Triodos Investment Management

INTUIT INC.

MEETING DATE	Thu, 21 Jan 2016 8:00 am	TYPE	AGM	ISSUE DATE	Mon, 28 Dec 2015
MEETING LOCATION	2750 Coast Avenue, Building 6, Mountain View, California 94043				
CURRENT INDICES	S&P500				
SECTOR	Prepackaged software				

	PROPOSALS	ADVICE
1a	**Elect Eve Burton** Independent Non-Executive Director.	**For**
1b	**Elect Scott D. Cook** Non-Executive Director. Not considered independent as he is the founder and former Chairman, CEO and President of the Company. He is also the beneficial owner of approximately 4.87% of the outstanding share equity. There is insufficient independent representation on the Board.	**Oppose**
1c	**Elect Richard L Dalzell** Independent Non-Executive Director.	**For**
1d	**Elect Diane B. Greene** Non-Executive Director. Not considered independent as she has served on the Board for more than nine years. There is insufficient independent representation on the Board.	**Oppose**
1e	**Elect Suzanne Nora Johnson** Lead Director. Not considered independent as she has served on the Board for more than nine years. There is insufficient independent representation on the Board.	**Oppose**
1f	**Elect Dennis D. Powell** Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.	**Oppose**
1g	**Elect Brad D. Smith** Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. Triodos oppose this resolution.	**Oppose**
1h	**Elect Jeff Weiner** Independent Non-Executive Director.	**For**
2	**Appoint the Auditors** Ernst & Young LLP proposed. Non-audit fees represented 1.24% of audit fees during the year under review. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors. Acceptable proposal. Triodos vote in favour.	**For**

3 Advisory vote on executive compensation **Oppose**

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. 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. Annual cash bonuses are based on the following performance measures: revenue; non-GAAP operating income; deferred revenue balance; and individual performance. The Company included non-financial metrics into the annual bonus structure, which is considered best practice; however, specific non-financial targets are not disclosed. The Company awarded performance-based RSUs (50%), service-based RSUs (25%) and stock options (25%). Also, the Company awarded a one time performance-based RSUs based on QuickBooks Online (QBO) subscription growth to motivate senior executives to pursue subscription growth in the QuickBooks Online business. The Company has disclosed targets for all its long-term incentives; however, maximum potential realised long-term incentive award opportunities are not disclosed which raises concerns over the potential excessiveness of the remuneration structure.

For fiscal year 2015, annual cash awards were considered excessive; the actual bonus payouts to NEOs were in the range of 97.1% to 125% of their individual target bonus. However, no payout exceeded 200% of base salary, which is considered best practice. The Compensation Committee has discretion to adjust the actual payment levels for each participant up to a maximum of 250% of the participant's salary, which is not acceptable. Performance-based RSUs are earned based on the Company's three-year relative TSR compared to a peer group. The use of a sole performance criterion is not considered appropriate in evaluating performance. Stock options are based on share price appreciation, which is not best practice as there are many external factors which influence share price that are out of the control of the executives. Also, the Company awarded time-vesting RSUs which vest in less than three years.

The Company has 'clawback' provisions for performance equity awards, and beginning in 2016, the Company have implemented such provisions for cash bonus payments. Estimated severance payments and benefits are excessive. Upon termination without cause following a change in control Brad D. Smith will receive a total amount of $54,955,271. The compensation rating is: CEC.

Based on the excessive cash bonus payments, Triodos oppose this resolution.

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 3 - Advisory vote on executive compensation

Disclosure: C- Annual cash bonuses are based on the following performance measures: revenue; non-GAAP operating income; deferred revenue balance; and individual performance. The Company included non-financial metrics into the annual bonus structure, which is considered best practice; however, specific non-financial targets are not disclosed. The Company awarded performance-based RSUs (50%), service-based RSUs (25%) and stock options (25%). Also, the Company awarded a one time performance-based RSUs based on QuickBooks Online (QBO) subscription growth to motivate senior executives to pursue subscription growth in the QuickBooks Online business. The Company has disclosed targets for all its long-term incentives; however, maximum potential realised long-term incentive award opportunities are not disclosed which raises concerns over the potential excessiveness of the remuneration structure.

Balance: E- For fiscal year 2015, annual cash awards were considered excessive; the actual bonus payouts to NEOs were in the range of 97.1% to 125% of their individual target bonus. However, no payout exceeded 200% of base salary, which is considered best practice. The Compensation Committee has discretion to adjust the actual payment levels for each participant up to a maximum of 250% of the participant's salary, which is not acceptable. Performance-based RSUs are earned based on the Company's three-year relative TSR compared to a peer group. The use of a sole performance criterion is not considered appropriate in evaluating performance. Stock options are based on share price appreciation, which is not best practice as there are many external factors which influence share price that are out of the control of the executives. Also, the Company awarded time-vesting RSUs which vest in less than three years.

Contract: C- The Company has 'clawback' provisions for performance equity awards, and beginning in 2016, the Company have implemented such provisions for cash bonus payments. Estimated severance payments and benefits are excessive. Upon termination without cause following a change in control Brad D. Smith will receive a total amount of $54,955,271.

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