









#### INTUIT INC.

# **CHARTER OF THE** NOMINATING AND GOVERNANCE COMMITTEE OF THE **BOARD OF DIRECTORS**

as amended July 24, 2024

## 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

The Committee shall consist of at least two members, including a Chair of the Committee, who will be appointed by the Board and serve at the discretion of the Board. Each Committee member shall be determined by the Board to be an "independent director," as defined in the applicable rules of The Nasdag Stock Market LLC ("Nasdag"), as they may be amended from time to time.

## C. RESPONSIBILITIES

The Committee's principal responsibilities include:

- 1. Annually 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, review the qualifications of, and recruit qualified candidates to serve as members of the Board to fill new or vacant positions on the Board.
- The Nominating and Governance Committee will include in the initial pool of candidates for nomination as a new director individuals with diversity of gender, race, and ethnicity, among other backgrounds and experiences.
- 4. Annually 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.
- 5. Recommend to the Board the Company's candidates to be elected by the stockholders at each annual stockholders' meeting and candidates to be appointed by the Board as necessary to fill new or vacant positions on the Board.

- 6. Review and consider potential Board candidates who may be suggested by directors, executive officers or stockholders of the Company from time to time.
- 7. Recommend to the Board directors to serve as members and chairs of the various Board committees.
- 8. Establish and periodically review procedures regarding the identification and evaluation of Board candidates and the review of communications received from stockholders.
- 9. Recommend to the Board or stockholders removal of a director where appropriate.
- 10. 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.
- 11. Annually oversee an evaluation of the performance of the Board, Board committees and individual Board members.
- 12. Assist the Board in overseeing the Company's stockholder engagement efforts.
- 13. Consult periodically with the Compensation and Organizational Development Committee of the Board regarding non-employee director compensation.
- 14. Review and make recommendations to the Board regarding director orientation and continuing education for the Board.
- 15. Assess corporate governance evolving "best practices" and make recommendations to the Board and its committees.
- 16. Unless specifically delegated to another committee of the Board, oversee and review the Company's risks and practices relating to corporate responsibility, including environmental, sustainability and social matters and discuss with management periodic reports on the Company's (i) progress on environmental, social and governance ("ESG") related matters and (ii) communications with investors and other stakeholders regarding these matters.
- 17. 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.
- 18. Review the Company's Corporate Governance Principles annually, and recommend any proposed changes to the Board.
- 19. Review the Company's Board of Directors Code of Ethics annually, and recommend any proposed changes to the Board.
- 20. 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 Political Action Committee (PAC) political candidate contributions, lobbying allocations and trade association memberships.

- 21. Annually 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.
- 22. Consider risks associated with corporate governance and overall board effectiveness, including recruiting appropriate Board members.
- 23. Perform any other activities consistent with this Charter, the purposes of the Committee, the Company's Amended and Restated Bylaws ("Bylaws") and governing laws, regulations and rules as the Committee or the Board deems necessary or appropriate.

### 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 in 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 assist it 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 such 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 at all Committee meetings.