

INTUIT INC.

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

as amended July 26, 2006

A PURPOSE

The purpose of the Audit 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, 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, and at least one member shall be “financially sophisticated,” as determined in accordance with Nasdaq 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 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 required to be disclosed by Independence Standards Board Standard No. 1, actively engaging in a dialog with the auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors, and 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 review the general scope and plan for the independent auditors’ annual audit.
- The Committee shall pre-approve all services permitted by applicable law 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, 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 and the Company’s financial management the results of the annual audit, including comments or recommendations of the independent auditors.
- 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 confirm the compensation for the head of the Internal Audit Department following the determination and

approval of such compensation (and any changes thereto) by the Compensation and Organizational Development Committee of the Board.

- 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 releasing to the public 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. This review shall include a discussion of the matters required to be addressed by SAS 61, as amended, including (1) discussions with management and the independent auditors concerning any significant issues regarding accounting principles, practices and judgments (including any changes in accounting principles), and (2) discussions with the independent auditors' concerning their judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- The Committee shall perform similar reviews with respect to the Company's Form 10-Qs and quarterly earnings press releases.
- In connection with the Committee's review of the quarterly and annual financial statements, the Committee shall discuss with management and the independent auditors the Company's selection, application and disclosure of critical accounting policies, any significant changes in the Company's accounting policies and any proposed changes in accounting or financial reporting that may have a significant impact on the Company.
- The Committee shall obtain and review reports from the independent auditors required by applicable SEC rules and professional standards.
- 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 SAS 61, as amended and (3) the Committee's review and discussion with the independent auditors of the independent auditors' independence and the written disclosures and letter from the independent auditors required by Independence Standards Board Standard No. 1.
- 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

- The Committee shall review and approve all related party transactions for which Committee approval is required by applicable law (including SEC rules and Nasdaq rules).
- The Committee shall establish and oversee procedures to receive and process complaints regarding accounting, internal accounting controls or auditing matters, and for employees to make confidential, anonymous complaints regarding questionable accounting or auditing matters.
- 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 at least once annually and recommend any proposed changes to the Board. The Committee shall publish this Charter with its proxy statement to the extent required by SEC or Nasdaq rules.
- The Committee shall participate in annual evaluations of its performance, overseen by the Board or the Nominating and Governance Committee.
- 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.