# AUTODESK, INC.

# CORPORATE GOVERNANCE GUIDELINES

**Adopted December 15, 1995**

**Most Recently Amended December 13, 2018**

These guidelines and principles have been adopted by the Board of Directors (the "Board") of Autodesk, Inc. (the "Company") for the purpose of establishing the corporate governance policies pursuant to which the Board intends to conduct its oversight of the business of the Company in accordance with its fiduciary responsibilities.

## 1. Selection of Chairman and Chief Executive Officer ("CEO")

In considering whether a single individual or two different individuals should fill the roles of Chairman of the Board and CEO, the Board should consider a number of factors, including current size of the Company's business, composition of the Board, current candidates for such positions, the Company's succession planning goals and the like. Currently, the Company has established the position of non-executive Chairman as separate from the CEO.

## 2. Lead Independent Director

In order to facilitate communication between management and the outside directors, in the event that the Chairman of the Board is not an independent director, the Board should elect a "Lead Independent Director," who will have the responsibility to schedule and prepare agendas for meetings of outside directors. The Lead Independent Director should communicate from time to time with the CEO and with the Board/Chairman, disseminate information to the rest of the Board in a timely manner and raise issues with management on behalf of the outside directors when appropriate. All members of the Board are encouraged to communicate from time to time with the CEO.

## 3. Committees

The Board has three standing committees: the Audit Committee, the Compensation and Human Resources Committee ("Compensation Committee"), and the Corporate Governance and Nominating Committee ("Corporate Governance Committee"). The Board should continue to delegate substantial responsibilities to each committee, and each committee should consist solely of independent directors. New committees should be formed as circumstances warrant.

## 4. Assignment and Rotation of Committee Members

Committees should be appointed (or re-appointed), and chairs of each committee designated, by the full Board, upon recommendation by the Corporate Governance Committee, each year. While composition of the committees of the Board should be looked at each year in making certain that these committees are not stagnant or without fair representation, it is the Company's current belief that continuity of experience in the specific functions of these committees provides a significant benefit to the stockholders and to management.

### 5. Frequency and Length of Committee Meetings

Each committee chairman, in consultation with committee members, will determine the frequency and length of meetings of his or her committee, considering all relevant factors such as the committee's mandate, nature of current committee business to be discussed and the like. Each committee chairman should give guidance to the CEO with respect to the proposed length of each meeting, frequency of meetings and the like. Moreover, the committee chairmen should feel free to call additional committee meetings at times other than the scheduled meetings of the full Board.

### 6. Committee Charters and Agendas

Each committee shall have its own charter, which will set forth the principles, policies, objectives and responsibilities of the committee. Annually, the chairman of each committee should review the existing committee charter and determine, in consultation with the rest of the committee, whether any amendments are required. Committee charters must be within the scope of authority granted by the Board and must be approved by the Board and reviewed periodically by the Corporate Governance Committee. The chairman of each committee, in consultation with appropriate members of management and staff, should develop a schedule of meetings throughout the year and develop the overall annual agenda, to the extent it can be foreseen. In addition, each committee chairman should prepare an agenda prior to each committee meeting and should consult with appropriate members of management for additional items which should be included in the agenda. Any committee of the Board is authorized to engage its own outside advisors at the Company's expense, including legal counsel or other consultants, as required.

### 7. Related and Interested Party Transactions

All members of the Board must inform the Audit Committee of any matter involving the Company and its subsidiaries or controlled affiliates in which such member has a personal financial or other interest as soon as reasonably practicable even if these transactions are in the ordinary course of business. The Audit Committee will review and approve related party transactions in compliance with the listing standards of The NASDAQ Stock Market LLC (the "Nasdaq Rules"). The Corporate Governance Committee shall: review, approve and monitor 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; and review actual and potential conflicts of interest (including corporate opportunities, 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 corporate opportunity. Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization in which the director is a director or officer) has a financial or other interest.

### 8. Selection of Agenda Items for Board Meetings

The Chairman of the Board or the Lead Independent Director, in consultation with the CEO, will set the agenda for each Board meeting. Each Board member should be free to suggest inclusion of items on the agenda.

### 9. Board Materials Distributed in Advance

To the extent possible, information and data which is important to the Board's understanding of matters to be discussed at the meeting and the current status of the Company's business should be distributed to the Board in sufficient time before the meeting to enable the directors to prepare for the meeting.

**10. Board, Committee and Stockholder Meetings**

Directors are expected to prepare for, attend, and actively participate in all Board and applicable Committee meetings. As a general rule, presentations on specific subjects should be sent to the Board members in advance so that the Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. On those occasions when the subject matter is too sensitive to be distributed, the subject will be introduced at the meeting. Directors are encouraged, but not required, to attend the Company's annual meeting of stockholders.

**11. Regular Attendance of Non-Directors at Board Meetings**

It is anticipated that certain members of management (e.g., the Chief Financial Officer, the Chief Legal Officer and such other members of the executive staff as the CEO may from time to time designate) will attend Board meetings on a regular basis. Other members of management and staff will attend meetings and present reports from time to time. Specifically, the Board encourages management to schedule managers to be present at Board meetings who can provide additional insight into the items being discussed because of personal involvement in these areas. It is understood that non-directors attending Board meetings may be asked from time to time to leave the meeting in order for the Board to meet in executive session on sensitive matters.

**12. Executive Sessions of Outside Directors**

Executive sessions of outside directors should be held at least twice a year, and at such other times as may be requested by the non-executive Chairman or the Lead Independent Director or one or more outside directors.

**13. Board Access to Company Employees**

Board members should have full access to members of management, either as a group or individually, and to Company information that they believe is necessary to fulfill their obligations as Board members. The Board may specify a protocol for making such inquiries. The directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company.

**14. Board Compensation Review**

The Corporate Governance Committee should conduct a periodic review of director compensation and periodically consult with outside consultants and/or with the corporate Human Resources department in order to evaluate director compensation compared to other companies of like size in the industry. Any change in Board compensation should be approved by the full Board.

### 15. Board Stock Ownership Guidelines

The Board believes directors should have a meaningful financial stake in the Company in order to further align their interests with the Company's stockholders. In furtherance of this, the Board has adopted mandatory stock ownership guidelines for the directors. The Corporate Governance Committee shall periodically review those guidelines for appropriateness and recommend changes to the Board.

### 16. Size of the Board

The size of the Board may vary, based in part on the size of the business. Board size should facilitate active interaction and participation by all Board members and may to some extent reflect the availability of particular candidates with expertise of value to the Company. The Board should review from time to time the appropriateness of its size and may from time to time consider expanding its size to accommodate outstanding candidates.

### 17. Composition of Board

The Board believes that as a matter of policy there should be a substantial majority of independent directors on the Board. Within that policy, the mix of Board members should provide a range of expertise and perspective in areas relevant to the Company's business.

### 18. Board Definition of "Independence" for Outside Directors

A director shall be considered "independent" for purposes of serving on the Board if he or she meets the criteria for independence established by the Nasdaq Rules. A director shall be considered "independent" for purposes of serving on a Board committee based on the definition of independence used in that committee's charter, which shall conform to any requirements established for such a committee by the Nasdaq Rules and any applicable Securities and Exchange Commission ("SEC") rules.

### 19. Board Membership Criteria and Selection

The Corporate Governance Committee should review on an annual basis, in the context of recommending a slate of directors for stockholder approval, the composition of the Board, including matters such as character, judgment, diversity, age, expertise, corporate experience, length of service, independence, other board commitments and the like. The Corporate Governance Committee shall also consider gender composition requirements imposed by applicable law. Selection of new directors requires recommendation of a candidate by the Corporate Governance Committee to the full Board, which has responsibility for naming new members, subject to the provisions of Section 21 herein, in the event of a vacancy or expansion of the Board between annual meetings of stockholders, at which time the election of all directors is submitted for stockholder approval.

### 20. Extending the Invitation to Join the Board to a New Director

An invitation to join the Board should be extended by the Chairman, on behalf of the entire Board.

### 21. Notifying a Director of Non-Inclusion on a Proposed Slate of Directors

Any proposal to decrease the size of the Board, or to substitute a new director for an existing director, should be made first by the Corporate Governance Committee, then approved by the full Board. After receipt of a recommendation from the Corporate Governance Committee, the Chairman should notify the director of such recommendation prior to the meeting of the Board at which the slate of nominees is proposed to be approved.

### 22. Majority Voting; Advance Resignation as Prerequisite to Director Nomination

In accordance with the Company's Bylaws, if none of the stockholders provide the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if the stockholders have withdrawn all such nominations by the day before the Company mails its notice of meeting to the stockholders, a nominee must receive more votes cast for than against his or her election or reelection in order to be elected or reelected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for reelection. The Board shall nominate for election or reelection as director only candidates who have tendered, in advance of such nomination, an irrevocable, conditional resignation that will be effective only upon both (i) the failure to receive the required vote at the next stockholders' meeting at which they face reelection and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Board guideline.

If an incumbent director fails to receive the required vote for reelection, the Corporate Governance Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

### 23. Assessing the Board's Performance

Periodically, the full Board (pursuant to a process adopted by the Corporate Governance Committee) should review Board and individual director performance. This assessment should include areas in which the Board or management believes a better contribution can be made going forward to increase the effectiveness of the Board. As part of this process directors will conduct a self-evaluation to review the progress and effectiveness of the Board and its committees, and will submit his or her comments to the Corporate Governance Committee. The Corporate Governance Committee will then report back to the Board, and the full Board will consider and discuss the committee's report.

### 24. Term Limits

The Board believes that directors should not have "unlimited tenure." The Corporate Governance Committee should consider each year whether a given director should stand for reelection.

### 25. Director Orientation and Continuing Education

Orientation information shall be provided to new directors to assist them in understanding the Company's business. The Company encourages directors to participate in continuing education programs focused on the legal and ethical responsibilities of board members and will reimburse directors for reasonable expenses associated with such programs.

### 26. Formal Evaluation and Compensation of the CEO

The formal evaluation of the CEO should be made in the context of annual compensation review by the Compensation Committee, with appropriate input from other Board members, and should be communicated to the CEO by the chairman of that committee. The evaluation should be based on objective criteria, including, but not limited to, performance of the business and accomplishment of long-term strategic objectives, in accordance with the principles established in the Compensation Committee charter.

### 27. Executive Officer Stock Ownership Guidelines

The Board believes executive officers should have a meaningful financial stake in the Company in order to further align their interests with the Company's stockholders. In furtherance of this, the Board has adopted mandatory ownership guidelines for the CEO and other executive officers. The Compensation Committee shall periodically review those guidelines for appropriateness and recommend changes to the Board.

### 28. Succession Planning

The Compensation Committee, in consultation with the full Board, is primarily responsible for CEO succession planning. The Compensation Committee also shall monitor management's succession plans for other key executives. As part of the succession planning process, the Compensation Committee or the full Board will confer periodically with the CEO. In addition, as part of contingency planning, the Corporate Governance Committee or the full Board will confer periodically with the CEO regarding a temporary delegation of authority in the event the CEO were to become unable to perform his or her duties.

### 29. Management Development

In addition to its responsibilities related to executive compensation and succession planning, the Compensation Committee shall confer with the CEO to encourage management's employee development programs. The Board believes that the establishment of a strong management team is an important aspect of succession planning.

### 30. Board Interaction with Investors, the Press, Customers, etc.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management. Where comments from the Board are appropriate, they will normally come from the Chairman or Lead

Independent Director. In the case of shareholder communications directed to the outside directors, the non-executive Chairman or the Lead Independent Director shall facilitate review of and response to such communications by informing the Corporate Governance Committee (or such other committee or independent directors as may be appropriate) of the communications and that committee or the independent directors shall determine how the communications should be addressed.

Directors should not accept any gift of value that indicates an intent to influence improperly the normal business relationship between the Company and any supplier, customer or competitor.

**31. Formulation of Strategy; Oversight of Risk Management**

The Board should be actively involved with management in formulating corporate strategy. Our Board, as a whole and through its standing committees, has responsibility for the oversight of the Company's risk management.

**32. Multiple Board Seats**

Directors shall advise the Chairman of the Board or the Lead Independent Director, as applicable, and the Corporate Governance Committee before accepting an invitation to serve on an additional for-profit corporate board of directors. In addition, in order to ensure sufficient time and attention to meet the responsibilities of Board membership, directors shall serve on no more than five boards of directors of publicly traded companies, including this Board, without consent of the Corporate Governance Committee. If a director is also an active CEO of a publicly traded company, the director may not serve on more than three publicly traded company boards of directors (including Autodesk) without consent of the Corporate Governance Committee.

**33. Change in Occupation**

In the event any director's principal occupation or job responsibilities change significantly, their employer changes or they otherwise experience a similarly significant change in association, or they otherwise suffer a change in circumstances that adversely affects their capacity to serve as a member of the Board, that director shall tender his or her irrevocable, conditional resignation that will be effective only upon Board acceptance of such resignation for consideration by the Board. The Board, in consultation with the Corporate Governance Committee, shall review each offer to resign and determine whether or not to accept such resignation after consideration of the continued appropriateness of Board membership under the new circumstances. The Board does not believe that in every instance such resignation should necessarily be accepted.

**34. Board Member Compliance with Confidentiality Obligations**

Delaware law imposes duties of care and loyalty on corporate directors, which includes a duty to protect the confidential information of the Company. In addition, the duty of loyalty prohibits directors from using any proprietary information belonging to the Company for their own personal benefit or the benefit of any person or entity other than the Company. It is essential that directors maintain the confidentiality of all nonpublic information belonging to, entrusted to, or about the Company.

After consulting with the Chief Legal Officer, directors may disclose information covered by confidentiality obligations to the extent authorized by the Chairman of the Board or the CEO or as required by law or legal process. All disclosures of non-public information must either (A) be disclosures subject to a confidentiality agreement and that satisfy the SEC's Regulation FD or (B) public disclosures managed in accordance with the Company's communication protocols.

**35. Compliance with Other Policies and Guidelines**

Directors are expected to comply with the Company's policies and guidelines, including, but not limited to, these guidelines, the Code of Business Conduct, and the Insider Trading Policy.

**36. Periodic Review of Guidelines**

The Corporate Governance Committee and the Board should review these guidelines periodically.