

**INTUIT INC.**  
**CORPORATE GOVERNANCE PRINCIPLES**  
**FOR THE BOARD OF DIRECTORS**

**as amended July 24, 2014**

**A. INTRODUCTION**

The Board of Directors of Intuit Inc. has adopted these governance principles to assist it in following corporate governance practices that serve the best interests of the Company and its stockholders. The Board intends that these Principles serve as a flexible framework for the governance of the Company. The Principles should be interpreted in the context of all applicable laws, the Company's charter documents and other governing legal documents. The Nominating and Governance Committee reviews the Principles at least annually and recommends changes to the Board of Directors as appropriate.

**B. ROLES AND RESPONSIBILITIES**

1. Role of Senior Management. Senior management, led by the Chief Executive Officer, is responsible for running the Company's day-to-day operations and appropriately informing the Board of the status of such operations.
2. Role of the Board of Directors. The Board oversees management's performance on behalf of the Company's stockholders. Its primary duties are (1) to select, compensate and oversee the Chief Executive Officer who, with senior management, manages the Company on a daily basis, and (2) to monitor management's performance to assess whether the Company is operating in an effective, efficient and ethical manner in order to produce value for the Company's stockholders. In addition, the Board periodically reviews the Company's long-range plan, business initiatives, capital projects, risk profile and budget matters.
3. Formal Evaluation of Officers. At least annually, the Compensation and Organizational Development Committee (the "Committee") evaluates the performance of the Chief Executive Officer and reports to the Board on this evaluation. Based on this evaluation, the Committee, after consultation with the Board, sets the Chief Executive Officer's compensation. That Committee also annually reviews and approves the evaluation process and compensation structure for other senior officers, and in consultation with the Chief Executive Officer, sets the compensation for such officers.
4. Succession Planning and Senior Leadership Development. The Compensation and Organizational Development Committee reviews succession planning and senior leadership development with the Board on at least an annual basis. In addition, the Committee reviews from time to time contingency plans for a successor to assume the role of Chief Executive Officer should he/she die, become disabled or otherwise unexpectedly become unable to perform his/her duties.

**C. BOARD COMPOSITION AND SELECTION OF DIRECTORS**

1. Board Leadership. The Board of Directors selects and appoints the Chairman of the Board and the Chief Executive Officer. The Chairman may be a former officer of the Company where the Board determines it is in the best interests of the Company and its stockholders. If the Chairman is also the Chief Executive Officer, then the Board shall appoint a lead independent director. The positions of Chairman of the Board and Chief Executive Officer are separate.
2. Size of the Board. The current size of the Board is nine members. However, the Board, in consultation with the Nominating and Governance Committee, may increase or decrease its size as it deems appropriate to promote the overall effectiveness of the Board.
3. Proportion of Independent Directors. A majority of the directors on the Board are independent as defined by The Nasdaq Stock Market. The Board makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating

and Governance Committee. The Board also believes it is often in the best interests of the Company and its stockholders to have non-independent directors, including current and former members of management, serve as directors.

4. Selection of Director Nominees. The Nominating and Governance Committee identifies, approves and recommends to the Board the Company's nominees to serve as directors of the Company. Based on the Committee's recommendation, the Board nominates directors to be elected by the stockholders and as necessary appoints directors to fill new or vacant positions on the Board. Directors stand for re-election every year.

5. Board Membership Criteria. The Nominating and Governance Committee is responsible for evaluating and then reviewing with the Board from time to time the appropriate qualifications, expertise and characteristics expected of individual Board members and of the Board as a whole and for recommending to the Board changes to these criteria as appropriate. All candidates 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 Nominating and Governance Committee also considers additional factors – such as independence, diversity, expertise and specific skills, and other qualities that may contribute to the Board's overall effectiveness – when evaluating Board candidates.

6. Directors Who Change their Present Job Status. Any Board member who has a principal job change, including retirement, must offer to submit a letter of resignation to the Chairman of the Board. The Board, in consultation with the Nominating and Governance Committee, reviews each offer to resign and determines whether or not to accept such offer to resign after consideration of the continued appropriateness of Board membership under the new circumstances.

7. Retirement Policy. In the event that a Board member reaches the age of 75 during his or her term of service, at the end of such term, the Board, in consultation with the Nominating and Governance Committee, will normally not re-nominate the Board member for election at the next annual meeting, unless the Board, with the recommendation of the Nominating and Governance committee, determines that there are special circumstances that lead the Board to conclude that continued service of such Board member is in the best interests of the Company and its Stockholders.

#### ***D. BOARD PROCEDURES***

1. Board Meetings. Board meetings are scheduled in advance and typically held each quarter, in addition to special meetings as required. Board members are expected to prepare for, attend and participate in all Board and applicable committee meetings.

2. Meeting Materials. The Chairman of the Board, together with the corporate secretary, sets the agenda for each Board meeting and distributes it in advance to the Board. An agenda for each Board and committee meeting, along with materials to facilitate the members' understanding of the business to be conducted at the meeting, is distributed to directors in advance of the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the meeting. Directors are free to raise subjects at a meeting that are not on the agenda for the meeting, and additional matters may be discussed at a meeting without advance distribution of written materials, as appropriate.

3. Time Commitment and Board Service. Each Board member is expected to see that his or her other existing and planned future commitments do not materially interfere with the member's service on the Company's Board. Directors generally may not serve on the boards of more than six public companies, including the Company's Board.

4. Executive Sessions. The Board regularly convenes executive sessions among all Board members, and at every regular Board meeting, the independent directors meet separately.

With respect to independent director sessions, the independent directors designate an independent director to serve as Presiding Director to chair the sessions and to serve in that role until the next independent director session. The Presiding Director also has the authority to call additional independent director sessions as appropriate. In addition, the Presiding Director may advise the Chairman of the Board with respect to agendas and information to be provided to the Board and performs such other duties as the Board may from time to time delegate to assist the Board in fulfilling its responsibilities.

5. Attendance at Annual Meeting of Stockholders. The Board encourages its members to attend the Company's annual meeting of stockholders.

6. Corporate Communications. The Board believes that management (meaning for these purposes the Chief Executive Officer, Chairman of the Executive Committee, Chairman of the Board and certain employees who have been designated by these individuals as spokespersons) generally speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that a Board member would do this with the prior knowledge of management and, in most instances, at the request of management.

7. Ethics and Conflicts of Interest. The Board expects its members, as well as the Company's officers and employees, to act ethically at all times, to adhere to any applicable code of ethics, and to disclose any conflicts of interest in accordance with applicable Company procedures.

8. Access to Information and Employees. The Board has complete, unfettered access to any information about the Company that it deems necessary or appropriate to carry out its duties. This includes, among other things, access to the Company's employees, documents and facilities. The Board welcomes the attendance of senior officers at portions of each Board meeting. The Board also encourages management to schedule managers to present at Board meetings who: (1) can provide additional insight into items being discussed because of personal involvement in these areas, or (2) have future potential and management believes should be given exposure to the Board.

9. Authority to Engage Advisers. The Board and its committees have the authority to retain (at the Company's expense) outside legal, accounting, investment banking, and other advisers as they determine necessary to carry out their duties.

#### ***E. BOARD COMMITTEES***

1. Number and Composition of Committees. The Board currently has four standing committees to assist it in discharging its responsibilities: Acquisition, Audit and Risk, Compensation and Organizational Development, and Nominating and Governance. From time to time the Board may form a new committee or (consistent with Nasdaq rules) disband a current committee depending upon the circumstances. Each standing committee consists solely of independent directors. In addition, directors who serve on the Audit Committee must meet additional, heightened independence criteria applicable to audit committee members under Nasdaq rules. Members of the Compensation Committee also must meet independence criteria applicable to compensation committee members under Nasdaq rules. Each standing committee operates under a written charter.

2. Appointment and Term of Service of Committee Members. The Nominating and Governance Committee makes recommendations to the Board about the composition and chairs of each committee. Based on the Committee's recommendation, the Board appoints committee members and committee chairs.

3. Committee Proceedings. The chair of each committee, and other Board or committee members, determine the frequency and length of the committee meetings and develop committee agendas. The agendas and meeting minutes of the committees are available to the full Board. All independent

Board members are welcome to attend committee meetings. Each committee regularly reports to the Board on its activities.

***F. DIRECTOR ORIENTATION AND CONTINUING EDUCATION***

New directors receive orientation that includes written materials, briefings, and educational opportunities designed to permit them to become familiar with the Company and enable them to better perform their duties. In addition, the Board receives periodic updates on regulatory and other developments relevant to the Board from management and outside experts. Board members are also encouraged to attend outside director education programs.

***G. BOARD PERFORMANCE***

The Board has and maintains a process whereby the Board, its committees and its members are subject to evaluation and assessment on an annual basis. The Board, as well as the Acquisition Committee, Audit and Risk, Compensation and Organizational Development, and Nominating and Governance Committees conduct annual evaluations to assess their performance. The Nominating and Governance Committee reviews each director's performance and qualifications annually when considering whether to nominate the director for re-election to the Board. The Nominating and Governance Committee is responsible for coordinating and overseeing the evaluation process.

***H. BOARD COMPENSATION***

The Compensation and Organizational Development Committee annually reviews the Company's compensation program for non-employee directors and recommends changes to the Board as appropriate. Director compensation is set by the Board based on the recommendation of the Committee. Non-employee directors receive a combination of cash and equity compensation for service on the Board. Directors who are employees of the Company receive no additional compensation for serving on the Board.

***I. STOCK OWNERSHIP AND RETENTION REQUIREMENTS***

The Board has adopted a mandatory stock ownership program for Board members, senior vice presidents and the Chief Executive Officer. Subject to the terms and conditions of the program, each Board member is required to hold a minimum number of shares of the Company's common stock with an aggregate value equal to five times the annual Board cash retainer. Each senior vice president must hold a minimum number of shares of the Company's common stock with an aggregate value of one and one-half times his or her salary; and the Chief Executive Officer must hold a minimum number of shares of the Company's common stock with an aggregate value of six times his or her annual salary. Each Board member and executive officer has five years from the date he or she is appointed to a position that is subject to the stock ownership program to acquire and hold the specified number of shares (or July 2016, whichever is later). Unvested time-based restricted stock units held by a senior vice president, a Board member or the Chief Executive Officer, and deferred RSUs held by a Board member, are counted as shares when determining the number of shares owned by such individual.

Board members, senior vice presidents and the Chief Executive Officer must then hold the minimum number of shares throughout their period of service to the Company. If a Board member does not meet the stock ownership requirement within the designated time frame, 50% of the Board member's annual cash retainer is made in the form of Company stock until compliance is achieved.

The Compensation and Organizational Development Committee monitors compliance with the stock ownership and retention requirements.

***J. STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION***

Stockholders have the opportunity to vote annually on an advisory basis on whether they concur with the Company's compensation philosophy, policies and determinations for its named executive

officers, as described in the “Compensation Discussion and Analysis” section of the Company’s annual proxy statement, the compensation tables and other narrative compensation disclosures. The advisory vote on executive compensation is non-binding but will be considered by the Compensation and Organizational Development Committee in determining annual compensation for executive officers in subsequent periods.

***K. MAJORITY VOTING AND DIRECTOR RESIGNATION POLICY***

The Company’s Bylaws provide for majority voting in the uncontested election of directors. Accordingly, in uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted “for” a director must exceed the number of shares voted “against” that director.

The Board shall nominate for election or re-election as directors only candidates who have tendered or agreed to tender an irrevocable resignation that will be effective upon (i) the failure of the candidate to receive the required vote at an annual meeting at which he or she is nominated for election or re-election, and (ii) Board acceptance of the tendered resignation. The Board shall fill director vacancies and new directorships only with candidates who have agreed to tender the same form of resignation tendered by other directors in accordance with this guideline. A director who fails to receive the required number of votes for re-election in accordance with the Company’s Bylaws and who has not already tendered the advance resignation described above is expected to tender, promptly following certification of the stockholder vote, his or her resignation from the Board, which resignation may be conditioned upon Board acceptance of the resignation.

The Nominating and Governance Committee will consider the tendered resignation of a director who fails to receive the required number of votes for re-election, as well as any other offer to resign that is conditioned upon Board acceptance, and recommend to the Board whether to accept or reject the resignation, or whether other action should be taken. The Nominating and Governance Committee in deciding what action to recommend, and the Board in deciding what action to take, may consider any factors they deem relevant. The director whose resignation is under consideration shall abstain from participating in any decision of the Nominating and Governance Committee or the Board regarding such resignation. If the Board does not accept the resignation, the director will continue to serve until his or her successor is elected and qualified. The Board will act on the Nominating and Governance Committee’s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results.

***L. POLITICAL CONTRIBUTIONS***

The Board and the Nominating and Governance Committee annually review and approve the Company’s Political Accountability Policy, 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.