GODADDY INC.

CORPORATE GOVERNANCE GUIDELINES

Adopted as of February 3, 2015

The following corporate governance guidelines have been adopted by the Board of Directors (the "**Board**") of GoDaddy Inc. (the "**Company**"). These guidelines reflect the Board's commitment to a system of governance that enhances corporate responsibility and accountability, as well as compliance with the requirements of the Sarbanes-Oxley Act of 2002 and the listing standards of the New York Stock Exchange ("**NYSE**"). These guidelines are subject to modification from time to time by the Board and are not intended to be legally binding obligations.

Introductory Note

At the time of the Company's initial public offering, the Company will be a "controlled company" within the meaning of the NYSErules and, as a result, will qualify for and rely on exemptions from certain corporate governance requirements that would otherwise be applicable. As noted herein, certain of the guidelines set forth below shall apply at such time as the Company no longer qualifies as a "controlled company."

I. ROLE OF THE BOARD

The role of the Board is to oversee the performance of the chief executive officer ("**CEO**") and other senior management and to assure that the best interests of stockholders are being served. The directors provide oversight in the formulation of the long-term strategic, financial and organizational goals of the Company and of the plans designed to achieve those goals. The day-to-day business of the Company is carried out by its employees, managers and officers, under the direction of the CEO and the oversight of the Board, to enhance the long term value of the Company for the benefit of stockholders. The Board reviews and approves standards and policies to ensure that the Company is committed to achieving its objectives through the maintenance of the highest standards of responsible conduct and ethics.

The Board understands that effective directors act on an informed basis after thorough inquiry and careful review, appropriate in scope to the magnitude of the matter being considered. The directors know their position requires them to ask probing questions of management and outside advisors. The directors also rely on the advice, reports and opinions of management, counsel and expert advisors. In doing so, the Board evaluates the qualifications of those it relies upon for information and advice and also looks to the processes used by managers and advisors in reaching their recommendations. In addition, the Board has the authority to hire outside advisors at the Company's expense if they feel it is appropriate.

II. CHAIRPERSON

The Board may, but is not required to, elect a Chairperson.

If the Board chooses to elect a Chairperson, the Chairperson will be elected annually by a majority of the directors upon a recommendation from the Nominating and Governance Committee. If the Board chooses to elect a Chairperson, due consideration will be given to the advantages and disadvantages to designating the Chief Executive Officer as the Chairperson.

III. COMMITTEES

The Board has four standing committees: the Audit Committee; the Compensation Committee; the Executive Committee and the Nominating andGovernance Committee. Each committee (other than the Executive Committee) should consist solely of independent directors, as defined by the rules of NYSE, and in the case of the Audit Committee as defined by the rules and regulations of the Securities and Exchange Commission ("**SEC Rules**"), *provided*, *however*, that the

Company may avail itself of the "controlled company" exemption and of any phase-in rules applicable. The members of these committees shall also meet the other membership criteria specified in the respective charters for these committees. Additional committees may be formed from time to time as determined by the Board. Committees should be appointed (or re-appointed), and chairs of each committee designated, by the full Board, upon recommendation by the Nominating andGovernance Committee, annually. Each committee shall have its own charter, which will set forth the purpose, membership requirements, authority and responsibilities of the committee.

IV. CODE OF CONDUCT, CONFLICTS OF INTERESTS, RELATED PARTY TRANSACTIONS AND COMPLAINTS PROCESS

The Nominating and Governance Committee shall periodically review and approve the Company's Code of Business Conduct and Ethics, which is applicable to directors, officers and employees; consider questions of possible conflicts of interest of directors and corporate officers; review actual and potential conflicts of interest (including corporate opportunities) of directors and corporate officers; and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or corporate opportunity. Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization in which the director is a director or officer) has a financial or other interest.

The Audit Committee shall review and approve any proposed related party transactions in compliance with the Company's policies and NYSErules and must report material related party transactions to the full Board and review and approve the Company's procedures for handling complaints regarding accounting or auditing matters.

V. BOARD MEETINGS AND AGENDA ITEMS

The Board shall meet in regularly scheduled meetings each year. The Chairman will set the agenda for each meeting. Each Board member is free to suggest inclusion of items on the agenda. The Board will annually review the Company's long-term strategic plans, as well as regularly reviewing operating performance, management plans and prospects and other issues facing the Company.

VI. BOARD, COMMITTEE AND STOCKHOLDER MEETINGS

Directors are expected to prepare for, attend, and actively participate in all Board and committee meetings. The Company strongly encourages directors to attend the annual meeting of stockholders.

VII. REGULAR ATTENDANCE OF MANAGEMENT AT BOARD MEETINGS

It is anticipated that certain members of management (*e.g.*, the Chief Financial Officer, the General Counsel and Secretary and such other members of the executive staff as the CEO may from time to time designate) will attend Board meetings on a regular basis. Other members of management and staff will attend meetings and present reports from time to time. Specifically, the Board encourages management to schedule managers to be present at Board meetings who can provide additional insight into the items being discussed because of personal involvement in these areas. It is understood that Company personnel and others attending Board meetings may be asked to leave the meeting in order for the Board to meet in executive session.

VIII. EXECUTIVE SESSIONS AND AUDIT COMMITTEE

It is the policy of the Board to regularly have separate meeting times for non-management directors without management. In addition, the Audit Committee of the Board should meet periodically with the Company's outside auditors and internal auditors without management present at such times as it deems appropriate.

IX. BOARD ACCESS TO COMPANY EMPLOYEES

Directors should have full access to members of management, either as a group or individually, and to Company information that they believe is necessary to fulfill their obligations as directors. The directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company.

X. BOARD COMPENSATION REVIEW

The Compensation Committee should conduct an annual review of director compensation. This review will include input from the Company's Human Resources department in order to evaluate director compensation compared to other companies of like size in the industry. Any change in Board compensation should be approved by the full Board.

XI. SIZE OF BOARD AND COMPOSITION

The size of the Board is established in accordance with the Company's bylaws and certificate of incorporation, and may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size and member composition, subject to any obligations and procedures governing the appointment of Board members that may be set forth in a stockholders agreement to which the Company is party, in order to provide a range of expertise and perspective in areas relevant to the Company's business.

XII. BOARD DEFINITION OF "INDEPENDENCE" FOR DIRECTORS

For so long as the Company qualifies as a "controlled company" within the meaning of the NYSEcorporate governance standards, and subject to the applicable transition periods under the applicable NYSErules, it may elect not to comply with certain corporate governance standards, including the requirement that a majority of the Board consist of independent directors. No director will be considered "independent" unless the Board affirmatively determines at least annually that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), which, in the opinion of the Board, would interfere with the exercise of independent judgment by such individual in carrying out the responsibilities of a director. The Company defines an "independent" director in accordance with the applicable NYSErules. The NYSEindependence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for determining affirmatively, as to each independent director, that no material relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment by such individual in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director's business and personal activities as they may relate to the Company and the Company's management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

XIII. BOARD MEMBERSHIP CRITERIA AND SELECTION

The Nominating and Governance Committee should review on an annual basis candidates for nomination to the Board (including re-nomination of existing directors), subject to any obligations and procedures governing the nomination of directors to the Board that may be set forth in any stockholders agreement to which the Company is a party. The Committee may also review new members in the event of a vacancy or expansion of the Board between annual meetings of stockholders.

It is the policy of the Board that the Nominating and Governance Committee consider both recommendations and nominations for candidates to the Board from stockholders *so long as* such recommendations and nominations comply with the Certificate of Incorporation and Bylaws of the Company and applicable laws, including the SEC Rules. Stockholders may recommend director nominees for consideration by the Nominating and Governance Committee by writing to the Secretary of the Company and providing the information required in the Company's Bylaws. Following verification of the stockholder status of the person submitting the recommendation, all properly submitted recommendations will be promptly brought to the attention of the Nominating and Governance Committee.

Stockholders who desire to nominate persons directly for election to the Board at the Company's annual meeting of stockholders must meet the deadlines and other requirements set forth in the Company's Bylaws and the SEC Rules. Any vacancies on the Board occurring between the Company's annual meetings of stockholders may be filled by persons selected by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and any director so elected will serve for the remaining term of the class of directors in which the vacancy occurred.

XIV. NOTIFYING A DIRECTOR OF NON-INCLUSION ON A PROPOSED SLATE OF DIRECTORS

Any proposal to decrease the size of the Board, or to substitute a new director for an existing director, should be made first by the Nominating and Governance Committee, then approved by the full Board. After receipt of a recommendation from the Nominating and Governance Committee, the Chairman of the Boardshould notify the director of such recommendation prior to the meeting of the Board at which the slate of nominees is proposed to be approved.

XV. ASSESSING BOARD AND COMMITTEE PERFORMANCE

The Nominating and Governance Committee should establish an annual process for permitting the Board and each committee to conduct an assessment of its performance during the prior year. This assessment should focus on areas in which the Board or the committees believe contributions can be made going forward to increase the effectiveness of the Board or the committees. Each committee and the full Board will consider and discuss the findings of the assessments.

XVI. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Meetings of the Board shall be designed to provide orientation for new directors to assist them in understanding the Company's business as well as an introduction to the Company's senior management. Further, the Company encourages directors to participate in continuing education programs focused on the Company's business and industry, committee roles and responsibilities and legal and ethical responsibilities of directors.

XVII. FORMAL EVALUATION AND COMPENSATION OF THE CEO AND OTHER EXECUTIVE OFFICERS

The formal evaluation of the CEO and the other executive officers should be made in the context of annual compensation review by the Compensation Committee, with appropriate input from other directors, and should be communicated to the CEO by the Chairman of the Board and the chair of the Compensation Committee.

XVIII. SUCCESSION PLANNING

The Nominating and Governance Committee, in consultation with the full Board, is primarily responsible for CEO succession planning. In addition, it shall monitor succession plans for other key executives.

XIX. PERIODIC REVIEW OF GUIDELINES

The Nominating and Governance Committee and the Board should review these guidelines at least annually.

XX. ACCESS, RESOURCES, RELIANCE ON INFORMATION AND OTHERS

The Board and its members shall at all times have direct, independent and confidential access to the Company's executive officers, management and personnel to carry out the Board's purposes. The Board is authorized to obtain at the Company's expense data, advice, consultation and documentation as the Board considers appropriate and to retain at the Company's expense consultants, independent counsel or other advisors to advise or assist the Board in the performance of any of the responsibilities and duties set forth above, or for any other matter related to the Board's purposes.

A member of the Board is entitled when discharging his or her duties to rely in good faith on reports or other information provided by the Company's management, its independent auditors, legal counsel or other advisors as to matters the member reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

Nothing in these guidelines is intended to preclude or impair the protection provided under the Delaware General Corporation Law for good faith reliance by members of the Board on reports, advice or other information provided by others (including reports, advice or other information provided by the Company's management, legal counsel or independent auditors, or independent professional advisors or consultants retained by the Board).

These guidelines are not intended to create inflexible requirements, and are not intended to interpret applicable laws and regulations, or to modify the Company's articles of incorporation or its bylaws.

Nothing in this policy limits any rights or obligations of any person under any stockholders agreement to which the Company or any of its subsidiaries is a party.