

AUTODESK, INC.

COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

As of March 12, 2024

PURPOSE:

The purpose of the Compensation and Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of Autodesk, Inc. (the “Company”) shall be to protect stockholder value and interests by ensuring the Company has programs in place to attract, retain, and develop a highly effective management team and to discharge the Board’s responsibilities relating to certain compensation matters of the Company, specifically as regards to the approval of compensation for the Company’s chief executive officer (“CEO”) and all other executive officers, and for certain other human resource policies and programs.

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 three members of the Board. The Board will designate one member of the Committee as its chair. The Committee may form and delegate authority to subcommittees when appropriate. Members of the Committee must meet the following criteria:

- the independence requirements and other committee composition requirements of the listing standards of The NASDAQ Stock Market LLC (the “Nasdaq Rules”) and Section 10C of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for compensation committee members; and
- the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act.

RESPONSIBILITIES AND DUTIES:

The responsibilities and duties of the Committee include:

- Approve the philosophy and structure of the compensation and benefit programs for executives of the Company and, as appropriate from time to time, for other Company employees.
- Annually, or more frequently if required, review and approve for the CEO and the executive officers of the Company: (a) annual base salary, (b) annual incentive bonus, including specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation, or arrangements. The CEO shall not be present during voting or deliberations regarding CEO compensation.
- Review and approve at least annually the corporate goals and objectives relevant to CEO and executive officer compensation. Evaluate CEO and executive officer performance in light of those goals and objectives, set compensation levels based on such evaluations, and, if the Committee deems it appropriate, adopt or recommend to the Board the adoption of new or amended executive compensation plans.
- Review executive and leadership development policies, plans, and practices that support the Company’s ability to retain and develop the superior executive and leadership talent required to deliver against the Company’s short term and long-term business strategies.
- Review the succession plans for the CEO and direct reports of the CEO as well as the development plans and strategies to accelerate the readiness of identified candidates.

- Oversee all matters relating to stockholder approval of executive compensation, including advisory votes on executive compensation (“say-on-pay” votes), the frequency of such votes (“say-when-on-pay” votes), and the appropriate Committee or Board response to such votes.
- Oversee management’s day-to-day administration of the Company’s health and welfare benefit plans and programs (including health, welfare, savings, and pension plans).
- Administer the Company’s employee equity plans.
- Review, approve, and administer, including the adoption, amendment, or termination of, any clawback policy allowing the Company to recoup compensation paid to employees.
- Oversee the management of risks associated with the Company’s compensation policies and programs.
- Approve the Committee report required to be included as part of the Company’s proxy statement. In connection with such report, the Committee shall review and discuss with Company management the Compensation Discussion and Analysis (“CD&A”), and based on such discussions, determine whether to recommend to the Board that the CD&A be included in the Company’s proxy statement. Consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.
- Periodically review the stock ownership guidelines for the CEO and other executive officers for appropriateness and recommend changes to the Board.
- Periodically review or discuss with management the Company’s human capital management activities, including the Company’s disclosure of such activities in its public filings and reports. These activities include, among other things, assisting the Board with matters relating to talent management and development, talent acquisition, employee engagement, and diversity and inclusion.
- Annually review and reassess the adequacy of the Committee’s charter, processes, and performance and submit any recommended charter changes to the Board for its consideration.

RESOURCES AND ACCESS TO ADVISORS AND INFORMATION

In performing its duties, the Committee shall have the authority to retain and/or replace, hire, and obtain advice, reports, or opinions from a compensation consultant, legal counsel, or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel, and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of reasonable compensation to any such persons retained by the Committee, as well as for 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.

Except as otherwise may be permitted by the Nasdaq Rules, prior to the retention of any compensation consultant, legal counsel, or other advisor to the Committee, other than in-house legal counsel, the Compensation Committee shall assess the independence of such advisor by taking into consideration all factors deemed relevant by the Committee to such advisor’s independence, including factors specified in and required by the Nasdaq Rules.

Nothing in this charter shall be construed to require any such advisor to be independent, only that the Committee consider the advisor’s independence before selecting, or receiving advice from, such advisor.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of any such advisor to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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.