

# ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC.

## FORM DEF 14A (Proxy Statement (definitive))

Filed 04/21/14 for the Period Ending 06/05/14

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - (1) Title of each class of securities to which transaction applies:  
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    - (1) Amount Previously Paid:  
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    - (4) Date Filed:  
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**ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC.  
10 Corporate Drive, Suite 300  
Burlington, Massachusetts 01803**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on June 5, 2014**

The 2014 Annual Meeting of Stockholders of Endurance International Group Holdings, Inc. will be held on Thursday, June 5, 2014 at 3:00 p.m., Eastern time, at the Boston Marriott Burlington at One Burlington Mall Road, Burlington, Massachusetts 01803. At the Annual Meeting, stockholders will consider and act upon the following matters:

1. To elect three Class I directors nominated by our Board of Directors, each to serve for a term ending in 2017, or until his successor has been duly elected and qualified;
2. To ratify the appointment of BDO USA, LLP, an independent registered public accounting firm, as our independent auditors for the year ending December 31, 2014; and
3. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Stockholders of record on our books at the close of business on April 8, 2014, the record date for the Annual Meeting, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.

If you are a stockholder of record, please vote over the Internet at [www.proxyvote.com](http://www.proxyvote.com), by telephone at (800) 690-6903 or, if you elected to receive printed materials, by mail.

If your shares are held in "street name," that is, held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

You may obtain directions to the location of the Annual Meeting on our website at <http://ir.enduranceinternational.com/events.cfm>. **Whether or not you plan to attend the Annual Meeting in person, we urge you to take the time to vote your shares.**

By Order of the Board of Directors,



DAVID C. BRYSON  
*Secretary*

*April 21, 2014*

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**ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC.  
10 Corporate Drive, Suite 300  
Burlington, Massachusetts 01803**

**PROXY STATEMENT**

**For the 2014 Annual Meeting of Stockholders on June 5, 2014**

This proxy statement and the accompanying proxy card are being furnished in connection with the solicitation of proxies by our Board of Directors for use at the 2014 Annual Meeting of Stockholders, to be held on Thursday, June 5, 2014 at 3:00 p.m., Eastern time, at the Boston Marriott Burlington at One Burlington Mall Road, Burlington, Massachusetts 01803, and at any adjournment or postponement thereof.

All proxies will be voted in accordance with the instructions contained in those proxies. If no choice is specified, the proxies will be voted in favor of the matters set forth in the accompanying Notice of Annual Meeting of Stockholders.

This proxy statement, the accompanying proxy card and our 2013 Annual Report to Stockholders were first made available to stockholders on or about April 21, 2014.

**IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS**

**For the 2014 Annual Meeting of Stockholders on June 5, 2014**

This proxy statement and the 2013 Annual Report to Stockholders are available for viewing, printing and downloading at [www.proxyvote.com](http://www.proxyvote.com).

A copy of our Annual Report on Form 10-K (including financial statements and schedules) for the year ended December 31, 2013, as filed with the Securities and Exchange Commission, or SEC, except for exhibits, will be furnished without charge to any stockholder upon written or oral request to:

**Endurance International Group Holdings, Inc.  
Attn: Investor Relations  
10 Corporate Drive, Suite 300  
Burlington, Massachusetts 01803  
Telephone: (781) 852-3200**

This proxy statement and our Annual Report on Form 10-K for the year ended December 31, 2013 are also available on the SEC's website, [www.sec.gov](http://www.sec.gov).

IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

- Q. Why did I receive these proxy materials?**
- A.** We are providing these proxy materials to you in connection with the solicitation by our Board of Directors, or Board, of proxies to be voted at our 2014 Annual Meeting of Stockholders, or Annual Meeting, to be held at the Boston Marriott Burlington at One Burlington Mall Road, Burlington, Massachusetts 01803 on Thursday, June 5, 2014 at 3:00 p.m., Eastern time.
- Q. Who can vote at the Annual Meeting?**
- A.** Our Board has fixed April 8, 2014 as the record date for the Annual Meeting. If you were a stockholder of record on the record date, you are entitled to vote (in person or by proxy) all of the shares that you held on that date at the Annual Meeting and at any postponement or adjournment thereof.
- On the record date, we had 129,066,921 shares of common stock outstanding (each of which entitles its holder to one vote per share).
- Q. How do I vote?**
- A. If your shares are registered directly in your name, you may vote:**
- (1) **Over the Internet** : Go to the website of our tabulator, Broadridge Financial Solutions, Inc., or Broadridge, at [www.proxyvote.com](http://www.proxyvote.com) , and follow the instructions provided on the Notice of Internet Availability of Proxy Materials you received. You must specify how you want your shares voted or your internet vote cannot be completed and you will receive an error message. Your shares will be voted according to your instructions. You must submit your internet proxy before 11:59 p.m., Eastern time, on June 4, 2014, the day before the Annual Meeting, for your proxy to be valid and your vote to count.
  - (2) **By Telephone** : Call (800) 690-6903, toll free from the United States, Canada and Puerto Rico, and follow the recorded instructions. You must specify how you want your shares voted and confirm your vote at the end of the call or your telephone vote cannot be completed. Your shares will be voted according to your instructions. You must submit your telephonic proxy before 11:59 p.m., Eastern time, on June 4, 2014, the day before the Annual Meeting, for your proxy to be valid and your vote to count.
  - (3) **By Mail** : If you elected to receive printed materials, you may complete and sign your proxy card included with those materials and mail it in the enclosed postage prepaid envelope to Broadridge. Broadridge must receive the proxy card not later than June 4, 2014, the day before the Annual Meeting, for your proxy to be valid and your vote to count. Your shares will be voted according to your instructions.
- If you do not specify how you want your shares voted, they will be voted as recommended by our Board.
- (4) **In Person at the Annual Meeting** : If you attend the Annual Meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which we will provide to you at the Annual Meeting.

**If your shares are held in “street name,”** meaning they are held for your account by a broker or other nominee, you may vote:

- (1) **Over the Internet or by Telephone** : You will receive instructions from your broker or other nominee if they permit internet or telephone voting. You should follow those instructions.
- (2) **By Mail** : If you have elected to receive printed materials, you will receive instructions from your broker or other nominee explaining how you can vote your shares by mail. You should follow those instructions.
- (3) **In Person at the Meeting** : Contact your broker or other nominee who holds your shares to obtain a broker’s proxy and bring it with you to the Annual Meeting. A broker’s proxy is *not* the form of proxy enclosed with this proxy statement. **You will not be able to vote shares you hold in street name in person at the Annual Meeting unless you have a proxy from your broker or other nominee issued in your name giving you the right to vote your shares.**

**Q. Can I change my vote?**

**A. If your shares are registered directly in your name,** you may revoke your proxy and change your vote at any time before the Annual Meeting. To do so, you must do one of the following:

- (1) Vote over the internet or by telephone as instructed above. Only your latest internet or telephone vote is counted. You may not change your vote over the internet or by telephone after 11:59 p.m, Eastern time, on June 4, 2014.
- (2) If you have elected to receive printed materials, sign a new proxy and submit it as instructed above. Only your latest dated proxy, received by Broadridge not later than June 4, 2014, will be counted.
- (3) Attend the Annual Meeting, request that your proxy be revoked and vote in person as instructed above. Attending the Annual Meeting will not revoke your internet vote, telephone vote or proxy, as the case may be, unless you specifically request it.

**If your shares are held in street name,** you may submit new voting instructions by contacting your broker or other nominee. You may also vote in person at the Annual Meeting if you obtain a broker’s proxy as described in the answer above.

**Q. Will my shares be voted if I do not return my proxy?**

**A. If your shares are registered directly in your name,** your shares will not be voted if you do not vote over the internet, by telephone, by returning a proxy card via the mail or by ballot at the Annual Meeting.

**If your shares are held in street name,** your broker or other nominee may, under certain circumstances, vote your shares if you do not timely return your proxy. **Brokers can vote their customers’ unvoted shares on discretionary matters but cannot vote such shares on non-discretionary matters.** If you do not timely return a proxy to your broker to vote your shares, your broker may, on discretionary matters, either vote your shares or leave your shares unvoted.

**The election of directors (Proposal 1) is a non-discretionary matter. The ratification of the appointment of our independent auditors (Proposal 2) is a discretionary matter.**

We encourage you to provide voting instructions to your broker or other nominee by giving your proxy to them. This ensures that your shares will be voted at the Annual Meeting according to your instructions.

**Q. How many shares must be present to hold the Annual Meeting?**

**A.** A majority of our outstanding shares of common stock must be present to hold the Annual Meeting and conduct business. This is called a quorum. For purposes of determining whether a quorum exists, we count as present any shares that are voted over the internet, by telephone, by completing and submitting a proxy through the mail or that are represented in person at the meeting. Further, for purposes of establishing a quorum, we will count as present shares that a stockholder holds even if the stockholder votes to abstain or only votes on one of the proposals. In addition, we will count as present shares held in street name by banks, brokers or nominees that indicate on their proxies that they do not have authority to vote those shares on Proposal 1. If a quorum is not present, we expect to adjourn the Annual Meeting until we obtain a quorum.

**Q. What vote is required to approve each proposal and how are votes counted?**

**A. Proposal 1 — Election of Three Class I Directors**

The three nominees for Class I director receiving the highest number of votes FOR election will be elected as directors. This is called a plurality. **Proposal 1 is a non-discretionary matter**. Therefore, if your shares are held in street name and you do not vote your shares, your broker or other nominee cannot vote your shares on Proposal 1. Shares held in street name by brokers or nominees who indicate on their proxies that they do not have authority to vote the shares on Proposal 1 will not be counted as votes FOR or WITHHELD from any nominee and will be treated as “broker non-votes.” Broker non-votes will have no effect on the voting on Proposal 1. With respect to Proposal 1, you may:

- vote FOR all nominees;
- vote FOR one or more nominees and WITHHOLD your vote from the other nominee(s); or
- WITHHOLD your vote from all nominees.

Votes that are withheld will not be included in the vote tally for the election of directors and will not affect the results of the vote.

**Proposal 2 — Ratification of Appointment of Independent Auditors**

To approve Proposal 2, stockholders holding a majority of the votes cast on the matter must vote FOR the proposal. **Proposal 2 is a discretionary matter**. Therefore, if your shares are held in street name and you do not vote your shares, your broker or other nominee may vote your unvoted shares on Proposal 2. If you vote to ABSTAIN on Proposal 2, your shares will not be voted FOR or AGAINST the proposal and will also not be counted as votes cast or shares voting on the proposal. Voting to ABSTAIN will have no effect on the voting on Proposal 2.

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Although stockholder approval of our Audit Committee's appointment of BDO USA, LLP, or BDO, as our independent auditors for the year ending December 31, 2014 is not required, we believe that it is advisable to give stockholders an opportunity to ratify this appointment. If Proposal 2 is not approved at the Annual Meeting, our Audit Committee may reconsider its appointment of BDO as our independent auditors for the year ending December 31, 2014.

- Q. Are there other matters to be voted on at the Annual Meeting?**
- A.** We do not know of any matters that may come before the Annual Meeting other than the election of three Class I directors and the ratification of the appointment of our independent auditors. If any other matters are properly presented at the Annual Meeting, the persons named in the accompanying proxy intend to vote, or otherwise act, in accordance with their judgment on the matter.
- Q. Where can I find the voting results?**
- A.** We will report the voting results in a Current Report on Form 8-K within four business days following the adjournment of the Annual Meeting.
- Q. What are the costs of soliciting these proxies?**
- A.** We will bear the cost of soliciting proxies. In addition to these proxy materials, our directors, officers and employees may solicit proxies without additional compensation. We may reimburse brokers or persons holding stock in their names, or in the names of their nominees, for their expenses in sending proxies and proxy material to beneficial owners.

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### MANAGEMENT AND CORPORATE GOVERNANCE

#### Board of Directors

The following table sets forth the name, age and position of each of our directors as of March 31, 2014.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Hari Ravichandran	38	President, Chief Executive Officer and Director
James C. Neary(2)(3)	49	Chairman of the Board of Directors
Dale Crandall(1)	72	Director
Joseph P. DiSabato(2)(3)	47	Director
Thomas Gorny	38	Director
Michael Hayford(1)	54	Director
Peter J. Perrone(1)	46	Director
Chandler J. Reedy(1)(3)	33	Director
Justin L. Sadrian(2)	41	Director

(1) Member of Audit Committee

(2) Member of Compensation Committee

(3) Member of Nominating and Corporate Governance Committee

*Hari Ravichandran*, a founder of our company, has served as a director of our company periodically since its inception and continuously since 2007, as our president since December 2009 and as our president and chief executive officer since March 2011. Prior to assuming his current roles, Mr. Ravichandran had responsibility for a range of strategic, technology, operational and financial matters at our company. We believe that as a founder, and based on Mr. Ravichandran's detailed knowledge of our company and our business, his service as our president and chief executive officer and his long career in the Internet solutions industry, Mr. Ravichandran provides a critical contribution to our Board of Directors.

*James C. Neary* has served as our chairman since December 2011. Mr. Neary is a managing director and partner at Warburg Pincus and joined the firm in 2000. Mr. Neary is co-head of the firm's consumer, industrial and services team and a member of the firm's executive management group. From 2010 to 2013, he led the firm's late-stage efforts in the technology and business services sectors. From 2004 to 2010, he was co-head of the firm's technology, media and telecommunications investment efforts. From 2000 to 2004, he led the firm's capital markets activities. Prior to joining Warburg Pincus, Mr. Neary was a managing director at Chase Securities and worked in the leveraged finance group at Credit Suisse First Boston. Currently, he is the chairman of one private company, a director of four additional private companies and a trustee of two not-for-profit institutions. Within the last five years, Mr. Neary has served on the board of one additional private company and Fidelity National Information Services, Inc., a bank technology processing company. We believe Mr. Neary is qualified to serve on our Board due to his extensive knowledge of strategy and business development, wide-ranging experience as a director and as chairman of other companies and his deep familiarity with our company.

*Dale Crandall* has served as a director of our company since June 2013. Mr. Crandall founded Piedmont Corporate Advisors, Inc., a private financial consulting firm, in 2003 and currently serves as its president. Mr. Crandall also serves as a director of Ansell Limited, Bridgepoint Education, Inc. and four private companies and as lead trustee of The Dodge & Cox Mutual Funds. Within the last five years, Mr. Crandall also served as a director of Coventry Health Care, Inc. and Metavante Technologies, Inc. We believe Mr. Crandall is qualified to serve on our Board due to his strong foundation in financial reporting and accounting matters for complex organizations and his extensive executive leadership and management experience.

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*Joseph P. DiSabato* has served as a director of our company since December 2011. Mr. DiSabato worked for Goldman Sachs from 1988 to 1991, rejoined Goldman Sachs in 1994 and has served as managing director in its Principal Investment Area since 2000. Mr. DiSabato serves as a director for five private companies. Within the last five years, Mr. DiSabato also served as a director for two additional private companies. We believe Mr. DiSabato is qualified to serve on our Board due to his extensive knowledge of financial and accounting matters and his familiarity with our company.

*Thomas Gorny* has served as a director of our company since 2007. Mr. Gorny also co-founded and served as chief executive officer and chairman of iPower, Inc., or iPower, from 2001 to 2007, and, following our acquisition of iPower in 2007, he remained in a senior leadership role at iPower until 2010. Mr. Gorny is the chief executive officer and chairman of Unitedweb, Inc., a company that invests in Internet and technology companies, where he has served since 2008 when he co-founded the company. In addition to serving as a director of Unitedweb, Inc., Mr. Gorny serves on the board of many of the private companies in which Unitedweb, Inc. has invested. We believe Mr. Gorny is qualified to serve on our Board due to his extensive experience in our industry and detailed knowledge of our company and our business.

*Michael D. Hayford* has served as a director of our company since June 2013. From October 2009 until his retirement in June 2013, Mr. Hayford served as the chief financial officer at Fidelity National Information Services, Inc. Prior to joining Fidelity National Information Services, Inc., Mr. Hayford was with Metavante Technologies, Inc., a bank technology processing company, from 1992 through September 2009. He served as the chief operating officer at Metavante Technologies, Inc. from May 2006 through September 2009 and as the president from November 2008 through September 2009. Mr. Hayford is a member of the board of directors and chairman of the audit committee of West Bend Mutual Insurance Company. From November 2007 through October 2009, Mr. Hayford served on the board of Metavante Technologies, Inc. We believe Mr. Hayford is qualified to serve on our Board due to his extensive executive leadership and management experience, as well as his background in financial reporting and accounting matters.

*Peter J. Perrone* has served as a director of our company since December 2011. From August 2013 until November 2013, Mr. Perrone served as a senior vice president of Limelight Networks, Inc., or Limelight, a digital presence management company, and since November 2013, Mr. Perrone has served as the chief financial officer of Limelight. Mr. Perrone also served as a director of Limelight from 2006 to August 2013. From 1999 to August 2013, Mr. Perrone was with Goldman Sachs, where he had served as managing director in its Principal Investment Area since 2007. Within the last five years, Mr. Perrone has served on the board of nine additional private companies. We believe Mr. Perrone is qualified to serve on our Board due to his experience evaluating and providing guidance and strategic advice to technology and software companies, as well as his deep familiarity with our company.

*Chandler J. Reedy* has served as a director of our company since December 2011. Mr. Reedy is a managing director and partner at Warburg Pincus, where he has also served as an associate and as a principal, and joined the firm in 2004. Mr. Reedy focuses on the firm's late-stage efforts in the technology, media, telecommunications and business services sectors. Prior to joining Warburg Pincus, he worked in UBS' Investment Banking Division where he advised corporations and financial sponsors on mergers and acquisitions and leveraged financings. Currently, Mr. Reedy is a director of three private companies. Within the last five years, he has served on the board of one additional private company. We believe Mr. Reedy is qualified to serve on our Board due to his extensive knowledge of strategy and business development, wide-ranging experience as a director and deep familiarity with our company.

*Justin L. Sadrian* has served as a director of our company since December 2011. Mr. Sadrian is a managing director and partner at Warburg Pincus and joined the firm in 2000. Mr. Sadrian leads the firm's West Coast office and focuses on media, internet and information investments. Prior to joining the firm, Mr. Sadrian worked at JP Morgan in its investment banking and private equity groups. Currently, he is a director of four private companies and two not-for-profit institutions. Within the last five years, Mr. Sadrian has served on the boards of

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four additional private companies. We believe Mr. Sadrian is qualified to serve on our Board due to his extensive knowledge of strategy and business development, wide-ranging experience as a director and deep familiarity with our company.

There are no family relationships among any of our directors or executive officers.

### Composition of the Board of Directors

Our Board of Directors currently consists of nine members. The current members of our Board were elected in compliance with the provisions of a stockholders agreement among our company and certain holders of our common stock. See “Related Person Transactions—Stockholders Agreement.” In particular, investment funds and entities affiliated with Warburg Pincus designated Messrs. Neary, Reedy and Sadrian, and may designate up to one additional director, for election to our Board of Directors, and investment funds and entities affiliated with Goldman Sachs designated Mr. DiSabato, for election to our Board of Directors. Our directors hold office until their successors have been elected and qualified or until the earlier of their resignation or removal.

In accordance with the terms of our restated certificate of incorporation and amended and restated bylaws, our Board of Directors is divided into three classes, each of whose members will serve for staggered three year terms. The members of the classes are divided as follows:

- the Class I directors are Messrs. Hayford, Perrone and Reedy, and their terms will expire at this Annual Meeting;
- the Class II directors are Messrs. Crandall, Gorny and Sadrian, and their terms will expire at our annual meeting of stockholders held in 2015; and
- the Class III directors are Messrs. DiSabato, Neary and Ravichandran, and their terms will expire at our annual meeting of stockholders held in 2016.

Our stockholders agreement provides that investment funds and entities affiliated with Warburg Pincus are entitled to designate up to:

- four directors for election to our Board of Directors for so long as certain investment funds and entities affiliated with Warburg Pincus hold 50% or more of the shares of our common stock that they held immediately following the closing of our initial public offering, or IPO, which occurred on October 30, 2013;
- three directors for election to our Board of Directors for so long as certain investment funds and entities affiliated with Warburg Pincus hold 25% or more of the shares of our common stock that they held immediately following the closing of our IPO; and
- one director for election to our Board of Directors for so long as certain investment funds and entities affiliated with Warburg Pincus hold 12.5% or more of the shares of our common stock that they held immediately following the closing of our IPO.

In addition, our stockholders agreement provides that investment funds and entities affiliated with Goldman Sachs are entitled to designate one director to our Board of Directors for so long as investment funds and entities affiliated with Goldman Sachs hold 25% or more of the shares of our common stock that they held immediately following the closing of our IPO.

Our restated certificate of incorporation provides that the authorized number of directors may be changed only by our Board of Directors, subject to the rights of any holders of any series of our preferred stock; provided that the authorized number of directors may not exceed ten as long as investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs are entitled to designate at least one director. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. This classification of our Board of Directors may have the effect of delaying or preventing changes in our control or management.

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Our stockholders agreement provides that any director designated by investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs may be removed with or without cause only by investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs, respectively. In addition, our restated certificate of incorporation and our amended and restated bylaws provide that our directors may be removed only for cause by the affirmative vote of the holders of at least 75% of the votes that all our stockholders would be entitled to cast in an annual election of directors; provided that for so long as investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs, collectively, hold at least a majority of our outstanding capital stock, our directors, other than a director designated by investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs, may be removed with or without cause by the affirmative vote of the holders of a majority of our outstanding capital stock.

Upon the expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual meeting of stockholders in the year in which their term expires. An election of our directors by our stockholders will be determined by a plurality of the votes cast by the stockholders entitled to vote on the election.

### Director Independence

Our common stock is listed on the NASDAQ Global Select Market. Rule 5605 of the NASDAQ Listing Rules requires a majority of a listed company's board of directors to be comprised of independent directors within one year of its listing date, which in our case was October 25, 2013. In addition, the NASDAQ Listing Rules require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and corporate governance committees be independent within one year of its listing date and that audit committee members also satisfy independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Under Rule 5605(a)(2), a director will only qualify as an "independent director" if, in the opinion of our Board of Directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In order to be considered independent for purposes of Rule 10A-3, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee, accept, directly or indirectly, any consulting, advisory or other compensatory fee from the listed company or any of its subsidiaries or otherwise be an affiliated person of the listed company or any of its subsidiaries.

Although we currently qualify as a "controlled company" as that term is set forth in the NASDAQ Listing Rules and are therefore eligible to rely on certain corporate governance exemptions, we are not currently relying, and do not expect to rely, upon these exemptions. Under the NASDAQ Listing Rules, a company of which more than 50% of the voting power is held by another person or group of persons acting together is a "controlled company" and may elect not to comply with certain corporate governance requirements, including: (1) the requirement that a majority of our Board of Directors consist of independent directors, (2) the requirement that our Compensation Committee be composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities and (3) the requirement that our Nominating and Corporate Governance committee be composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities. Since more than 50% of our voting power is held by investment funds and entities affiliated with Warburg Pincus, we are a "controlled company" as defined under the NASDAQ Listing Rules. Even as a "controlled company", we must comply with the rules applicable to audit committees set forth in the NASDAQ Listing Rules.

Our Board of Directors has undertaken a review of the composition of the Board and its committees and the independence of each director. Based upon information requested from and provided by each director concerning his background, employment and affiliations, including family relationships, our Board of Directors has determined that each of our directors, with the exception of Messrs. Ravichandran and Gorny, is an "independent director" as defined under Rule 5605(a)(2) of the NASDAQ Listing Rules. Our Board of Directors also

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determined that Messrs. Crandall, Hayford and Perrone, who are members of our Audit Committee, Messrs. DiSabato, Neary and Sadrian, who comprise our Compensation Committee, and Messrs. DiSabato, Neary and Reedy, who comprise our Nominating and Corporate Governance Committee, satisfy the respective independence standards for such committees established by the Securities and Exchange Commission and the NASDAQ Listing Rules, as applicable. In making such determinations, our Board of Directors considered the relationships that each such non-employee director has with our company and all other facts and circumstances our Board of Directors deemed relevant in determining independence, including the beneficial ownership of our capital stock by each non-employee director. Our Board of Directors determined that Mr. Reedy, who is a member of our Audit Committee, does not satisfy applicable independence standards for audit committee membership because of the equity ownership in our company held by investment funds and entities affiliated with Warburg Pincus, of which Mr. Reedy is a managing director and partner, but Mr. Reedy will be permitted to remain on the Audit Committee through October 24, 2014 in accordance with the one year phase-in period under the NASDAQ Listing Rules.

### Board Leadership Structure

Our corporate governance guidelines provide that the roles of chairman of the Board and chief executive officer may be separated or combined. Our Board of Directors has considered its leadership structure and determined that at this time the roles of chairman of the Board and chief executive officer should be separate. Separating the chairman and the chief executive officer positions allows our chief executive officer to focus on running the business, while allowing the chairman of our Board of Directors to lead the Board in its fundamental role of providing advice to and oversight of management. Mr. Neary has been an integral part of the leadership of our company and our Board of Directors since December 2011, and his strategic vision has guided our growth and performance. Our board believes that Mr. Neary is best situated to ensure that the Board's attention and efforts are focused on the most critical matters. Mr. Ravichandran has served as our president and chief executive officer since March 2011. As our Board has determined that each of our directors other than Messrs. Ravichandran and Gorny is independent, our Board believes that the independent directors provide effective oversight of management. Our Board believes that its leadership structure is appropriate because it strikes an effective balance between strategy development and independent leadership and management oversight in the board process.

### Board Committees

Our Board of Directors has established Audit, Compensation, and Nominating and Corporate Governance Committees, each of which operates under a charter that has been approved by our Board. A copy of each committee's charter has been posted on the corporate governance section of our website, [www.endurance.com](http://www.endurance.com).

#### *Audit Committee*

The Audit Committee's responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our registered public accounting firm;
- overseeing the work of our registered public accounting firm, including through the receipt and consideration of reports from such firm;
- reviewing and discussing with management and the registered public accounting firm our annual and quarterly financial statements and related disclosures;
- monitoring our internal control over financial reporting, disclosure controls and procedures and code of business conduct and ethics;
- overseeing our internal audit function;
- overseeing our risk assessment and risk management policies;

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- establishing policies regarding hiring employees from the registered public accounting firm and procedures for the receipt and retention of accounting related complaints and concerns;
- meeting independently with our internal auditing staff, registered public accounting firm and management;
- reviewing and approving or ratifying any related person transactions; and
- preparing the audit committee report required by SEC rules to be included in our proxy statement for our annual meeting of stockholders.

All audit services and all non-audit services, other than *de minimis* non-audit services, to be provided to us by our independent registered public accounting firm must be approved in advance by our Audit Committee.

The members of our Audit Committee are Messrs. Crandall, Hayford, Perrone and Reedy. The Audit Committee, which was established in connection with our IPO in October 2013, met once during the remainder of 2013 and acted by written consent once.

Our Board of Directors has determined that Mr. Crandall is an “audit committee financial expert” as defined by applicable SEC rules.

### *Compensation Committee*

The Compensation Committee’s responsibilities include:

- reviewing and approving, or making recommendations to our Board with respect to, compensation of our chief executive officer;
- reviewing and approving, or making recommendations to our Board with respect to, the compensation of our other executive officers;
- overseeing the evaluation of our senior executives;
- overseeing and administering our cash and equity incentive plans;
- annually reviewing and making recommendations to our Board with respect to director compensation;
- periodically reviewing and making recommendations to the Board with respect to management succession planning;
- reviewing and discussing with management our “Compensation Discussion and Analysis,” to the extent we are required or choose to provide it; and
- preparing the annual Compensation Committee report required by SEC rules, to the extent we are required or choose to provide it.

The members of our Compensation Committee are Messrs. DiSabato, Neary and Sadrian. The Compensation Committee, which was established in connection with our IPO in October 2013, did not meet during the remainder of 2013 but acted by written consent twice.

Our Compensation Committee reviews and approves the compensation of our executive officers after taking into account such factors as our financial and operational performance, Mr. Ravichandran’s recommendations with respect to the compensation of his direct reports, the input of our chief people officer, its own assessment of the performance of each executive officer, and market data for comparable positions and prevailing industry compensation trends and practices. With respect to director compensation, the committee expects to review our director compensation program annually in light of market data and evolving industry practices, and to make recommendations to our Board based upon that review.

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The Compensation Committee has the ability to delegate certain of its responsibilities to subcommittees, but has not done so to date. The committee may also delegate to executive officers the ability to approve grants under our stock incentive plans to employees who are not executive officers or directors.

In early 2013, our management engaged Exequity, an independent compensation consultant, to provide the following services:

- develop, with our input, a list of peer companies to benchmark our executive and director compensation against;
- obtain and analyze executive and director compensation information from peer companies;
- provide advice concerning the establishment and terms of our 2013 Stock Incentive Plan, or our 2013 Plan; and
- provide general guidance as we modified our overall compensation programs in preparation for becoming a public company.

In September 2013, our Compensation Committee directly engaged Exequity to assist the committee in evaluating our executive compensation program. Management had recommended Exequity's engagement due primarily to Exequity's familiarity with our company based on the benchmarking and advisory work described above. We paid Exequity a total of \$160,707 for services provided to us and to our Compensation Committee in 2013. The Compensation Committee has assessed Exequity's independence from management as required by the NASDAQ Listing Rules and has concluded that Exequity's engagement does not present a conflict of interest.

### *Nominating and Corporate Governance Committee*

The Nominating and Corporate Governance Committee's responsibilities include:

- identifying individuals qualified to become Board members;
- recommending to our Board the persons to be nominated for election as directors and to each of the board's committees;
- developing and recommending to the Board corporate governance principles; and
- overseeing an annual evaluation of the Board.

The members of our Nominating and Corporate Governance Committee are Messrs. DiSabato, Neary and Reedy. The Nominating and Corporate Governance committee, which was established in connection with our IPO in October 2013, did not meet or act by written consent during the remainder of 2013.

### **Compensation Committee Interlocks and Insider Participation**

None of our executive officers serves, or served during 2013, as a member of the board of directors or compensation committee, or other committee serving an equivalent function, of any entity that has one or more executive officers who serve as members of our Board of Directors or our Compensation Committee. None of the members of our Compensation Committee is an officer or employee of our company, nor has any member ever been an officer or employee of our company.

### **Code of Business Conduct and Ethics**

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. We have posted a current copy of the code on our website, [www.endurance.com](http://www.endurance.com). In addition, we intend to post on our website all disclosures that are required by law or the NASDAQ Listing Rules concerning any amendments to, or waivers from, any provision of the code.

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### Director Nomination Process

The process followed by our Nominating and Corporate Governance Committee to identify and evaluate director candidates (other than directors appointed by Warburg Pincus and Goldman Sachs pursuant to our stockholders agreement) includes requests to Board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by members of the committee and our Board.

In considering whether to recommend any particular candidate for inclusion in the Board's slate of recommended director nominees, the Nominating and Corporate Governance Committee applies the criteria specified in our corporate governance guidelines. These criteria include the candidate's integrity, business acumen, commitment to understanding our business and industry, experience, conflicts of interest and ability to act in the interests of stockholders. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for any prospective nominee.

Our Board does not have a formal policy with respect to diversity, but our corporate governance guidelines provide that the backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that will assist the Board in fulfilling its responsibilities.

The director biographies on pages 6 to 8 indicate each director nominee's experience, qualifications, attributes and skills that led the Board to conclude that each should continue to serve as a member of our Board. Our Board believes that each of the director nominees has had substantial achievement in his professional and personal pursuits, and possesses talents and experience that will contribute to our company's success.

### Stockholder Nominations

Stockholders may recommend individuals to our Nominating and Corporate Governance Committee for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background materials and a statement as to whether the stockholder or group of stockholders making the recommendation has beneficially owned more than 5% of our common stock for at least a year as of the date such recommendation is made, to Nominating and Corporate Governance Committee, c/o Corporate Secretary, Endurance International Group Holdings, Inc., 10 Corporate Drive, Suite 300, Burlington, MA 01803. Assuming that appropriate biographical and background material has been provided on a timely basis, the committee will evaluate stockholder-recommended candidates by following substantially the same process, and applying the same criteria, as it follows for candidates submitted by others.

Stockholders also have the right under our bylaws to directly nominate director candidates, without any action or recommendation on the part of the Nominating and Corporate Governance Committee or the Board, by following the procedures set forth under "Stockholder Proposals for 2015 Annual Meeting." If the Board determines to nominate a stockholder-recommended candidate and recommends his or her election, then his or her name will be included in our proxy statement and proxy card for the next annual meeting. Otherwise, candidates nominated by stockholders in accordance with the procedures set forth in the bylaws will not be included in our proxy statement and proxy card for the next annual meeting.

### Board Meetings and Attendance

Our Board met, either in person or telephonically, two times during 2013 (excluding meetings held by the board of our predecessor entity prior to our IPO). During 2013, each director attended at least 75% of the aggregate of the number of Board meetings and the number of meetings held by all committees on which he then served.

Our directors are invited to attend our annual meetings of stockholders, but are not required to do so.

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### Communicating with the Independent Directors

Our Board will give appropriate attention to written communications that are submitted by stockholders, and will respond if and as appropriate. The chairman of the Board, with the assistance of our chief legal officer, is primarily responsible for monitoring communications from stockholders and for providing copies or summaries to the other directors as he considers appropriate.

Communications are generally forwarded to all directors, or to specified individual directors, if applicable, if they relate to important substantive matters and include suggestions or comments that our chief legal officer considers to be important for the directors to know. In general, communications relating to corporate governance and corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which we receive repetitive or duplicative communications.

Stockholders who wish to send communications to our Board should address such communications to Board of Directors, c/o Corporate Secretary, Endurance International Group Holdings, Inc., 10 Corporate Drive, Suite 300, Burlington, MA 01803.

### Executive Officers Who Are Not Directors

The following table sets forth the name, age and position of each of our executive officers who are not also directors as of March 31, 2014.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Kathy Andreasen	48	Chief People Officer
David C. Bryson	61	Chief Legal Officer
Tivanka Ellawala	43	Chief Financial Officer
Ronald LaSalvia	53	Chief Operating Officer
John Mone	44	Chief Information Officer

*Kathy Andreasen* has served as our chief people officer since September 2012. From October 2011 to October 2012, Ms. Andreasen was an independent human resources strategy consultant. From October 2010 to September 2011, she served as chief people officer of AOL. From December 2009 to October 2010, Ms. Andreasen served as chief human resources officer of Orchard Brands, a multi-channel retailer. From May 2008 to June 2009, Ms. Andreasen was head of human resources of Bill Me Later, a division of eBay Inc.

*David C. Bryson* has served as our chief legal officer since July 2013. He served as an executive vice president from May 2011 until July 2013 and as our general counsel from April 2005 until July 2013, as well as from 2000 to 2002. From 2002 to 2004, Mr. Bryson served as chief regulatory counsel at FleetBoston.

*Tivanka Ellawala* has served as our chief financial officer since December 2012. From 1999 to December 2012, Mr. Ellawala was with Microsoft Corporation, where he served as chief financial officer, Windows Phone division, from June 2009 to September 2012, as general manager and head of corporate development, entertainment and devices division, from March 2008 to June 2009, and in various corporate development and strategy roles prior to that time.

*Ronald LaSalvia* has served as our chief operating officer since May 2013, and he served as our executive vice president, operations from May 2011 through May 2013. Prior to joining Endurance, Mr. LaSalvia was with Decision Strategies International, a global consulting firm, where he held multiple positions, including chief operating officer from June 2009 to April 2011, director of operations from December 2008 to May 2009 and senior consultant from July 2007 to December 2008.

*John Mone* has served as our chief information officer since July 2013, and he served as our executive vice president, technology, from May 2011 until July 2013. From August 2006 to May 2011, Mr. Mone was a principal at Tributary Consulting, a technology consulting firm that he founded.

**RELATED PERSON TRANSACTIONS**

Other than compensation arrangements for our directors and named executive officers and our corporate reorganization, which are described elsewhere in the “Executive Compensation” section of this proxy statement, below we describe transactions since January 1, 2013 to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers or holders of more than 5% of our capital stock, or any member of the immediate family of, or person sharing the household with, the foregoing persons, had or will have a direct or indirect material interest.

**Commercial Arrangements With Related Parties**

Diya Systems (Mangalore) Private Limited, or Diya, and Glowtouch Technologies Pvt. Ltd., or Glowtouch, provide us a range of India-based outsourced services, including email- and chat-based customer and technical support, billing support, compliance monitoring, domain registrar support, network monitoring and engineering and development support, as well as associated office space and related services.

In 2012, Glowtouch facilitated the acquisition of our HostGator India business by purchasing the HostGator India operations on our behalf while our Indian subsidiary was being formed. In April 2013, Glowtouch transferred the HostGator India operations to our newly formed Indian subsidiary, Endurance Web Solutions Private Limited. Glowtouch currently staffs and operates our HostGator India business by providing us with a similar range of services as described above.

In 2013, we recorded expenses of \$6.8 million for the services provided to us by Diya and Glowtouch. Vidya Ravichandran and Indira Ravichandran, Mr. Ravichandran’s sister and mother, respectively, are majority owners of Tregaron India Holdings, LLC, or Tregaron Holdings, which is both Diya’s and Glowtouch’s ultimate parent company. Dr. V. Ravichandran, Mr. Ravichandran’s father, is chief executive officer of both Diya and Glowtouch.

We also purchase web design and web-building services from Touch Web Designs, LLC, or Touch Web, which is owned by Tregaron Holdings and Diya. In 2013, we recorded expenses of \$0.5 million for services provided to us by Touch Web. Vidya Ravichandran, Mr. Ravichandran’s sister, is president of Tregaron Holdings and Touch Web.

During 2013, Unitedweb Holdings, LLC, or Unitedweb, a company controlled by Thomas Gorny, who is one of our directors, and Tracy Conrad, who is a former executive officer of our company, held \$8 million of our indebtedness under our second lien term loan facility, which bore interest at a LIBOR-based rate of 10.25% as of September 30, 2013. In November 2013, we repaid our second lien term loan facility in full.

We are an authorized sales representative for a suite of business verification and security products provided by a wholly owned subsidiary of Innovative Business Services, or IBS. Thomas Gorny, a director of our company, Tracy Conrad, a former executive officer of our company, and Hari Ravichandran, our president and chief executive officer, indirectly own IBS. In 2013, we recorded costs of \$3.0 million in connection with this relationship. We are currently considering expanding this relationship to provide additional channels for us and IBS to market and sell website security solutions to our customer base. Financial and other terms of this proposed arrangement are under discussion.

**Loans to Executive Officers**

In September 2012, we loaned \$300,000 to David C. Bryson, our chief legal officer. The loan accrued interest at a rate of 0.21% per annum, compounded annually. The loan was secured by any equity interest in our company then or later owned by Mr. Bryson. Mr. Bryson repaid this loan in full in July 2013.

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In September 2011, we loaned \$200,000 to John Mone, our chief information officer. The loan accrued interest at a rate of 0.26% per annum, compounded annually. The loan was secured by any equity interests in our company then or later owned by Mr. Mone. Mr. Mone repaid this loan in full in September 2013.

### Registration Rights Agreement

We have entered into a second amended and restated registration rights agreement, or registration rights agreement, with certain holders of our common stock, including our principal stockholders, pursuant to which we have agreed to register the sale of shares of our common stock under specified circumstances. As of March 31, 2014, holders of a total of 105,143,449 shares of our common stock have the right to require us to register these shares under the Securities Act of 1933, as amended, or the Securities Act, under specified circumstances. After registration pursuant to these rights, these shares will become freely tradable without restriction under the Securities Act.

Beginning on April 23, 2014, we may be required by investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs to register all or part of their shares of common stock in accordance with the Securities Act and the registration rights agreement. The net aggregate offering price of shares that investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs propose to sell in any demand registration must be at least \$50 million, or such holder must propose to sell all of such holder's shares if the net aggregate offering price of such shares is less than \$50 million. We are not obligated to effect more than three demand registrations at the request of investment funds and entities affiliated with Warburg Pincus and one demand registration at the request of investment funds and entities affiliated with Goldman Sachs, or effect more than one marketed underwritten offering in any consecutive 90-day period without the consent of investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs. There is no limitation on the number of unmarketed underwritten offerings that we may be obligated to effect at the request of investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs. We have specified rights to delay the filing or initial effectiveness of, or suspend the use of, any registration statement filed or to be filed in connection with an exercise of a holder's demand registration rights.

In addition, if we propose to file a registration statement under the Securities Act with respect to specified offerings of shares of our common stock, we must allow holders of registration rights to include their shares in that registration. These registration rights are subject to specified conditions and limitations, including the right of the underwriters to limit the number of shares to be registered and our right to delay a registration statement under specified circumstances. Pursuant to the registration rights agreement, we are required to pay all registration expenses and indemnify each participating holder with respect to each registration of registrable shares that is completed.

### Stockholders Agreement

We have entered into a stockholders agreement with certain holders of our common stock, including investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs. Our stockholders agreement contains agreements among the parties with respect to the election of our directors, certain restrictions on the issuance and transfer of shares and certain corporate governance matters. The material terms of our stockholders agreement are described below.

#### *Director Designees; Chairman*

Under the terms of our stockholders agreement, investment funds and entities affiliated with Warburg Pincus are entitled to designate up to:

- four directors for election to our Board of Directors for so long as certain investment funds and entities affiliated with Warburg Pincus hold 50% or more of the shares of our common stock that they held immediately following the closing of our IPO;

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- three directors for election to our Board of Directors for so long as certain investment funds and entities affiliated with Warburg Pincus hold 25% or more of the shares of our common stock that they held immediately following the closing of our IPO; and
- one director for election to our Board of Directors for so long as certain investment funds and entities affiliated with Warburg Pincus hold 12.5% or more of the shares of our common stock that they held immediately following the closing of our IPO.

In addition, investment funds and entities affiliated with Goldman Sachs are entitled to designate up to one director to our Board of Directors for so long as investment funds and entities affiliated with Goldman Sachs hold 25% or more of the shares of our common stock that they held immediately following the closing of our IPO.

For so long as investment funds and entities affiliated with Warburg Pincus will be entitled to designate at least three directors to our Board of Directors, the directors designated by investment funds and entities affiliated with Warburg Pincus will be entitled to designate the chairman of our Board of Directors.

### ***Removal of Directors***

Any director designated by investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs may be removed with or without cause only by investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs, respectively.

### ***Quorum***

For so long as investment funds and entities affiliated with Warburg Pincus have the right to designate at least one director for election to our Board of Directors and for so long as investment funds and entities affiliated with Goldman Sachs have the right to designate at least one director for election to our Board of Directors, in each case, a quorum of our Board of Directors will not exist without at least one director designee of each of Warburg Pincus and Goldman Sachs present at such meeting; provided that if a meeting of our Board of Directors fails to achieve a quorum due to the absence of a director designee of Warburg Pincus or Goldman Sachs, as applicable, the presence of at least one director designee of Warburg Pincus or Goldman Sachs, as applicable, will not be required in order for a quorum to exist at the next meeting of our Board of Directors.

### ***Transfer Restrictions***

Until December 22, 2016, and except for transfers to permitted transferees, any transfer of our shares of common stock by investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs will require the prior written consent of each of the investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs that have the right to designate at least one director for election to our Board of Directors.

### ***Approval Rights***

For so long as investment funds and entities affiliated with Warburg Pincus have the right to designate at least three directors for election to our Board of Directors, in addition to any other vote required by applicable law, certain actions required or permitted to be taken by our stockholders and certain specified corporate transactions may be effected only with the affirmative vote of 75% of our Board of Directors, including:

- acquisitions or business combination transactions involving any other entity with an enterprise value in excess of \$200 million in the aggregate;
- mergers or other business combinations or other transactions involving a sale of all or substantially all of our and our subsidiaries' assets or a "change in control" under our indebtedness documents;

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- dispositions of our or our subsidiaries' assets with a value in excess of \$200 million, other than sales of inventory or products in the ordinary course of business;
- any change in the size of our Board of Directors;
- any amendment to our restated certificate of incorporation or our amended and restated bylaws;
- any termination of our chief executive officer or designation of a new chief executive officer;
- any change in the composition of any committee of our Board of Directors;
- except for ordinary course compensation arrangements, entering into, or modifying, any arrangements with one of our executive officers or any of our or our executive officer's affiliates or associates;
- issuance of additional shares of our or our subsidiaries' capital stock, subject to certain limited exceptions; and
- incurrence of indebtedness that exceeds five (5) times consolidated EBITDA, as defined in our credit agreement with our lenders, for the preceding 12 months, subject to certain exceptions.

For so long as investment funds and entities affiliated with Goldman Sachs have the right to designate one director for election to our Board of Directors, the approval of the director designated by investment funds and entities affiliated with Goldman Sachs will be required for amendments to certain agreements with us if such amendments are disproportionately favorable to investment funds and entities affiliated with Warburg Pincus as compared to investment funds and entities affiliated with Goldman Sachs.

### *Corporate Opportunities*

To the fullest extent permitted by law, we have, on behalf of ourselves, our subsidiaries and our and their respective stockholders, renounced any interest or expectancy in, or in being offered an opportunity to participate in, and business opportunity that may be presented to Warburg Pincus, Goldman Sachs or any of their respective affiliates, partners, principals, directors, officers, members, managers, employees or other representatives, and no such person has any duty to communicate or offer such business opportunity to us or any of our subsidiaries or shall be liable to us or any of our subsidiaries or any of our or its stockholders for breach of any duty, as a director or officer or otherwise, by reason of the fact that such person pursues or acquires such business opportunity, directs such business opportunity to another person or fails to present such business opportunity, or information regarding such business opportunity, to us or our subsidiaries, unless, in the case of any such person who is a director or officer of ours, such business opportunity is expressly offered to such director or officer in writing solely in his or her capacity as a director or officer of ours.

### **Indemnification Agreements**

Our restated certificate of incorporation provides that we will indemnify our directors and officers to the fullest extent permitted by Delaware law. In addition, we have entered into indemnification agreements with all of our directors and executive officers.

Although directors designated for election to our Board of Directors by investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs may have certain rights to indemnification, advancement of expenses or insurance provided or obtained by investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs, respectively, we have agreed in our stockholders agreement that we will be the indemnitor of first resort, will advance the full amount of expenses incurred by each such director and, to the extent that investment funds and entities affiliated with either Warburg Pincus or Goldman Sachs or their insurers make any payment to, or advance any expenses to, any such director, we will reimburse those investment funds and entities and their insurers for such amounts.

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### Transactions with Goldman Sachs

Certain affiliates of The Goldman Sachs Group, Inc., including GS Capital Partners VI Fund, L.P., GS Capital Partners VI Offshore Fund, L.P. and related entities, or the Goldman Sachs Funds, beneficially own approximately 16% of our outstanding capital stock, and Mr. DiSabato, one of our directors, is a managing director at Goldman Sachs. See “Principal Stockholders” and “Management and Corporate Governance.”

In 2013, Goldman Sachs & Co., an affiliate of the Goldman Sachs Funds, was paid approximately \$4.3 million in fees and commissions as the lead underwriter for our IPO. In addition, we paid Goldman Sachs Lending Partners LLC, also an affiliate of the Goldman Sachs Funds, \$0.7 million in fees for acting as a co-lead arranger in a refinancing of our debt that took place in November 2013.

### Arrangements with Executive Officers and Directors

For a description of the compensation arrangements we have with our executive officers and directors, see “Executive Compensation—Employment and Compensation Arrangements with Named Executive Officers” and “Executive Compensation—Director Compensation.”

From January 1, 2012 until September 1, 2013, Steven K. Sydness, who was one of our directors from 1999 until June 2013, our executive chairman from March 2011 until December 2011, our chief executive officer from 1999 until March 2011 and our president periodically between 1999 and 2009, was employed by us on a part-time basis as an executive advisor. In 2013, we paid Mr. Sydness \$80,000 as compensation for his employment in this capacity. In his role as executive advisor, Mr. Sydness advised senior management on business operations, strategic planning and industry trends. He resigned from this position effective September 1, 2013.

### Policies and Procedures for Related Person Transactions

Our Board of Directors has adopted written policies and procedures for the review of any transaction, arrangement or relationship in which our company is a participant, the amount involved exceeds \$120,000, and one of our executive officers, directors, director nominees or 5% stockholders (or their immediate family members), each of whom we refer to as a “related person,” has a direct or indirect material interest. These policies and procedures became effective upon the closing of our IPO.

If a related person proposes to enter into such a transaction, arrangement or relationship, which we refer to as a “related person transaction,” the related person must report the proposed related person transaction to our chief legal officer. The policy calls for the proposed related person transaction to be reviewed and, if deemed appropriate, approved by the Audit Committee. Whenever practicable, the reporting, review and approval will occur prior to entry into the transaction. If advance review and approval is not practicable, the Audit Committee will review, and, in its discretion, may ratify the related person transaction. The policy also permits the chairman of the Audit Committee to review and, if deemed appropriate, approve proposed related person transactions that arise between committee meetings, subject to ratification by the Audit Committee at its next meeting. Any related person transactions that are ongoing in nature will be reviewed annually.

A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the Audit Committee after full disclosure of the related person’s interest in the transaction. As appropriate for the circumstances, the Audit Committee will review and consider:

- the related person’s interest in the related person transaction;
- the approximate dollar value of the amount involved in the related person transaction;
- the approximate dollar value of the amount of the related person’s interest in the transaction without regard to the amount of any profit or loss;
- whether the transaction was undertaken in the ordinary course of our business;

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- whether the terms of the transaction are no less favorable to us than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to us of, the transaction; and
- any other information regarding the related person transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Audit Committee may approve or ratify the transaction only if it determines that, under all of the circumstances, the transaction is in or is not inconsistent with our company's best interests. The Audit Committee may impose any conditions on the related person transaction that it deems appropriate.

In addition to the transactions that are excluded by the instructions to the SEC's related person transaction disclosure rule, our Board of Directors has determined that transactions that are specifically contemplated by provisions of our restated certificate of incorporation and amended and restated bylaws do not create a material direct or indirect interest on behalf of related persons and, therefore, are not related person transactions for purposes of this policy.

The policy provides that transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee in the manner specified in its charter.

**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee of the Board of Directors has reviewed the audited financial statements of Endurance International Group Holdings, Inc. (the “Company”) for the fiscal year ended December 31, 2013 and discussed them with the Company’s management and BDO USA, LLP, the Company’s independent registered public accounting firm.

The Audit Committee has also received from, and discussed with, the Company’s registered public accounting firm various communications that the Company’s registered public accounting firm is required to provide to the Audit Committee, including the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 16 (Communications with Audit Committees).

The Audit Committee has received the written disclosures and the letter from the Company’s registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the registered public accounting firm’s communications with the Audit Committee concerning independence, and has discussed with the Company’s registered public accounting firm its independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Company’s Board of Directors that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013.

By the Audit Committee of the Board of Directors of Endurance International Group Holdings, Inc.

Dale Crandall, Chairman  
Michael Hayford  
Peter J. Perrone  
Chandler J. Reedy

EXECUTIVE COMPENSATION

2013 Summary Compensation Table

The following table sets forth the total compensation paid to our chief executive officer and each of our two other most highly compensated executive officers for the year ended December 31, 2013, whom we refer to as our “named executive officers.”

Name and Principal Position	Year	Salary	Bonus (1)	Stock Awards (2)	Option Awards (3)	Non-Equity Incentive Plan	All Other Compensation	Total
						Compensation (4)		
Hari Ravichandran	2013	\$485,460	—	\$12,160,104	\$18,776,813	\$ 487,500	\$20,608,743(5)	\$52,518,620
President and Chief Executive Officer	2012	\$400,000	—	\$ 5,129,813	—	\$ 600,000	—	\$ 6,129,813
Tivanka Ellawala	2013	\$373,317	\$700,000	\$ 776,849	\$ 1,525,564	\$ 233,322	\$ 152,868(6)	\$ 3,761,920
Chief Financial Officer								
Ronald LaSalvia	2013	\$353,205	\$ 50,000	\$ 469,572	\$ 1,525,564	\$ 189,983	\$ 7,780(7)	\$ 2,596,104
Chief Operating Officer	2012	\$220,000	—	\$ 150,000	—	\$ 181,043	—	\$ 551,043

- (1) Amounts in this column represent one-time bonuses paid in 2013 in connection with the closing of our IPO, as well as a \$275,000 signing bonus paid to Mr. Ellawala, who joined us in December 2012.
- (2) Amounts in this column reflect the aggregate grant date fair value of share-based compensation awarded during the year computed in accordance with the provisions of Financial Accounting Standards Board Accounting Standard Codification Topic 718, or FASB ASC 718, excluding the impact of estimated forfeitures related to service-based vesting conditions. The assumptions that we used to calculate these amounts are discussed in Note 10 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.
- (3) Amounts in this column reflect the aggregate Black Scholes grant date fair value of stock options awarded during the year computed in accordance with the provisions of FASB ASC 718, excluding the impact of estimated forfeitures related to service-based vesting conditions. The assumptions that we used to calculate these amounts are discussed in Note 10 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.
- (4) Amounts in the column represent bonuses earned for the years shown based upon company and individual performance. See “Employment and Compensation Arrangements with Named Executive Officers.”
- (5) Consists principally of payments totaling \$20.5 million made to Mr. Ravichandran (consisting of \$15 million intended to assist him with IPO-related tax planning and \$5.5 million pursuant to a prior agreement between us and Mr. Ravichandran). See “Employment and Compensation Arrangements with Named Executive Officers – Hari Ravichandran – 2013 Payments.” Also included are legal fees paid on Mr. Ravichandran’s behalf in connection with our IPO, payments related to a personal Hart-Scott-Rodino filing made by Mr. Ravichandran, matching contributions made on Mr. Ravichandran’s behalf to our 401(k) retirement plan and premiums for an umbrella liability insurance policy for his benefit.
- (6) Amounts consist of a relocation payment of \$150,000 made to Mr. Ellawala and premiums on a life insurance policy and an umbrella liability insurance policy for his benefit.
- (7) Amounts consist of matching contributions made on Mr. LaSalvia’s behalf to our 401(k) retirement plan and premiums for an umbrella liability insurance policy for his benefit.

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### Outstanding Equity Awards at 2013 Fiscal Year-End

The following table sets forth information regarding outstanding stock awards held as of December 31, 2013 by our named executive officers.

<u>Name</u>	<u>Number of Securities Underlying Unexercised Options (#) Exercisable</u>	<u>Number of Securities Underlying Unexercised Options (#) Unexercisable</u>	<u>Option Exercise Price(\$)</u>	<u>Option Expiration Date</u>	<u>Number of Shares or Units of Stock That Have Not Vested (#)</u>	<u>Market Value of Shares or Units of Stock that Have Not Vested (\$)(1)</u>
Hari Ravichandran	113,714	2,615,474(2)	\$12.00	10/25/23	—	—
					461,556(3)	6,544,864
					288,014(4)	4,084,039
Tivanka Ellawala	—	221,739(5)	\$12.00	10/25/23	—	—
					250,259(6)	3,548,673
					39,131(8)	554,878
Ronald LaSalvia	—	221,739(5)	\$12.00	10/25/23	—	—
					70,921(7)	1,005,660
					39,131(8)	554,878

- (1) Represents the fair market value of shares that were unvested as of December 31, 2013, based on the closing market price of \$14.18 as of that date.
- (2) These stock options vest in equal monthly installments over a four year period beginning on October 25, 2013.
- (3) Represents restricted stock units, or RSUs, which vest in equal monthly installments over a four year period beginning on October 25, 2013. The common stock represented by these RSUs will not be delivered to Mr. Ravichandran until the occurrence of certain designated events. See “Employment and Compensation Arrangements with Named Executive Officers – Hari Ravichandran – Equity Interests.”
- (4) Represents RSUs which vest in equal monthly installments through February 22, 2016. The common stock represented by these RSUs will not be delivered to Mr. Ravichandran until the occurrence of certain designated events. See “Employment and Compensation Arrangements with Named Executive Officers – Hari Ravichandran – Equity Interests.”
- (5) These stock options vest over a four year period beginning on October 25, 2013, with 25% vesting on October 25, 2014 and the remainder vesting in equal monthly installments thereafter.
- (6) These restricted shares vest in equal monthly installments through December 14, 2016.
- (7) These restricted shares vest in equal monthly installments through December 21, 2015.
- (8) These restricted shares vest annually over a four year period beginning on October 25, 2013, with 25% vesting on October 25, 2014 and on each successive anniversary of that date through October 25, 2017.

### Explanatory Note Regarding Corporate Reorganization

Before our IPO, we were an indirect wholly owned subsidiary of WP Expedition Topco L.P., a Delaware limited partnership. Pursuant to the terms of a corporate reorganization that we completed prior to our IPO, WP Expedition Topco dissolved and in liquidation distributed shares of Endurance International Group Holdings, Inc. common stock to its limited partners in accordance with its limited partnership agreement. Each of our named executive officers held limited partnership interests in Topco prior to our IPO and received shares of our common stock with respect to those interests as part of the corporate reorganization. In the discussion that follows, references to “Topco” refer to WP Expedition Topco L.P. and references to our corporate reorganization refer to the reorganization described here.

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### Employment and Compensation Arrangements with Named Executive Officers

#### *Hari Ravichandran*

##### *Employment Agreement*

On September 30, 2013, we entered into a new employment agreement with Mr. Ravichandran. This agreement has an initial term of three years and then automatically renews for successive one-year terms, unless either we or Mr. Ravichandran provide written notice of non-renewal to the other party at least 90 days prior to the expiration of the then-current term, or if it is terminated earlier in accordance with its terms. Other material terms of the agreement are summarized below.

##### *Base Salary and Bonus*

Effective as of September 30, 2013, Mr. Ravichandran is entitled under his employment agreement to receive an annual base salary of \$750,000, which is reviewed annually and subject to increase by our Compensation Committee. Mr. Ravichandran is also eligible to earn an annual bonus with a target opportunity of 75% of his base salary in 2013 and 100% of his base salary beginning in 2014. Although the actual annual bonus may be higher or lower than 75% (100% beginning in 2014) of his base salary, as determined by the Compensation Committee in its discretion, the employment agreement provides that it may, in no event, be more than 125% of his base salary in 2013 and 200% of his base salary beginning in 2014. In addition, for 2013, Mr. Ravichandran was eligible to receive quarterly bonuses, with the target amount of each quarterly bonus set at 6.25% of his annual base salary. Annual and quarterly bonuses are payable upon achievement of individual and/or company performance goals established by the Board. Beginning in 2014, Mr. Ravichandran will no longer be eligible to receive quarterly bonuses.

For 2013, Mr. Ravichandran's quarterly bonuses and his annual bonus were paid at the target level, based upon our level of achievement against our financial targets and our Compensation Committee's subjective assessment of Mr. Ravichandran's performance.

##### *2013 Payments*

In 2013, we made a total of approximately \$20.5 million in payments to Mr. Ravichandran, consisting of \$15 million intended to assist him with IPO-related tax planning and \$5.5 million pursuant to a prior agreement between us and Mr. Ravichandran. In addition, we paid legal fees of \$65,666 on Mr. Ravichandran's behalf to cover legal advice provided to him on compensation, employment and estate planning matters related to our IPO and \$80,917 in payments related to a personal Hart-Scott Rodino filing made by him (consisting of a filing fee of \$45,000 and a tax gross-up payment of \$35,917 to cover his taxes on imputed income associated with the filing fee).

##### *Equity Interests*

Mr. Ravichandran received a grant of Topco limited partnership interests on each of February 22, 2012 and November 9, 2012. To the extent not already vested, all such partnership units were modified such that they became fully vested in connection with our IPO. As part of our corporate reorganization, Mr. Ravichandran received 5,764,822 fully vested shares of our common stock on October 24, 2013 in respect of these limited partnership interests.

In addition, Mr. Ravichandran was granted the following equity awards on October 25, 2013:

- a restricted stock unit award with respect to 531,719 shares of our common stock. This award was issued to Mr. Ravichandran in respect of 3,747,596 Topco limited partnership interests granted to him before our IPO, based upon a prior understanding with Warburg Pincus and Goldman Sachs. Approximately 42% of this restricted stock unit award was vested at grant and the remaining 58% vests in equal monthly increments through February 22, 2016. Shares of vested common stock represented

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by these RSUs will be delivered to Mr. Ravichandran on the earlier to occur of October 25, 2016, the closing of a change of control of the company, 30 days following his death or disability or three days after the termination of his service with us.

- an option under the 2013 Plan to acquire 2,729,188 shares of our common stock with an exercise price equal to our IPO price, which was \$12.00 per share. This award vests in equal monthly increments over four years, starting on the grant date.
- a restricted stock unit award under the 2013 Plan with respect to 481,623 shares of our common stock. This award vests in equal monthly increments over four years, starting on the grant date. Shares of vested common stock represented by these RSUs will be delivered to Mr. Ravichandran on the earlier to occur of October 25, 2017, the closing of a change of control of the company, 30 days following his death or disability or three days after the termination of his service with us.

In the event that Mr. Ravichandran's employment is terminated without cause or he resigns for good reason within the one-year period following a change in control of our company, the remaining unvested portion of each of these awards will vest in full as of his termination date.

### *Severance Payments and Benefits*

If Mr. Ravichandran's employment is terminated without cause or he resigns his employment for good reason, he is entitled under his employment agreement to the following severance payments:

- continued payment of his base salary for a period of 24 months;
- payment of an amount equal to two times the prior year's annual bonus (or if the termination occurs within the one-year period following a change in control, an amount equal to the greater of the prior year's annual bonus or his target annual bonus);
- a lump sum payment in an amount that, after applicable taxes, is equal to the monthly COBRA premium that Mr. Ravichandran would be required to pay to continue group health insurance coverage for a period of 18 months following his termination; and
- in the event that the termination occurs within the one-year period following a change in control of our company, full acceleration of all unvested equity awards held by Mr. Ravichandran.

In order to receive these severance payments, Mr. Ravichandran must sign a general release in favor of us and our affiliates and abide by specified restrictive covenants, including two-year non-competition and non-solicitation covenants, as well as confidentiality and non-disparagement obligations.

## *Tivanka Ellawala*

### *Employment Agreement*

On October 10, 2012, we entered into an employment agreement with Mr. Ellawala. Mr. Ellawala's employment agreement has an initial term of two years, beginning on December 14, 2012, and then automatically renews for successive one-year terms, unless either we or Mr. Ellawala provide written notice of non-renewal to the other party at least 90 days prior to the expiration of the then-current term, or if it is terminated earlier in accordance with its terms. The material terms of Mr. Ellawala's employment agreement are summarized below.

### *Base Salary and Bonus*

Mr. Ellawala is entitled under his employment agreement to receive an annual base salary of \$375,000, which is reviewed annually and subject to increase by our Compensation Committee. He is also eligible to earn a quarterly bonus with a target opportunity of 15% of his quarterly base salary, for an annual total target amount of 60% of his annual base salary. Mr. Ellawala's quarterly bonuses amounts are determined in accordance with our

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Management Incentive Plan, or MIP, pursuant to which eligible employees, including executive officers other than Mr. Ravichandran, are eligible for quarterly cash bonuses. Quarterly bonus pool funding under the MIP is dependent upon the company reaching at least 90% of certain designated financial targets. Provided that this 90% threshold is met, bonuses are calculated based on an individual's target bonus percentage and on our level of achievement against our financial targets for the quarter, subject to adjustment based upon individual performance. For 2013, Mr. Ellawala's quarterly bonuses were determined based upon Mr. Ellawala's target bonus percentage, our level of achievement against our financial targets and the subjective assessment of Mr. Ellawala's performance by Mr. Ravichandran and the Compensation Committee.

During 2013, we paid Mr. Ellawala certain one-time bonuses, consisting of a signing bonus of \$275,000 and a relocation bonus of \$150,000 pursuant to the terms of his employment agreement, as well as a bonus of \$425,000 in recognition of Mr. Ellawala's efforts in connection with our IPO. Mr. Ellawala will be obligated to repay us a portion of the signing bonus if he is terminated for cause or resigns without good reason prior to December 14, 2014.

### *Equity Interests*

Mr. Ellawala received a grant of Topco limited partnership interests on January 8, 2013. Half of these partnership interests were originally subject to time-based vesting over a four-year period, and half were subject to performance-based vesting conditions. In connection with our IPO, the performance-based partnership interests were modified to make them subject to the time-based vesting schedule. In connection with our corporate reorganization, Mr. Ellawala received 333,678 shares of our common stock on October 25, 2013 in respect of these limited partnership interests. 25% of these shares vested on December 14, 2013, and the remainder will vest in equal monthly installments through December 14, 2016. In the event that Mr. Ellawala's employment is terminated without cause or he resigns for good reason within the one-year period following a change in control of our company, the remaining unvested portion of this award will vest in full as of his termination date.

In addition, Mr. Ellawala was granted the following equity awards under our 2013 Plan on October 25, 2013:

- an option to acquire 221,739 shares of our common stock with an exercise price equal to our IPO price, which was \$12.00 per share. This award vests as to 25% of the underlying shares on the first anniversary of the date of grant and in equal monthly installments thereafter.
- a restricted stock award with respect to 39,131 shares of our common stock. This award vests annually as to 25% of the shares beginning with the first anniversary of the date of grant and ending on the fourth anniversary of the date of grant.

In the event that we undergo a change in control and Mr. Ellawala's employment is terminated without cause by us within the one-year period following the change in control, any remaining unvested portion of these awards will vest in full as of his termination date.

### *Severance Payments and Benefits*

If Mr. Ellawala's employment is terminated without cause or he resigns his employment for good reason, he is entitled under his employment agreement to the following severance payments:

- continued payment of his base salary for a period of 12 months (or if the termination occurs within the one-year period following a change in control, 24 months); and
- reimbursement on a monthly basis for the monthly COBRA premium that Mr. Ellawala would be required to pay to continue group health insurance coverage for a period of up to 18 months following his termination.

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In order to receive these severance payments, Mr. Ellawala must sign a general release in favor of us and our affiliates and abide by specified restrictive covenants, including two-year non-competition and non-solicitation covenants, as well as confidentiality and non-disparagement obligations.

Mr. Ellawala's employment agreement also provides that we will pay the premiums for a life insurance policy covering him in the amount of \$2 million.

### ***Ronald LaSalvia***

#### ***Employment Offer Letter Agreement***

We entered into an at-will offer letter agreement with Mr. LaSalvia on April 11, 2011, which established the initial terms of his employment with us. Mr. LaSalvia is also bound by specified restrictive covenants, including non-competition, non-solicitation and confidentiality obligations, pursuant to a separate agreement with us.

#### ***Base Salary and Bonus***

During 2013, Mr. LaSalvia's base salary was increased from \$220,000 to \$400,000 per year effective April 1, 2013 to reflect his promotion to chief operating officer and the associated expansion of his responsibilities. His annual bonus target was also increased from a quarterly target of \$29,000 to an annual target of 50% of his base salary for the year, payable quarterly. Actual bonus payouts may be either lower or higher than the target, as determined by the Compensation Committee in its discretion.

Mr. LaSalvia's quarterly bonus amounts for 2013 were determined based upon Mr. LaSalvia's bonus targets, our level of achievement against our financial targets, designated operational metrics and the subjective assessment of Mr. LaSalvia's performance by Mr. Ravichandran and the Compensation Committee.

Also during 2013, we paid Mr. LaSalvia a one-time bonus of \$50,000 in recognition of his efforts in connection with our IPO.

#### ***Equity Interests***

Mr. LaSalvia received a grant of Topco limited partnership interests on February 22, 2012. Half of these partnership interests were originally subject to time-based vesting over a five-year period beginning on December 21, 2011, and half were subject to performance-based vesting conditions. In connection with our IPO, the performance-based partnership interests were modified to make them subject to the time-based vesting schedule. In connection with our corporate reorganization, Mr. LaSalvia received 177,301 shares of our common stock on October 25, 2013 in respect of these limited partnership interests, 40% of which were vested on that date. The remainder of the shares were initially scheduled to vest at a rate of 20% annually, but were modified in December 2013 to provide for monthly vesting, consistent with our standard vesting schedule for restricted shares issued in respect of Topco limited partnership interests. The remaining shares will vest in equal monthly installments through December 22, 2015. In the event that Mr. LaSalvia's employment is terminated without cause or he resigns for good reason within the one-year period following a change in control of our company, the remaining unvested portion of this award will vest in full as of his termination date.

In addition, Mr. LaSalvia was granted the following equity awards under our 2013 Plan on October 25, 2013:

- an option to acquire 221,739 shares of our common stock with an exercise price equal to our IPO price, which was \$12.00 per share. This award vests as to 25% of the underlying shares on the first anniversary of the date of grant and in equal monthly installments thereafter.
- a restricted stock award with respect to 39,131 shares of our common stock. This award vests annually as to 25% of the shares beginning with the first anniversary of the date of grant and ending on the fourth anniversary of the date of grant.

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In the event that we undergo a change in control and Mr. LaSalvia's employment is terminated without cause by us within the one-year period following the change in control, any remaining unvested portion of these awards will vest in full as of his termination date.

### Director Compensation

We compensate our directors who are neither employees of our company nor affiliates of Warburg Pincus or Goldman Sachs, or our eligible directors, for their service as directors. Accordingly, Mr. Ravichandran, our President and Chief Executive Officer, does not receive any additional compensation for his service as a director. In addition, neither Messrs. Neary, Reedy and Sadrian, each of whom is affiliated with Warburg Pincus, nor Mr. DiSabato, who is affiliated with Goldman Sachs, receive any compensation for their service as directors.

**Cash Retainers.** Effective upon the closing of our IPO on October 30, 2013, our eligible directors were entitled to receive cash retainer fees in consideration of their Board service as follows:

Annual retainer fee for service on our Board	\$80,000
Additional annual retainer fees for committee service:	
Committee chair	\$20,000
Committee member (other than chair)	\$10,000

**Per-Meeting Fees.** In the event the Board holds more than five board meetings in a calendar year (including special meetings held in person but excluding all telephonic Board meetings and all committee meetings), each eligible director will receive a per-meeting attendance fee of \$5,000 for each Board meeting in excess of five that he attends in person during that calendar year.

**Equity Compensation.** On October 25, 2013, we granted each eligible director an option under our 2013 Plan to purchase 78,250 shares of our common stock at an exercise price equal to \$12.00, our IPO price. These options vest as to 25% of the underlying shares on the first anniversary of the grant date, and in equal monthly installments thereafter. In addition, Thomas Gorny received a grant of 22,222 vested shares in recognition of his past service as a member of our Board.

Each member of our Board is entitled to reimbursement for reasonable travel and other expenses incurred in connection with attending Board meetings and meetings for any committee on which he serves.

### 2013 Eligible Director Compensation

The following table sets forth information regarding the compensation of our eligible directors for their service on our Board in 2013:

Name	Fees Earned or Paid in		Option Awards(3) (\$)	All Other Compensation (\$)	Total (\$)
	Cash (\$)(1)	Stock Awards (\$)(2)			
Dale Crandall	\$17,260	—	\$538,360	—	\$555,620
Thomas Gorny	\$13,808	\$266,664(4)	\$538,360	—	\$818,832
Michael Hayford	\$15,534	—	\$538,360	—	\$553,894
Peter Perrone	\$15,534	—	\$538,360	—	\$553,894
Steven K. Sydness	—	—	—	\$ 80,000(5)	\$ 80,000

- (1) Cash retainer payments for 2013 were prorated from October 30, 2013, the effective date of our director compensation program described above, through December 31, 2013.
- (2) Amounts in this column reflect the aggregate grant date fair value of share-based compensation awarded during the year computed in accordance with the provisions of FASB ASC 718, excluding the impact of estimated forfeitures

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related to service-based vesting conditions. The assumptions that we used to calculate these amounts are discussed in Note 10 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

- (3) Amounts in this column reflect the aggregate Black Scholes grant date fair value of stock options awarded during the year computed in accordance with the provisions of FASB ASC 718, excluding the impact of estimated forfeitures related to service-based vesting conditions. The assumptions that we used to calculate these amounts are discussed in Note 10 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. As of December 31, 2013, each of Mr. Crandall, Mr. Gorny, Mr. Hayford and Mr. Perrone held outstanding options to purchase 78,250 shares of our common stock.
- (4) Represents 22,222 vested shares awarded to Mr. Gorny on October 25, 2013 in recognition of past services to our company. All of these shares were outstanding as of December 31, 2013.
- (5) Mr. Sydness served as a director until June 2013. The compensation shown consists of \$80,000 paid to Mr. Sydness as consideration for his services to us as an executive advisor during the year ended December 31, 2013. See “Related Person Transactions.”

## Equity Compensation Plan Information

The following table provides information as of December 31, 2013 about the securities authorized for issuance under our equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights	Weighted Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (4)
	Equity Compensation Plans Approved by Security Holders	6,101,294(1)	\$ 12.00(2)
Equity Compensation Plans Not Approved by Security Holders	531,719(3)	N/A	—
Total	6,633,013	\$ 12.00	11,161,556

- (1) Consists of 5,619,671 shares subject to outstanding stock options and 481,623 shares issuable pursuant to RSUs granted to Mr. Ravichandran, in each case issued under the 2013 Plan. See “Employment and Compensation Arrangements with Named Executive Officers – Hari Ravichandran – Equity Interests.”
- (2) This figure does not take into account the shares issuable pursuant to RSUs, which have no exercise price.
- (3) Consists of shares issuable pursuant to RSUs granted to Mr. Ravichandran. See “Employment and Compensation Arrangements with Named Executive Officers – Hari Ravichandran – Equity Interests.”
- (4) Consists of shares available for future issuance pursuant to the 2013 Plan.

PRINCIPAL STOCKHOLDERS

The following table sets forth information with respect to the beneficial ownership of our common stock, as of March 31, 2014, by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock;
- each of our directors;
- each of our named executive officers; and
- all of our executive officers and directors as a group.

The number of shares beneficially owned by each stockholder is determined under SEC rules and includes voting or investment power with respect to securities. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting power or investment power. In computing the number of shares beneficially owned by an individual or entity and the percentage ownership of that person, shares of common stock subject to options, warrants or other rights held by such person that are currently exercisable or will become exercisable within 60 days after March 31, 2014 are considered outstanding, although these shares are not considered outstanding for purposes of computing the percentage ownership of any other person. Unless otherwise indicated, the address of all listed stockholders is c/o Endurance International Group Holdings, Inc., 10 Corporate Drive, Suite 300, Burlington, Massachusetts 01803. Each of the stockholders listed has sole voting and investment power with respect to the shares beneficially owned by the stockholder unless noted otherwise, subject to community property laws where applicable. Beneficial ownership representing less than 1% is denoted with an asterisk (\*).

<u>Name of Beneficial Owner</u>	<u>Number of Shares Beneficially Owned</u>	<u>Percentage of Shares Beneficially Owned</u>
<b>5% Stockholders</b>		
Investment funds and entities affiliated with Warburg Pincus(1)	64,678,557	50.1%
Investment funds and entities affiliated with Goldman Sachs(2)	20,852,775	16.2%
<b>Executive Officers and Directors</b>		
Hari Ravichandran(3)	9,247,755	7.2%
Tivanka Ellawala(4)	372,809	*
Ronald LaSalvia(5)	225,910	*
James C. Neary(6)	64,678,557	50.1%
Dale Crandall	—	*
Joseph P. DiSabato(7)	20,852,775	16.2%
Thomas Gorny(8)	2,865,781	2.2%
Michael Hayford	—	*
Peter J. Perrone	—	*
Chandler J. Reedy(6)	64,678,557	50.1%
Justin L. Sadrian(6)	64,678,557	50.1%
All executive officers and directors as a group (14 persons)	98,925,159	76.2%

(1) Consists of (i) 46,150,245 shares of our common stock owned by Warburg Pincus Private Equity X, L.P. and (ii) 1,476,426 shares of our common stock owned by Warburg Pincus X Partners, L.P., both Delaware

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limited partnerships (together, “WP X”) and (iii) 17,051,886 shares of our common stock owned by WP Expedition Co-Invest L.P., a Delaware limited partnership (“WP Expedition Co-Invest” and together with WP X, the “Warburg Pincus entities”). Warburg Pincus X, L.P., a Delaware limited partnership (“WP X GP”), is the general partner of WP X. Warburg Pincus X LLC, a Delaware limited liability company (“WP X LLC”), is the general partner of WP X GP. Warburg Pincus Partners LLC, a New York limited liability company (“WP Partners”), is the sole member of WP X LLC. Warburg Pincus & Co., a New York general partnership, (“WP”), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company (“WP LLC”), is the manager of WP X. The general partner of WP Expedition Co-Invest is WP Partners. Charles R. Kaye and Joseph P. Landy are each managing general partners of WP and managing members and co-presidents of WP LLC and may be deemed to control the Warburg Pincus entities. The Warburg Pincus entities, WP X GP, WP X LLC, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy have shared voting and investment control of all of the shares owned by the Warburg Pincus entities. The business address of the Warburg Pincus entities is c/o Warburg Pincus LLC, 450 Lexington Avenue, New York, New York 10017. WP Partners, as the general partner of WP Expedition, and WP and WP LLC, may be deemed to be the beneficial owner of the shares owned by WP Expedition and WP and WP LLC.

- (2) Consists of (i) 9,025,964 shares of our common stock owned by GS Capital Partners VI Fund, L.P., a Delaware limited partnership; (ii) 7,507,479 shares of our common stock owned by GS Capital Partners VI Offshore Fund L.P., a Cayman Islands exempted limited partnership; (iii) 2,481,986 shares of our common stock owned by GS Capital Partners VI Parallel, L.P., a Delaware limited partnership; (iv) 320,782 shares of our common stock owned by GS Capital Partners VI GmbH & Co. KG, a German limited partnership; (v) 724,611 shares of our common stock owned by Bridge Street 2011, L.P., a Delaware limited partnership; (vi) 318,027 shares of our common stock owned by Bridge Street 2011 Offshore, L.P., a Cayman Islands exempted limited partnership; and (vii) 473,926 shares of our common stock owned by MBD 2011 Holdings, L.P., a Cayman exempted limited partnership (collectively, the “GS Entities”). Goldman, Sachs & Co. (“GS”) served as an underwriter for our IPO and is a broker-dealer and is the investment manager for certain of the GS Entities. GS is a direct and indirect wholly owned subsidiary of The Goldman Sachs Group, Inc. (“GSG”). The GS Entities, of which affiliates of GSG are the general partner, managing general partner or investment manager, share voting and investment power with certain of its respective affiliates. All voting and investment decisions for the GS Entities are made by the Merchant Banking Division Corporate Investment Committee of GS, which is currently comprised of Richard A. Friedman, Joseph H. Gleberman, Thomas G. Connolly, John F. Daly, Joseph P. DiSabato, Elizabeth C. Fascitelli, Bradley J. Gross, Martin A. Hintze, Stephanie Hui, Adrian M. Jones, Michael E. Koester, Scott Lebovitz, Sanjeev Mehra, Kenneth A. Pontarelli, Sumit Rajpal, James H. Reynolds, Ankur Sahu and Andrew E. Wolff, through voting by the committee members. The business address of the GS Entities is c/o Goldman, Sachs & Co., 200 West Street, New York, New York 10282.
- (3) Includes 6,034,138 shares of our common stock directly owned by Mr. Ravichandran, 1,767,747 shares held by the Ravichandran Family LLC (the “LLC”) and an aggregate of 678,537 shares held by The Hari Ravichandran 2013 Grantor Retained Annuity Trust and the 2013 Ravichandran Family GST Trust (together, the “Trusts”). Mr. Ravichandran has shared voting power with the respect to the shares held by the LLC and has sole voting and dispositive power with respect to the shares held by the Trusts. Also includes 369,327 shares of common stock underlying restricted stock units that have vested as of March 31, 2014 or will become vested within 60 days of that date, and 398,006 shares of common stock subject to stock options that are exercisable within 60 days of March 31, 2014.
- (4) Consists of 104,274 shares of common stock that have vested as of March 31, 2014 and 268,535 shares that will remain subject to vesting.
- (5) Consists of 109,209 shares of common stock that have vested as of March 31, 2014 and 116,701 shares that will remain subject to vesting following that date.
- (6) Messrs. Neary, Reedy and Sadrian are partners of WP and managing directors and members of WP LLC. All shares indicated as owned by Messrs. Neary, Reedy and Sadrian are included because of their affiliation with the Warburg Pincus entities. Charles R. Kaye and Joseph P. Landy are managing general partners of WP and managing members and co-presidents of WP LLC and may be deemed to control the Warburg Pincus entities.

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- (7) GS is a direct and indirect wholly owned subsidiary of GSG. The shares are owned by the GS Entities. The GS Entities, of which affiliates of GSG are the general partner, managing general partner or investment manager, share voting and investment power with certain of its respective affiliates. Mr. DiSabato is a managing director of GS.
- (8) Mr. Gorny is the grantor and trustee of The Thomas and Aviva Gorny Family Trust and the grantor of each of The Thomas and Aviva Gorny Irrevocable Trust and The Gorny 2013 Irrevocable Trust (collectively, the “Gorny Trusts”). As a result, Mr. Gorny may have voting and investment control over, and may be deemed to be the beneficial owner of, an aggregate of 2,843,559 shares of common stock owned by the Gorny Trusts.

### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, officers and beneficial owners of more than 10% of our common stock to file reports of ownership and changes of ownership with the SEC on Forms 3, 4 and 5. We believe that during 2013, our directors, officers and beneficial owners of more than 10% of our common stock timely complied with all applicable filing requirements. In making these disclosures, we relied solely on a review of copies of such reports filed with the SEC and furnished to us and written representations that no other reports were required.

## PROPOSAL 1

### ELECTION OF DIRECTORS

Our certificate of incorporation provides for a classified board. This means our Board is divided into three classes, with each class having as nearly as possible an equal number of directors. The term of service of each class of directors is staggered so that the term of one class expires at each annual meeting of the stockholders.

Our Board currently consists of nine members, divided into three classes as follows:

- Class I consists of Michael Hayford, Peter Perrone and Chandler Reedy, each with a term ending at the Annual Meeting;
- Class II consists of Dale Crandall, Thomas Gorny and Justin Sadrian, each with a term ending at the 2015 annual meeting; and
- Class III consists of Joseph DiSabato, James Neary and Hari Ravichandran, each with a term ending at the 2016 annual meeting.

At each annual meeting of stockholders, directors are elected for a full term of three years to succeed those directors whose terms are expiring. Messrs. Hayford, Perrone and Reedy are current directors whose terms expire at the Annual Meeting. Messrs. Hayford, Perrone and Reedy are each nominated for re-election as a Class I director, with a term ending in 2017.

Unless otherwise instructed in the proxy, all proxies will be voted “FOR” the election of all of the Class I nominees identified above to a three-year term ending in 2017, each such nominee to hold office until his successor has been duly elected and qualified. Each of the nominees has indicated his willingness to serve on our Board, if elected. If any nominee should be unable to serve, the person acting under the proxy may vote the proxy for a substitute nominee designated by our Board. We do not expect that any of the nominees will be unable to serve if elected.

A plurality of the combined voting power of the shares of common stock present in person or represented by proxy at the Annual Meeting and entitled to vote is required to elect each nominee as a director.

**OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” THE ELECTION OF MESSRS. REEDY, HAYFORD AND PERRONE.**

PROPOSAL 2

**RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed the firm of BDO USA, LLP, an independent registered public accounting firm, to audit our books, records and accounts for the year ending December 31, 2014. This appointment is being presented to the stockholders for ratification at the Annual Meeting.

BDO has no direct or indirect material financial interest in our company or our subsidiaries. Representatives of BDO are expected to be present at the Annual Meeting and will be given the opportunity to make a statement on the firm’s behalf if they so desire. The representatives also will be available to respond to questions as appropriate.

The following table summarizes BDO’s fees billed to us for each of the last two fiscal years. For the fiscal year ended December 31, 2013, audit fees include an estimate of amounts not yet billed of \$10,000.

Fee Category	2012	2013
Audit Fees(1)	\$ 565,152	\$1,167,723
Audit-Related Fees(2)	\$ 130,174	\$ 85,000
Tax Fees(3)	\$ 538,201	\$1,079,506
Total Fees	\$1,233,527	\$2,332,229

- (1) Audit fees consist of fees for the audit of our financial statements, the review of the interim financial statements included in our quarterly reports on Form 10-Q and other professional services provided in connection with statutory and regulatory filings or engagements, including services rendered in connection with our IPO.
- (2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit and the review of our financial statements and which are not reported under “Audit Fees”. For the fiscal year ended December 31, 2012, audit-related fees include services rendered in connection with an audit of the 2012 pre-acquisition financial statements of HostGator.com, LLC, which we acquired in July 2012. For the fiscal year ended December 31, 2013, audit-related fees include due diligence procedures performed for the acquisition of Directi, which we acquired in January 2014.
- (3) Tax fees consist of fees for tax compliance, tax advice and tax planning services.

Our Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our registered public accounting firm. This policy generally provides that we will not engage our registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by our Audit Committee or the engagement is entered into pursuant to one of the pre-approval procedures described below.

From time to time, our Audit Committee may pre-approve specified types of services that are expected to be provided to us by our registered public accounting firm during the next 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

Our Audit Committee has also delegated to the chairman of our Audit Committee the authority to approve any audit or non-audit services to be provided to us by our registered public accounting firm. Any approval of services by the chairman of our Audit Committee pursuant to this delegated authority is reported on at the next meeting of our Audit Committee.

Unless otherwise instructed in the proxy, all proxies will be voted “FOR” the ratification unless stockholders specify otherwise. Although stockholder ratification is not required, we believe that it is advisable to give

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stockholders an opportunity to ratify this appointment. If Proposal 2 is not approved at the Annual Meeting, our Audit Committee may reconsider its appointment of BDO as our independent auditors for the year ending December 31, 2014. Even if the appointment is ratified, our Board and the Audit Committee in their discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of our company and our stockholders.

**OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014.**

## OTHER MATTERS

As of the date of this proxy statement, we know of no matter not specifically referred to above as to which any action is expected to be taken at the Annual Meeting. The persons named as proxies will vote the proxies, insofar as they are not otherwise instructed, regarding such other matters and the transaction of such other business as may be properly brought before the meeting, as seems to them to be in the best interest of our company and our stockholders.

### Stockholder Proposals for 2015 Annual Meeting

#### *Stockholder Proposals Included in Proxy Statement*

To be considered for inclusion in the proxy statement and proxy card relating to our Annual Meeting of Stockholders to be held in 2015, or the 2015 Annual Meeting, stockholder proposals must include the information set forth in our bylaws and be received at our principal executive offices no later than December 22, 2014. However, if the date of next year’s annual meeting is changed by more than 30 days from the anniversary date of this year’s annual meeting on June 5, then the deadline is a reasonable time before we begin to print and mail proxy materials. Upon receipt of any such proposal, we will determine whether or not to include such proposal in the proxy statement and proxy card in accordance with regulations governing the solicitation of proxies.

#### *Stockholder Proposals Not Included in Proxy Statement*

We must receive notice of other proposals of stockholders (including director nominations) intended to be presented at the 2015 Annual Meeting but not included in the proxy statement by March 7, 2015, but not before February 5, 2015. However, in the event the 2015 Annual Meeting is scheduled to be held on a date before May 16, 2015, or after August 4, 2015, then these notices may be received by us at our principal executive office not earlier than 120 days prior to such annual meeting and not later than the close of business on the later of (1) the 90<sup>th</sup> day before the scheduled date of such annual meeting and (2) the 10<sup>th</sup> day after the day on which notice of the date of such annual meeting was mailed or we first make a public announcement of the date of such annual meeting, whichever first occurs. All such notices must contain the information required by our bylaws, and any proposals we do not receive in accordance with the above standards will not be voted on at the 2015 Annual Meeting.

### Householding of Proxy Statement

Some banks, brokers and other nominee record holders may be participating in the practice of “householding” proxy statements and annual reports. This means that if you elected to receive printed materials, only one copy of this proxy statement may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of this proxy statement to you if you call us at (781) 852-3200 or write us at the following address or phone number: Corporate Secretary, Endurance International Group Holdings, Inc., 10 Corporate Drive, Suite 300, Burlington, Massachusetts 01803. If you would like to receive separate copies of our proxy statements and annual reports in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address and phone number.

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**ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC.**  
**10 CORPORATE DRIVE, THIRD FLOOR**  
**BURLINGTON, MASSACHUSETTS 01803**  
**UNITED STATES**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

	<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.	
<b>The Board of Directors recommends you vote FOR the following:</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		┌ └
1. Election of Directors Nominees					
01 Michael D. Hayford      02 Peter J. Perrone      03 Chandler J. Reedy					
<b>The Board of Directors recommends you vote FOR the following proposal:</b>					<b>For    Against    Abstain</b>
2. To ratify the appointment of BDO USA, LLP, an independent registered public accounting firm, as our independent auditors for the year ending December 31, 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>
<b>NOTE:</b> In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.					
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.					
Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)		Date	

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Annual Report, Notice and Proxy Statement is/are available at [www.proxyvote.com](http://www.proxyvote.com).

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**ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC.**  
**Annual Meeting of Stockholders**  
**June 5, 2014 3:00 PM Eastern Time**  
**This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Hari Ravichandran, Tivanka Ellawala and David Bryson, or any of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common stock of ENDURANCE INTERNATIONAL GROUP HOLDINGS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 3:00 PM, ET on June 5, 2014, at the Boston Marriott Burlington, One Burlington Mall Road, Burlington, MA 01803, and any adjournment or postponement thereof. For directions to our Annual Meeting of Stockholders, please visit our website at <http://ir.enduranceinternational.com/events.cfm>.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the recommendations of the Board of Directors.**

**Continued and to be signed on reverse side**

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April 21, 2014

### VIA ELECTRONIC SUBMISSION

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: Endurance International Group Holdings, Inc.  
Commission File No. 001-36131  
Definitive Proxy Materials

Ladies and Gentlemen:

On behalf of Endurance International Group Holdings, Inc. (the “Company”), transmitted herewith for filing pursuant to Rule 14a-6(b) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are definitive copies of the Notice of Annual Meeting of Stockholders, Proxy Statement and Form of Proxy (the “Proxy Materials”) relating to the Company’s 2014 Annual Meeting of Stockholders to be held on June 5, 2014 (the “Annual Meeting”). In a separate transmission also being made today, the Company is filing a copy of its Notice of Internet Availability of Proxy Materials relating to the Annual Meeting pursuant to Rule 14a-16(i) promulgated under the Exchange Act. The Company will begin mailing its Notice of Internet Availability of Proxy Materials to its stockholders on April 21, 2014 through which the Company shall furnish and release its Proxy Materials to its stockholders.

In accordance with the requirements of Rule 14a-3(c) under the Exchange Act, seven paper copies of the Company’s Annual Report to Stockholders for the fiscal year ended December 31, 2013, which is also scheduled to be furnished to stockholders, along with the Proxy Materials, through the Notice of Internet Availability of Proxy Materials beginning on April 21, 2014, will be mailed to the Commission under separate cover.

Please call the undersigned of the Company if you have any questions regarding this matter at (781) 852-3358.

Very truly yours,

/s/ Jill A. DiGiovanni

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Jill A. DiGiovanni

Attachments