

**INTUIT INC.**

**CHARTER OF THE  
COMPENSATION AND ORGANIZATIONAL DEVELOPMENT COMMITTEE  
OF THE  
BOARD OF DIRECTORS**

July 27, 2005

**A. PURPOSE**

The Compensation and Organizational Development Committee (“Committee”) of the Board of Directors of Intuit Inc. (the “Company”) aids the Board of Directors (the “Board”) in meeting its responsibilities with respect to the review and approval of executive compensation and the oversight of organizational and management development for executive officers and other employees of the Company.

**B. MEMBERSHIP**

The Committee shall consist of a minimum of two members, who will be appointed by and serve at the discretion of the Board, each of whom shall be:

- A “non-employee director” for purposes of Section 16 and Rule 16b-3 of the Securities Exchange Act of 1934, as amended (“Section 16”),
- An “outside director” for purposes of Regulation Section 1.162-27 under Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”), and
- An individual that meets the requirements of any other applicable rules and regulations that govern Committee membership, including The Nasdaq Stock Market, Inc. listing requirements.

**C. RESPONSIBILITIES**

The Committee’s principal responsibilities are:

1. To review at least annually succession planning and senior leadership development. In addition, the Committee reviews from time to time contingency plans for a successor to assume the role of Chief Executive Officer (“CEO”) should he/she die or become disabled.
2. To review and approve on an annual basis, the corporate goals and objectives with respect to compensation for the CEO. The Committee shall evaluate and report to the Board at least once a year the CEO's performance in light of these established goals and objectives. Based upon these evaluations the Committee shall, after consultation with the Board, set the CEO's annual compensation, including salary, bonus and equity compensation. The CEO shall not be present during the Committee’s deliberations regarding or voting on his/her

compensation. In setting the CEO's compensation, the Committee shall also consider market compensation for similar positions and awards made to the CEO in prior fiscal years.

3. The Committee shall evaluate the Chairman's performance and report to the Board at least once a year. Based upon these evaluations the Committee shall, after consultation with the Board, set the Chairman's annual compensation, including salary, bonus and equity compensation. The Chairman shall not be present during the Committee's deliberations regarding or voting on his/her compensation.
4. The Committee shall, after consultation with the CEO, set the Chairman of the Executive Committee's (the "Founder") annual compensation, including salary, bonus and equity compensation. The Founder shall not be present during the Committee's deliberations regarding or voting on his compensation.
5. To appoint the Company's other Senior Officers (meaning, for purposes of this charter, the Chief Financial Officer, any Executive Vice President, any Senior Vice President, the Vice President of Internal Audit, and any other officer who is a Section 16 officer or is an officer who reports to the CEO) and to approve their initial compensation, including salary, bonus and equity compensation. The Committee shall also review and approve on an annual basis, in consultation with the CEO, the evaluation process and compensation structure for the Company's Senior Officers. The Committee shall also, in consultation with the CEO, approve the annual compensation for Senior Officers, including salary, bonus, and equity compensation. The compensation for the VP of Internal Audit shall be approved by the Committee and confirmed by the Audit Committee. No Senior Officer shall be present during the Committee's deliberations regarding or voting on his/her compensation.
6. To review the Company's compensation programs and overall pay decisions for the Company's Vice Presidents who are not Senior Officers.
7. To periodically review and recommend to the Board for its approval the Company's compensation program for non-employee directors.
8. To review the Company's employee stock compensation plans and recommend new plans to the Board for approval as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans (including the authority to add additional shares or adopt such other amendments to any of the Company's employee stock compensation plans, subject to any required approval of the Company's stockholders).
9. To monitor progress on the Company's organizational development activities. These include, among other things, management depth and strength assessment, leadership development, company-wide organization and talent assessment, and the results of the Company's annual employee survey.
10. To oversee all other compensation and organizational development matters as the Board may request from time to time.

***D. OTHER MATTERS***

1. The Committee may retain, at the Company's expense, outside counsel, compensation consultants, or other consultants, experts and advisers 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 compensation to any outside adviser so retained by the Committee.
2. The Committee shall review at least annually the adequacy of this Charter and recommend to the Board for approval any proposed changes.
3. 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 Securities and Exchange Commission, as they may be amended from time to time.
4. Committee meetings will be held from time to time as determined by the Board and/or the Committee members.
5. The Committee may delegate any of its responsibilities to subcommittees of the Committee or to management as the Committee may deem appropriate in its sole discretion.
6. The Committee shall regularly report to the Board on significant matters related to the Committee's responsibilities.
7. The Committee shall maintain written minutes of its meetings, which will be filed in the Company's minute books along with the minutes of the Board meetings.
8. A majority of the members of the Committee shall constitute a quorum for the transaction of business.