

INTUIT INC.

**CHARTER OF THE
AUDIT AND RISK COMMITTEE OF THE
BOARD OF DIRECTORS**

as amended July 26, 2018

A. *PURPOSE*

The purpose of the Audit and Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Intuit Inc. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s financial accounting, reporting, and controls. The Committee’s principal functions are as follows:

- Oversee the Company’s relationship with its independent auditors, including selecting, evaluating and setting the compensation of the independent auditors and overseeing the qualifications, independence and performance of the independent auditors.
- Oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.
- Monitor the performance of the Company’s internal audit function.

The independent auditors shall report directly to the Committee.

In order to serve these functions, the Committee shall have direct access to Company personnel and documents, and shall have authority to conduct any investigation into any matters appropriate to fulfilling its responsibilities. The Committee may retain, at the Company’s expense, outside legal, accounting or other advisers, consultants or experts of its choice that it deems necessary in the performance of its duties. 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 (1) compensation to the independent auditors for services approved by the Committee, (2) compensation to any outside advisers retained by the Committee pursuant to this Charter, and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to conduct audits or determine whether the Company’s financial statements are complete and prepared in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditors.

B. *MEMBERSHIP*

Members of the Committee and a Chairman of the Committee shall be appointed by the Board based upon the recommendation of the Nominating and Governance Committee, and shall serve at the discretion of the Board.

The Committee shall consist of at least three members of the Board. Each member shall be “independent,” as defined in the rules and regulations of The Nasdaq Stock Market (“Nasdaq”) applicable to directors and audit committee members. In addition, each Committee member shall be financially literate, as determined by the Board, and at least one Committee member shall be an “audit committee financial expert,” as determined by the Board in accordance with Securities and Exchange Commission (“SEC”) rules. No member of the Committee may have participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the past three years.

C. RESPONSIBILITIES

The Committee’s responsibilities shall include the following, and it may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

1. Responsibilities Relating to Independent Auditors

- The Committee shall have the sole authority and responsibility to select (and submit for ratification by the Company’s stockholders), evaluate and if necessary replace the independent auditors. The Committee shall have the authority and responsibility to determine the compensation of, and oversee the performance of, the independent auditors, and shall also resolve any disagreements between management and the independent auditors regarding financial reporting.
- The Committee shall review the continuing independence of the independent auditors, including (1) obtaining and reviewing, on at least an annual basis, a letter from the independent auditors delineating all relationships between the independent auditors and the Company, or persons in financial reporting oversight roles at the Company, that may reasonably be thought to bear on independence, (2) actively engaging in a dialog with the auditors with respect to the potential effects of any disclosed relationships on the independence of the auditors, and (3) taking appropriate action to oversee the independence of the auditors.
- The Committee shall establish a policy regarding the hiring by the Company of current and former employees of its independent auditors.
- The Committee shall pre-approve all services permitted by applicable law, rules and regulations to be provided by the Company’s independent auditors to the Company and/or any of its subsidiaries. The Committee shall establish pre-approval policies and procedures, as permitted by applicable law and the rules and regulations of the SEC and the Public Company Accounting Oversight Board (“PCAOB”), for the engagement of independent auditors to render services to the Company, which may include but not be limited to policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that the pre-approval decision is presented to the Committee at its next regularly scheduled meeting.

- The Committee shall discuss with the independent auditors the matters required to be discussed by the independent auditors under auditing standards adopted by the PCAOB, as such standards may be amended from time to time (“Auditing Standards”).
- The Committee shall meet at least quarterly with the Company’s independent auditors, without members of management present.

2. Responsibilities Relating to the Internal Audit Department

- The Committee shall have supervisory responsibility for the head of the Internal Audit Department, who shall report directly to the Committee. The Committee will review and approve the compensation for the head of the Internal Audit Department in consultation with the Chairman of the Compensation and Organizational Development Committee.
- The Committee shall annually review the Company’s Internal Audit Department, including the proposed audit plans for the coming year, and assess the department’s independence from management.
- The Committee shall review significant reports prepared by the Internal Audit Department.
- The Committee shall meet at least twice each year with the Company’s Internal Auditor, without members of management present.

3. Financial Reporting

- In consultation with management, the independent auditors and the Internal Audit Department, the Committee shall consider the integrity of the accounting and financial reporting processes and controls of the Company. This consideration shall encompass (1) meeting periodically with the independent auditors, the internal auditors, and financial and accounting personnel to discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures; and (2) reviewing significant findings prepared by the independent auditors and the internal auditors, together with management’s responses.
- The Committee shall review, prior to public release, the substance and presentation of financial information in the Company’s annual earnings releases, as well as the annual financial statements to be included in the Company’s Form 10-Ks and the independent auditors’ reports related to the financial statements.
- The Committee shall perform similar reviews with respect to the Company’s Form 10-Qs and quarterly earnings press releases.
- The Committee shall recommend to the Board whether the annual financial statements should be included in the Annual Report on Form 10-K, based on (1) the

Committee's review and discussion with management of the annual financial statements, (2) the Committee's discussion with the independent auditors of the matters required to be discussed by the Auditing Standards, and (3) the Committee's review and discussion with the independent auditors of the independent auditors' independence and the related written disclosures and letter from the independent auditors.

- The Committee, from time to time, shall receive reports from the independent auditors and management regarding, and shall review and discuss, the adequacy and effectiveness of, the Company's internal controls, including any significant deficiencies in internal controls and significant changes in internal controls reported to the Committee.
- The Committee, from time to time, shall receive reports from management regarding, and shall review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.

4. Other Responsibilities

- The Committee shall review and approve related person transactions (as defined in SEC rules and regulations), and establish and oversee procedures and guidelines for the review and approval of related person transactions.
- The Committee shall establish and oversee procedures to receive and process complaints regarding accounting, internal accounting controls, auditing and federal securities law matters or violations of the Company's Code of Conduct and Ethics, and for employees to make confidential, anonymous complaints regarding accounting, internal accounting controls, auditing and federal securities law matters or violations of the Company's Code of Conduct and Ethics.
- The Committee shall (1) oversee, review and discuss the Company's practices with respect to risk assessment and risk management ("ERM Program") and meet periodically with management and members of the internal audit department to discuss the ERM program, the Company's significant risk exposures and the steps management has taken to monitor, control and mitigate such exposures, and (2) oversee risks related to cybersecurity and fraud and receive periodic updates from management on such risks.
- The Committee shall (1) oversee the Company's ethics compliance program with respect to legal and regulatory requirements, including the Company's Code of Conduct and Ethics (or other employee code of conduct) and the Board of Directors Code of Ethics, (2) periodically review the Company's policies and procedures for monitoring compliance, and (3) at least annually, review the implementation and effectiveness of the Company's ethics and compliance program with the General Counsel and the responsible officer with day-to-day operational responsibility for the

ethics and compliance program who shall have the authority to communicate directly to the Committee about actual and alleged violations of law or the Company's Code of Conduct and Ethics, including any matters involving criminal or potential criminal conduct.

- The Committee shall annually prepare a report to the Company's stockholders for inclusion in the Company's annual proxy statement as required by the rules and regulations of the SEC, as they may be amended from time to time.
- The Committee shall review and assess the adequacy of this Charter and evaluate the performance of the Committee at least annually, and recommend any proposed changes to the Board.
- The Committee may perform any other activities that are consistent with this Charter, the Company's Bylaws and governing laws, as the Committee or the Board deems necessary or appropriate, including without limitation the approval of stock repurchase programs or other financial matters that may be delegated by the Board from time to time.

D. OTHER MATTERS

1. Meetings of the Committee shall be held at least quarterly, and more often as necessary, as determined by the Committee.
2. The Committee will maintain written minutes of its meetings, which will be filed with the Company's minute book along with the minutes of the meetings of the Board.
3. In accordance with the Company's Bylaws, the Committee may take action by unanimous written consent.
4. The Committee shall regularly report to the Board on its activities.
5. A majority of the members of the Committee shall constitute a quorum for the transaction of business.