

**INTUIT INC.**  
**CHARTER OF THE**  
**NOMINATING AND GOVERNANCE COMMITTEE**  
**OF THE**  
**BOARD OF DIRECTORS**

**as amended July 24, 2019**

***A. PURPOSE***

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Intuit Inc. (the “Company”) is to identify and evaluate potential Board members and recommend the Company’s director candidates for election or appointment to the Board, oversee the Board evaluation process, and perform a leadership role in shaping the Company’s corporate governance.

***B. MEMBERSHIP***

Each Committee member and a Chairman of the Committee shall be appointed by, and shall serve at the discretion of, the Board.

The Committee shall consist of at least two members of the Board. Each Committee member shall be an “independent director,” as defined in the applicable rules of The Nasdaq Stock Market, as they may be amended from time to time.

***C. RESPONSIBILITIES***

The Committee’s principal responsibilities include:

1. Evaluate and review the composition of the Board, including its size and the qualifications, skills and characteristics that are appropriate for Board members and the Board as a whole, such as independence, diversity, experience, expertise and specific skills, and other qualities that may contribute to the Board’s effectiveness, and recommend to the Board changes to these criteria as appropriate.
2. Identify and recruit qualified candidates to serve as members of the Board to fill new or vacant positions on the Board.
3. Review and assess the qualifications, skills, characteristics and independence of incumbent directors to determine whether to recommend them as nominees for reelection to the Board.
4. Recommend to the Board the Company’s candidates to be elected by the stockholders at each annual stockholder meeting and as necessary to fill new or vacant positions on the Board.

5. Review and consider potential Board candidates who may be suggested by directors, executive officers or stockholders of the Company from time to time.
6. Recommend to the Board directors to serve as members and chairs of the various Board committees.
7. Establish and periodically review procedures regarding the identification and evaluation of Board candidates and the review of communications received from stockholders.
8. Recommend to the Board or stockholders removal of a director where appropriate.
9. Review the qualifications of an incumbent director who has a change in principal occupation and make a recommendation to the Board regarding the continued appropriateness of Board membership under the new circumstances.
10. Annually oversee an evaluation of the performance of the Board, Board committees and individual Board members.
11. Assist the Board in overseeing the Company's stockholder engagement efforts.
12. Consult periodically with the Compensation and Organizational Development Committee of the Board regarding non-employee director compensation.
13. Review and make recommendations regarding continuing education for the Board.
14. Assess corporate governance evolving "best practices" and make recommendations to the Board and its committees.
15. Oversee and review the Company's practices relating to corporate social responsibility, including environmental, sustainability and social matters.
16. 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.
17. Review the Company's Corporate Governance Principles annually, and recommend any proposed changes to the Board.
18. Review the Company's Board of Directors Code of Ethics annually, and recommend any proposed changes to the Board.
19. Annually review and approve the Company's Political Accountability Policy, in conjunction with the Board, and oversee and review an annual report of the Company's corporate and PAC (Political Action Committee) political candidate contributions, lobbying allocations and trade association memberships.
20. Periodically review the Board's leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the lead independent director.

21. Consider risks associated with corporate governance and overall board effectiveness, including recruiting appropriate Board members.
22. Make such recommendations to the Board and its committees as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under federal securities laws or the rules and regulations of the Securities and Exchange Commission or the rules of The Nasdaq Stock Market.

***D. OTHER MATTERS***

1. Meetings of the Committee shall be held from time to time as determined by the Committee.
2. The Committee shall maintain written minutes of its meetings, which shall be filed with the Company's minute book along with the minutes of the Board meetings.
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 with respect to its activities.
5. The Committee may retain, at the Company's expense, outside counsel, search firms, and other advisers of its choice that it deems necessary or appropriate to perform 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 compensation to any outside advisers retained by the Committee and for payment of ordinary administrative expenses of the Committee.
6. A majority of the members of the Committee shall constitute a quorum for the transaction of business.