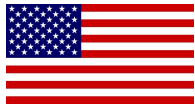


<b>Meeting Date:</b>	Thu, 22 Jan 2015 8:00am	<b>Type:</b>	AGM	<b>Issue date:</b>	Tue, 13 Jan 2015
<b>Meeting Location:</b>	2750 Coast Avenue, Building 6, Mountain View, California 94043				
<b>Current Indices:</b>	S&P500				
<b>Sector:</b>	Prepackaged software				

PROPOSALS	ADVICE
<p><b>1a Re-elect William V. Campbell</b>                      Non-Executive Chairman. Not independent as he is the former President and CEO of the company. There is insufficient independent representation on the board for the plurality plus voting standard which requires a two third independence threshold. Triodos does not support this resolution.</p>	<b>Oppose</b>
<p><b>1b Re-elect Scott D. Cook</b>                      Non-Executive Director. Not considered independent as Mr. Cook is the Founder of the company, a past Executive and beneficial owner of 4.59% of the outstanding share capital. There is insufficient independent representation on the board for the plurality plus voting standard which requires a two third independence threshold.</p>	<b>Oppose</b>
<p><b>1c Re-elect Richard L. Dalzell</b>                      Independent Non-Executive Director.</p>	<b>For</b>
<p><b>1d Re-elect Diane B. Greene</b>                      Independent Non-Executive Director.</p>	<b>For</b>
<p><b>1e Re-elect Edward A. Kangas</b>                      Independent Non-Executive Director.                      However, he is Chair of the Remuneration Committee, the report of which falls well below best practice according to guidelines, as demonstrated by an E-grade balance rating. Triodos does not support this resolution.</p>	<b>Oppose</b>
<p><b>1f Re-elect Suzanne Nora Johnson</b>                      Independent Non-Executive Director.</p>	<b>For</b>
<p><b>1g Re-elect Dennis D. Powell</b>                      Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board for the plurality plus voting standard which requires a two third independence threshold.</p>	<b>Oppose</b>
<p><b>1h Re-elect Brad D. Smith</b>                      President and CEO.</p>	<b>For</b>
<p><b>1i Re-elect Jeff Weiner</b>                      Independent Non-Executive Director.</p>	<b>For</b>
<p><b>2 Appoint the auditors</b>                      Ernst &amp; Young LLP proposed. There were no non-audit fees for the year under review or on a three-year rolling basis. No governance concerns raised over the independence on the external auditors.</p>	<b>For</b>

**3 Advisory vote to approve executive compensation**

**Oppose**

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CEB.

Disclosure: C - The company has not disclosed specific performance targets for the annual bonus. LTIP's are based on the company's ranking among a peer group for TSR.

Balance: E - Stock options vest in less than three years and have no performance conditions. Restricted stock awards have no performance conditions other than continued employment and vest in less than three years. The Compensation Committee has discretion to adjust the formulaic funding level of the annual bonus up or down by 30%.

Contracts: B - There is accelerated vesting of awards upon a change in control. There is a partial recoupment provision in place.

Based on these concerns, Triodos does not support this resolution.

**4 Amend Employee Stock Purchase Plan**

**For**

The board is seeking approval to amend the Intuit Inc. Employee Stock Purchase Plan to increase the number of shares authorized for issuance under the Purchase Plan by 3,000,000 shares (from 20,800,000 shares to 23,800,000 shares). The scheme is open to all employees of the company with participants of the scheme eligible to purchase shares 15% lower than the fair market value of the shares on the offering date. The plan has two six-month offering periods which begin on March 16 and September 16 with each offering period having two three-month purchase periods.

The scheme is open to all employees, is not overly dilutive and does not discount the market price by more than 20%. Triodos supports this resolution.

**Supporting Information for Resolutions**

**Proposal 3 - Advisory vote on Executive Compensation**

Disclosure: C - The company has not disclosed specific performance targets for the annual bonus. LTIP's are based on the company's ranking among a peer group for TSR.

Balance: E - Stock options vest in less than three years and have no performance conditions. Restricted stock awards have no performance conditions other than continued employment and vest in less than three years. The Compensation Committee has discretion to adjust the formulaic funding level of the annual bonus up or down by 30%.

Contracts: B - There is accelerated vesting of awards upon a change in control. There is a partial recoupment provision in place.

**Proposal 4 - Employee Stock Purchase Plan**

As of October 31, 2014, there were 2,217,271 shares available for future awards, not including the 3,000,000 shares for which Intuit is seeking stockholder approval. The current Offering Period began on September 16, 2014 and will end on March 15, 2015. The potential dilution from the proposed share increase is 1.1%, based on the total common shares outstanding as of October 31, 2014. The dilution attributable to the Purchase Plan for fiscal 2014, fiscal 2013 and fiscal 2012 was 0.4%, 0.4% and 0.3% respectively.

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Researcher: Rasheed Rambaran  
Email: [pircresearch@pirc.co.uk](mailto:pircresearch@pirc.co.uk)

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**PIRC**



Pensions & Investment Research Consultants Limited  
6th Floor  
9 Prescott Street  
London E1 8AZ

Tel: 020 7247 2323  
Fax: 020 7247 2457  
<http://www.pirc.co.uk>

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