

## **INTUIT INC.**

### **NOMINATING AND GOVERNANCE COMMITTEE**

#### **Process Of Identifying And Evaluating Nominees For Director**

**Adopted May 26, 2004**

#### **Nominations of Incumbent Directors**

In selecting nominees for the Board of Directors to be elected at the annual meeting of stockholders of Intuit Inc. (the “Company”) or any special meeting of stockholders of the Company at which directors are to be elected, the Nominating and Governance Committee (the “Committee”) first determines whether the incumbent directors whose terms expire at the meeting are qualified to serve, and wish to continue to serve, on the Board.

The Company believes that the Company and its stockholders benefit from the continued service of qualified incumbent directors because those directors have familiarity with and insight into the Company's affairs that they have accumulated during their tenure. Appropriate continuity of Board membership also contributes to the Board's ability to work as a collective body. In accordance with the Committee's charter, the Committee reviews on an annual basis considerations relating to Board composition – such as size, criteria for membership and incumbent director qualifications.

#### **Nominations of New Directors**

The Committee will identify and evaluate new candidates for election to the Board where the Committee determines not to nominate an incumbent director or where a vacancy arises by reason of the resignation, retirement, removal, death or disability of an incumbent director or by reason of a vacancy resulting from a decision of the directors to expand the size of the Board. For such Board positions, the Committee will solicit recommendations for nominees from persons whom the Committee believes are likely to be familiar with qualified candidates having the qualifications, skills and characteristics required for Board nominees from time to time. Such persons may include members of the Board and senior management of the Company. In addition, the Committee may engage a search firm to assist it in identifying qualified candidates.

The Committee will review and evaluate each candidate whom it believes merits serious consideration, taking into account available information concerning the candidate, qualifications for Board membership established by the Committee, the existing composition of the Board, and other factors that it deems relevant. In conducting its review and evaluation, the Committee may solicit the views of Company management, other Board members, and any other individuals it believes may have insight into a candidate. The Committee may designate one or more of its members and/or other Board members to interview any proposed candidate.

#### **Stockholder Nominations**

Any stockholder seeking to recommend a prospective nominee for the Committee's consideration should submit the candidate's name and qualifications to the Nominating and Governance Committee via mail to: c/o Corporate Secretary, Intuit Inc., P.O. Box 7850, M/S 2700, Mountain View, California 94039-7850 or via the webpage for stockholder communication to the Board at [http://www.intuit.com/about\\_intuit/investors/corporate\\_gov/contact\\_bod.html](http://www.intuit.com/about_intuit/investors/corporate_gov/contact_bod.html). The Committee will

evaluate candidates recommended by stockholders (if made in accordance with the Company's charter documents and applicable law) in the same manner as those recommended as stated above.

### **Qualifications for Nominees**

All nominees for Board membership should possess the highest ethics, integrity and values and be committed to representing the long-term interests of the Company's stockholders. They should have broad, high-level experience in business, government, education, technology or public interest. They should have sufficient time to carry out their duties as directors of the Company and have an inquisitive and objective perspective, practical wisdom and mature judgment. The Committee will also consider additional factors – such as independence, diversity, expertise and specific skills, and other qualities that may contribute to the Board's overall effectiveness – when evaluating nominees.