

AUTODESK, INC.

COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

As of July 19, 2017

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 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 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*”) for compensation committee members;
- the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and
- the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

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 may be deemed from time to time appropriate, for other Company employees.
- Annually, or more frequently if required, review and approve for the CEO and the executive officers of the Company: (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and the 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 the amendment of existing, 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 for the direct reports to 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 (“say-on-pay” votes), including the frequency of such votes and the appropriate Committee response to a say-on-pay vote.
- Oversee management’s day-to-day administration of the Company’s health and welfare benefit plans and programs (including, but not limited to, health, welfare, savings, pension plans, etc.).
- Administer the Company’s employee equity plans.
- 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 management of the Company 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 and annual report on Form 10-K. 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.
- 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.

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 adviser. 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 may otherwise be permitted by the Nasdaq Rules, the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors, in addition to any others deemed relevant by the Committee:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
5. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation advisor, and about which the compensation advisor does not provide advice.

Nothing in this charter shall be construed to require a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser 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.