

**WEB.COM GROUP, INC.**  
**CORPORATE GOVERNANCE PRINCIPLES**

**AMENDED AND RESTATED**  
**JANUARY 27, 2016**

**1. Director Qualifications**

a. Independence and Composition. The Board of Directors (the “*Board*” or “*Board of Directors*”) of Web.com Group, Inc. (the “*Company*”) will have a majority of directors who meet the criteria for independence required by The Nasdaq Stock Market. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board of Directors, on an annual basis, the requisite skills and characteristics of new directors as well as the composition of the Board of Directors as a whole. This assessment will include a review of each member’s qualification as independent, as well as consideration of business diversity, skills, and experience in the context of the needs of the Company and the Board of Directors. Nominees for directorship will be selected by the Board based on the recommendations of the Nominating and Corporate Governance Committee in accordance with the policies and principles in its charter. The invitation to join the Board of Directors should be extended by the Board of Directors itself.

b. Size and Classes of the Board. The number of directors will be established by the Board in accordance with Article V, Paragraph A, Section 1 of the Company’s Amended and Restated Certificate of Incorporation (the “*Restated Certificate*”) and Section 15 of the Company’s Amended and Restated Bylaws (the “*Bylaws*”). The Company’s Restated Certificate provides further that the Board will be divided into three classes having staggered terms of three years each. The Board of Directors has the authority to change the number of members, including: to accommodate the availability of an outstanding candidate; to allow for a resignation; and/or to add an additional mix of business experience to the composition of the Board of Directors.

c. Service on Other Boards. The Board does not believe that its members should be prohibited from serving on boards or committees of other companies, and the Board has not adopted any guidelines limiting such activities. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board. The Board and the Nominating and Corporate Governance Committee will take into account the nature and time involved in a directors’ service on other boards in evaluating the suitability of directors. Service on boards and board committees of other companies should be consistent with the Company’s conflict-of-interest policies.

d. Mandatory Retirement. The Board does not believe that a fixed retirement age for directors is appropriate. As an alternative to mandatory retirement, the Nominating and Corporate Governance Committee will review each director’s continuation on the Board of Directors every three years. This will give the Nominating and Corporate Governance Committee and the Board of Directors the opportunity to evaluate the contribution of each

director and allow each director the opportunity to confirm his or her desire to continue as a member of the Board of Directors on an established schedule.

## 2. Director Responsibilities

a. Exercise of Business Judgment. The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must act with integrity and are expected to demonstrate a commitment to the Company, its values and its business and to long-term stockholder value. In discharging their obligations to the Company and its stockholders, directors will be entitled (i) to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, (ii) to the benefits of indemnification to the fullest extent permitted by law and the Company's Restated Certificate, Bylaws and any indemnification agreements, and (iii) to exculpation as provided by application state law and the Company's Restated Certificate and Bylaws.

b. Attendance. Directors, absent justifiable reasons, must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors are also encouraged to attend Stockholder meetings. Information and data that are important to the Board of Directors' understanding of the business to be conducted at a Board of Directors or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Any director may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Regulation S-K, Item 407(b), requires that members with annual board or committee attendance of less than 75% be disclosed in the proxy statement.

c. Lead Director. The independent directors may designate a lead independent director ("**Lead Independent Director**"). The Lead Director will chair the executive sessions of the independent directors, consult with the Chairman of the Board (the "**Chairman**") concerning the agenda for Board of Directors and committee meetings and perform such other duties as the independent directors might designate from time to time. The Lead Director, who must be an independent director, will serve at the pleasure of the independent directors.

d. Role of Chairman and Chief Executive Officer. The Board will select the Company's Chief Executive Officer and Chairman in the manner that it determines to be in the best interests of the Company's stockholders.

e. Board Agenda and Materials. The Chairman, will cause an agenda to be established for each Board of Directors meeting. The agenda will be provided to the directors before the meeting and each director is free to suggest the inclusion of additional items on the agenda. Each director also is free to raise at any Board of Directors meeting subjects that are not on the agenda for that meeting. The Board of Directors will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board of Directors meeting each year.

f. Distribution of Materials. The Nominating and Corporate Governance Committee oversees the processes and procedures used by the Company to provide information to the Board and its committees. To help facilitate the efficient use of meeting time, information relevant to the Board of Director's understanding of matters to be discussed at an upcoming Board of Directors meeting should be distributed to all members in advance, whenever feasible and appropriate. In preparing this information, management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions. The Board of Directors acknowledges that certain items to be discussed at its meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board of Director meetings may not be appropriate.

g. Executive Session of Independent Directors. The independent directors will meet in executive session at least quarterly. Unless otherwise determine by the independent directors, the Lead Director will preside at these meetings and his name will be disclosed in the annual proxy statement.

h. Communication with Constituencies. The Board of Directors believes that the management speaks for the Company. Individual directors may, from time to time, be required to meet or otherwise communicate with various constituencies (i.e., regulators, investors, analysts and media) that are involved with the Company. But it is expected that directors would do this only with the knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

### **3. Board Committees**

a. Types and Composition of Committees. The Board of Directors will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. All of the members of these committees will be independent directors under the criteria established by the NASDAQ Stock Market, except to the extent allowed under applicable listing standards of the NASDAQ Stock Market. Committee members will be appointed by the Board of Directors upon recommendation of the Nominating and Corporate Governance Committee with consideration of the desires of individual directors. It is the sense of the Board of Directors that consideration should be given to rotating committee members

periodically, but the Board of Directors does not feel that rotation should be mandated as a policy.

b. Committee Charters and Annual Review. Each of the Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board of Directors. The Nominating and Corporate Governance Committee will be responsible for the annual review of its own performance and that of the Board and other Board committees.

c. Committee Meetings and Agenda. The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will oversee the development of the committee's agenda for each meeting.

d. Engagement of Independent Advisors. The Board of Directors and each committee have the power to hire independent legal, financial or other advisors, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. In the event any such independent advisor is hired, the name of the advisor will be disclosed to the Company's management as promptly as practicable but only to the extent consistent with the Board of Directors' exercise of its fiduciary duties.

e. Additional Committees. The Board of Directors may, from time to time, establish or maintain additional committees as necessary or appropriate as permitted under the Company's certificate of incorporation or bylaws.

#### **4. Director Access to Officers and Employees; Non-Director Attendees at Board Meetings**

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer, Chief Financial Officer, or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the Chief Executive Officer, Chief Financial Officer, and Secretary on any written communications between a director and an officer or employee of the Company. The Board of Directors welcomes regular attendance at each Board of Directors meeting of senior officers of the Company. If the Chief Executive Officer wishes to have additional Company personnel or outside advisor attendees on a regular basis, this suggestion should be brought to the Board of Directors for approval. The Board of Directors reserves its right at all times to exclude non-director attendees from all or any portion of any meeting.

## **5. Independent Directors and Committee Compensation**

The form and amount of compensation payable to the independent members of the Board of Directors and committees thereof will be reviewed by the Compensation Committee in accordance with the principles set forth in its charter and applicable legal and regulatory guidelines and recommended to the Board for approval. Directors who are also employees of the Company receive no additional compensation for serving on the Board of Directors. The Compensation Committee will consider that directors' independence may be jeopardized if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other in direct forms of compensation to) a director or an organization with which the director is affiliated.

## **6. Director Orientation and Continuing Education**

All new directors will be given an appropriate opportunity to orient themselves to the Company's business and the Board of Directors' responsibilities within the first two months of a director first becoming a new director. This orientation may include oral and/or written presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its principal officers, and its internal and independent auditors. Directors participating in the orientation will be eligible for reimbursement for their expenses incurred in attending the orientation. In addition, each director is expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company may, from time to time, offer continuing education programs to assist the directors in maintaining such level of expertise.

## **7. Chief Executive Officer Evaluation and Management Succession**

a. Chief Executive Officer Evaluation. The Compensation Committee will conduct an annual review of the Chief Executive Officer's performance. The Board of Directors will review the Compensation Committee's report to ensure that the Chief Executive Officer is providing the best and most effective leadership for the Company, considering a balance between long- and short-term goals.

b. Succession Planning. The Board of Directors is encouraged to consider succession planning at least annually. The Nominating and Corporate Governance Committee periodically reviews with the Chief Executive Officer plans for succession of the Chief Executive Officer. The Board of Directors will evaluate all potential successors to the Chief Executive Officer based on recommendations by the Nominating and Corporate Governance Committee and the Chief Executive Officer. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. Such succession planning discussions may be conducted on a confidential basis between the Board of Directors, the Nominating and Corporate Governance Committee and the Chief Executive Officer. The Chief Executive Officer will periodically provide the Lead Director with a confidential list of potential chief executive officer successors in case of his unexpected departure.

## **8. Annual Self-Evaluation of Performance**

The Board of Directors will periodically conduct a self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will accept comments from all directors and report annually to the Board with an assessment of the Board of Directors' performance. This report will be discussed by the full Board of Directors following the end of each fiscal year. The assessment will address the Board of Directors' leadership and contribution to the Company's achievement of its business and performance objectives and specifically focus on areas in which the Board of Directors itself, or senior management of the Company, believes that improvements could be made.

## **9. Specific Policies**

- a. Loans. Personal loans to directors or executive officers are prohibited.
- b. Options. The Company will not reprice or back-date stock options for any reason.
- c. Employee Directors. No employees may be members of the Board of Directors other than the Chief Executive Officer and President or in the case of succession planning for the Chief Executive Officer or President.