

AUTODESK, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

As of March 12, 2015

PURPOSE:

The purpose of the Corporate Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Autodesk, Inc. (the “*Company*”) shall be to review and make recommendations to the Board on matters concerning corporate governance; Board composition; identification, evaluation and nomination of director candidates; Board committees; Board compensation; and conflicts of interest.

In furtherance of these purposes, the Committee may undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP:

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chair. The Committee may form and delegate authority to subcommittees when appropriate. Members of the Committee shall be independent directors in accordance with the listing standards of The NASDAQ Stock Market LLC (the “*Nasdaq Rules*”).

RESPONSIBILITIES AND DUTIES:

The responsibilities and duties of the Committee include:

Corporate Governance Generally

- Periodically review the corporate governance guidelines approved by the Board to ensure that they remain relevant and are being complied with.
- Review proposed changes to the Company’s certificate of incorporation and bylaws and make recommendations to the Board.
- Oversee compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and the Nasdaq Rules.
- Oversee the management of risks associated with director independence, conflicts of interest, board composition and organization, and director succession planning.

Board Composition, Evaluation and Nominating Activities

- Review composition and size of Board and determine the criteria for Board membership including matters such as character, judgment, diversity, age, expertise, corporate experience, length of service, independence, other board commitments and the like.
- Conduct a periodic evaluation of the Board as a whole and evaluate the performance of individual Board members eligible for reelection.
- Identify, consider and recommend candidates to fill new positions or vacancies on the Board.

- Review any candidates for the Board recommended by stockholders, provided such recommendations are submitted in compliance with the Company's policies and procedures for consideration of candidates for the Board.
- Recommend for the selection by the Board the director nominees for election to the Board by the stockholders at the annual meeting of stockholders.
- Review the disclosure included in the Company's proxy statement regarding the Company's policies and procedures for the Committee's consideration of candidates for the Board.
- Act on an expedited basis to determine whether to accept a director's resignation, in the event an incumbent director fails to receive the required vote for reelection at a meeting of the Company's stockholders or experiences a significant change in his or her principal occupation or job responsibilities, and submit such recommendation for prompt consideration by the Board.
- Evaluate director compensation periodically, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board regarding director compensation.
- Review and make recommendations to the Board with respect to the Company's director equity plans and any proposed amendments thereto.

Board Committees

- Periodically review the charter and composition of each Board committee and make recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees.
- Recommend to the Board persons to be members of the various Board committees.
- Annually review and reassess the adequacy of the Committee's charter, processes and performance and submit any recommended changes to the Board for its consideration.

Conflicts of Interest

- Review, approve and oversee the Company's Code of Business Conduct and Code of Ethics for Senior Executive and Financial Officers.
- Consider questions of possible conflicts of interest of Board members and of corporate officers.
- Review actual and potential conflicts of interest (including potential taking of "corporate opportunity" by insiders, but excluding related party transactions which are reviewable by the Audit Committee) of Board members and corporate officers, and clear any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, hire, and obtain advice, reports or opinions from internal or external legal counsel and expert advisors, including any search firm to be used to identify Board candidates, as well as to receive appropriate funding from the Company for ordinary administrative expenses that are necessary or appropriate in carrying out its duties. The Committee shall have full access to all of the Company's books, records, facilities and personnel.

MEETINGS:

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it shall provide to the Board. The chair of the Committee shall develop a schedule of meetings throughout the year, to the extent it can be foreseen. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

MINUTES:

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

REPORTS:

The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

COMPENSATION:

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.