non-public information that might be of use to competitors, or harmful to GoDaddy, its affiliates, customers, partners, distributors and suppliers if disclosed.

XVII. RECORDS

GoDaddy Reps must maintain GoDaddy's books, records, accounts and financial statements in reasonable detail. In addition GoDaddy Reps must ensure that such records reflect the transactions and matters to which they relate and conform both to applicable legal requirements and to GoDaddy's system of internal controls. The making of false or misleading records or documentation is strictly prohibited. Unrecorded funds or assets shall not be maintained.

GoDaddy complies with all laws and regulations regarding the preservation of its records. Records shall be retained or destroyed only in accordance with GoDaddy's document retention policies. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. GoDaddy's General Counsel will identify which Company records are required to be placed under a legal hold and will notify employees if a legal hold is placed on records for which they are responsible. Employees must not destroy, alter or modify records or supporting documents that have been placed under a legal hold under any circumstances. A legal hold remains effective until it is officially released in writing by the Company's General Counsel.

XVIII. FINANCIAL AND ACCOUNTING INTEGRITY

The information in GoDaddy's public communications, including filings with the Securities and Exchange Commission, must be full, fair, accurate, timely and understandable. All GoDaddy Reps are responsible for complying with GoDaddy's disclosure controls and procedures and internal controls for financial reporting. Any GoDaddy Rep who believes that questionable accounting or auditing conduct or practices have occurred or are occurring shall comply with GoDaddy's Policy Regarding Reporting of Accounting and Auditing Matters.

XIX. OUTSIDE COMMUNICATIONS

GoDaddy has established specific policies regarding who may communicate information to the public, the press and the financial analyst communities. Please review our External Communications Policy for details.

XX. DISCRIMINATION AND HARASSMENT

The diversity of GoDaddy's employees is a tremendous asset for GoDaddy. GoDaddy is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

XXI. HEALTH AND SAFETY

GoDaddy strives to provide each employee with a safe and healthy work environment. GoDaddy Reps must comply with all safety and health rules and practices and report accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Employees shall report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use or possession of illegal drugs in the workplace will not be tolerated.

XXII. COMPLIANCE STANDARDS AND PROCEDURES

Since this Code of Conduct cannot anticipate every potential situation, GoDaddy has put into place certain policies and procedures to help GoDaddy's Reps approach questions or problems as they arise.

- GoDaddy's General Counsel is its Ethics Officer and is responsible for overseeing and monitoring compliance with the Code of Conduct. GoDaddy's Ethics Officer reports directly to the Chief Executive Officer with respect

to these matters and also will make periodic reports to GoDaddy's Audit Committee regarding this Code of Conduct and related policies and procedures.

- **GoDaddy Reps who are uncomfortable reporting their concerns to the Ethics Officer may report these concerns to the Audit Committee of the Board of Directors by sending an email to auditcommittee@godaddy.com or a letter to the Chair of the Audit Committee at the following address: Audit Committee Chair, c/o Corporate Secretary, GoDaddy Inc., 14455 North Hayden Road, Suite 219, Scottsdale, AZ 85260. In addition, an employee may report via the company's ethics hotline at 1-800-461-9330 or online at www.godaddy.com/ethicshelpline.**
- If a GoDaddy Rep knows of or suspects a violation of the Code of Conduct, or of applicable laws and regulations, he or she must report it in accordance with this Code of Conduct. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Any GoDaddy Rep who observes possible unethical or illegal conduct is encouraged to report his or her concerns. Retaliation, or the appearance of retaliation, against any person who has in good faith reported a violation or suspected violation of law, this Code of Conduct, or other GoDaddy policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. Any GoDaddy Rep involved in retaliation will be subject to serious disciplinary action. Furthermore, GoDaddy could be subject to criminal or civil actions for retaliation against employees who "blow the whistle" on U.S. federal securities law violations and other federal offenses.
- GoDaddy will promptly investigate any reported violations of this Code of Conduct or law. GoDaddy's Board of Directors (or its designated committee) will investigate violations and determine disciplinary action for matters involving members of the Board of Directors or executive officers. GoDaddy's Board of Directors (or its designated committee) may designate others to conduct or manage investigations on its behalf and recommend disciplinary action. Subject to the general authority of GoDaddy's Board of Directors to administer this Code of Conduct, the Chief Financial Officer and the General Counsel will be jointly responsible for investigating violations (including the initiating of any such investigation) and determining appropriate disciplinary action for other GoDaddy Reps. GoDaddy's Chief Financial Officer and General Counsel may designate others to conduct or manage investigations on their behalf and recommend disciplinary action. GoDaddy's Board of Directors reserves the right to investigate violations and determine appropriate disciplinary action on its own or to designate others to do so in place of, or in addition to, GoDaddy's Chief Financial Officer and General Counsel. It is imperative that the GoDaddy Rep reporting the violation not conduct an investigation on his or her own. However, GoDaddy Reps are expected to cooperate fully with any investigation into reported violations.
- GoDaddy Reps who violate the laws or regulations governing GoDaddy's business, this Code of Conduct, or any other GoDaddy policy, procedure or requirement may be subject to disciplinary action, up to and including termination. GoDaddy Reps who have knowledge of a violation and fail to move promptly to report or correct it, or who direct or approve violations, may also be subject to disciplinary action, up to and including termination. Furthermore, violations of some provisions of this Code of Conduct are illegal and may subject the employee or director to civil and criminal liability.

XXIII. AMENDMENT AND WAIVER

GoDaddy's Board of Directors may amend this Code of Conduct at any time. Our Chief Executive Officer, Chief Financial Officer and General Counsel may approve the waiver of this Code of Conduct for all GoDaddy Reps, except:

- Our Board of Directors must approve the waiver of this Code of Conduct for any member of the Board, any executive officer or any senior financial or accounting officer requires approval our Board of Directors; any such waiver must be promptly disclosed pursuant to applicable laws and NYSE rules.
- Our Audit Committee must approve the waiver of this Code of Conduct for any conflict of interest transaction required to be disclosed under securities laws.
- Nothing in this Code of Conduct limits in any way (a) rights granted under that certain Amended and Restated Registration Rights Agreement, among GoDaddy Inc., Desert Newco, LLC and the other parties thereto (the “Registration Rights Agreement”), that certain Exchange Agreement, among GoDaddy Inc., Desert Newco, LLC and the other parties thereto (the “Exchange Agreement”), that certain Stockholder Agreement, among GoDaddy Inc., Desert Newco, LLC and the other parties thereto (the “Stockholder Agreement”), that certain Limited Liability Company Agreement of Desert Newco, LLC, among GoDaddy Inc., Desert Newco, LLC and the other parties thereto (as amended from time to time, the “LLC Agreement”) and our certificate of incorporation, as amended and (b) the obligations of GoDaddy Inc. and Desert Newco, LLC under the Registration Rights Agreement, the Exchange Agreement, the Stockholder Agreement, the LLC Agreement and our certificate of incorporation, as amended.