

**INTUIT INC.**  
**CHARTER OF THE**  
**COMPENSATION AND ORGANIZATIONAL DEVELOPMENT COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**as amended July 26, 2018**

**A.     *PURPOSE***

The Compensation and Organizational Development Committee (“Committee”) of the Board of Directors of Intuit Inc. (the “Company”) aids the Board of Directors (the “Board”) in meeting its responsibilities with respect to the review and approval of executive compensation and the oversight of organizational and management development for executive officers and other employees of the Company.

**B.     *MEMBERSHIP***

The Committee shall consist of a minimum of two members, including a Chairman of the Committee, who will be appointed by the Board based upon the recommendation of the Nominating and Governance Committee and serve at the discretion of the Board, each of whom shall be:

- “Independent,” as defined in the rules and regulations of The Nasdaq Stock Market applicable to directors and Compensation Committee members, as they may be amended from time to time.
- A “non-employee director” for purposes of Section 16 and Rule 16b-3 of the Securities Exchange Act of 1934, as amended (“Section 16”).

In addition, at least two members of the Committee shall be “outside directors” for purposes of Regulation Section 1.162-27 under Section 162(m) of the Internal Revenue Code of 1986, as amended.

**C.     *RESPONSIBILITIES***

The Committee’s principal responsibilities include:

1. To oversee succession planning and senior leadership development and review them with the Board on at least an annual basis. In addition, the Committee reviews and approves from time to time contingency plans for a successor to assume the role of Chief Executive Officer (“CEO”) should he/she die, become disabled or otherwise unexpectedly become unable to perform his/her duties.
2. To review and approve on an annual basis, the corporate goals and objectives with respect to compensation for the CEO. The Committee shall evaluate and report to the Board at least once a year on the CEO’s performance in light of these established goals and objectives.

Based upon these evaluations the Committee shall, after consultation with the Board, set the CEO's annual compensation, including salary, bonus and equity compensation. The CEO shall not be present during the Committee's deliberations regarding or voting on his/her compensation. In setting the CEO's compensation, the Committee shall also consider, among other factors, market compensation for similar positions and awards made to the CEO in prior fiscal years.

3. To evaluate the Chairman's performance and report on this evaluation to the Board at least once a year. Based upon this evaluation the Committee shall, in consultation with the Board, set the Chairman's annual compensation, including salary, bonus and equity compensation. The Chairman shall not be present during the Committee's deliberations regarding or voting on his/her compensation.
4. To set, after consultation with the CEO, the Chairman of the Executive Committee's (the "Founder") annual compensation, including salary, bonus and equity compensation. The Founder shall not be present during the Committee's deliberations regarding or voting on his compensation.
5. To appoint the Company's other Senior Officers (meaning, for purposes of this charter, the Chief Financial Officer, any Executive Vice President and any other officer who is a Section 16 officer and, after consultation with the CEO, to approve their annual compensation, including salary, bonus and equity compensation. In addition, the compensation for the VP of Internal Audit shall be approved by the Audit and Risk Committee, in consultation with the Chairman of the Committee. The Committee shall also review and approve on an annual basis, in consultation with the CEO, the evaluation process and compensation structure for the Company's Senior Officers. No Senior Officer shall be present during the Committee's deliberations regarding or voting on his/her compensation.
6. To annually oversee the assessment of risks arising from or related to the Company's compensation programs, practices and policies for executives and employees generally, and to periodically review pay equity and related matters affecting the Company's workforce.
7. To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules and regulations, as they may be amended from time to time, require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and prepare the compensation committee report required by SEC rules and regulations for inclusion in the Company's annual report and proxy statement.
8. To annually review and recommend to the Board for its approval the Company's compensation program for non-employee directors.

9. To review the Company's employee stock compensation plans and recommend revisions to plans and new plans to the Board for approval as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans (including the authority to add additional shares or adopt such other amendments to any of the Company's employee stock compensation plans, subject to any required approval of the Company's stockholders).
10. To monitor compliance by the members of the Board, the Chief Executive Officer, Executive Vice Presidents and Senior Vice Presidents with the Company's stock ownership requirements.
11. To oversee the Company's engagement efforts with stockholders on the subject of executive compensation.
12. To monitor progress on the Company's organizational development activities. These include, among other things, management depth and strength assessment, leadership development, company-wide organization and talent assessment, and the results of the Company's annual employee survey.
13. To oversee all other compensation and organizational development matters as the Board may request from time to time.
14. To perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

***D. OTHER MATTERS***

1. The Committee may, in its sole discretion, retain or obtain the advice of outside counsel, compensation consultants, or other consultants, experts and advisers of its choice that it deems necessary to assist it in the performance of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any outside counsel, consultants, and other advisers retained by the Committee. The Company shall provide appropriate funding to the Committee, as determined by the Committee in its capacity as a committee of the Board, for payment of compensation to any outside counsel, consultants, and other advisers so retained by the Committee and for payment of ordinary administrative expenses of the Committee. The Committee shall assess the independence of outside counsel, consultants, and other advisers (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with Nasdaq listing standards.
  2. The Committee shall, at least annually, review and assess the adequacy of this Charter and evaluate the performance of the Committee, and recommend any proposed changes to the Board.
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3. Committee meetings will be held from time to time as determined by the Board and/or the Committee members.
4. The Committee may delegate any of its responsibilities to subcommittees of the Committee or to management as the Committee may deem appropriate in its sole discretion.
5. The Committee shall regularly report to the Board on its activities.
6. The Committee shall maintain written minutes of its meetings, which will be filed in the Company's minute books along with the minutes of the Board meetings.
7. In accordance with the Company's Bylaws, the Committee may take action by unanimous written consent.
8. A majority of the members of the Committee shall constitute a quorum for the transaction of business.